June 17, 2023

To,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalai Street,
Mumbai — 400001
BSE Code: 538119

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) 2015 in relation to the Postal Ballot

Dear Sir/Madam,

Pursuant to the Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the proceedings of the resolutions passed by the shareholders through Postal Ballot by remote e-voting.

Kindly take this information on your record.

Thanking You

Yours faithfully,

For, R & B Denims Limited

Jyoti Arun Agarwal

Digitally signed by Jyoti Arun Agarwal
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Jyoti Agarwal
Company Secretary
M. No. F-6250

Encl.: as above

SUMMARY OF THE PROCEEDINGS OF THE RESOLUTIONS PASSED THROUGH POSTAL BALLOT BY WAY OF REMOTE E-VOTING PROCESS BY MEMBERS OF THE COMPANY ON JUNE 15, 2023, FOR THE RESOLUTIONS AS SET OUT IN THE POSTAL BALLOT NOTICE, RESULTS OF WHICH DECLARED ON SATURDAY, JUNE 17, 2023

pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for holding general meeting/conducting postal ballot process through e-voting vide General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, circular No. 2/2022 and 3/2022 dated May 5, 2022 ("MCA Circulars") in view of the COVID19 pandemic and other applicable laws, regulations, circulars, notifications (including any statutory modification or re-enactment thereof for the time being in force), the company has issued the postal ballot notice dated May 10, 2023 to obtain approval of shareholders only by voting through electronic means (remote e-voting).

In compliance with the aforesaid Circulars, the Postal Ballot Notice were sent only through electronic mode to those Shareholders whose e-mail addresses were registered with the Company/ Depositories/ Registrar and Share Transfer Agent as on the cut-off date; May 12, 2023.

The Company had availed the services of National Securities Depository Limited ('NSDL') to provide the remote e-voting facility to the equity shareholders of the Company for the resolution proposed in the postal ballot notice.

The Notice was also available on the Company's website, www.rnbdenims.com and website of the Stock Exchange where the equity shares of the Company are listed i.e. BSE India Limited at www.bseindia.com.

The Remote e-voting period commenced from 9.00 a.m. (IST) on Wednesday, May 17, 2023 and ended on 5.00 p.m. (IST) on Thursday, June 15, 2023 at 5:00 p.m. (IST) and the e-voting platform blocked thereafter.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company at its meeting held on May 10, 2023, had appointed Mr. Jainam Navinchandra Shah (Membership No.: ACS 35397, CP No. 13108) of M/s. Jainam N Shah & Co., Practicing Company Secretary as the Scrutinizer to conduct the Postal Ballot through Remote e-voting process in a fair and transparent manner.

After scrutiny of votes cast through e-voting facility, Mr. Jainam Navinchandra Shah had submitted his report to Mr. Rajkumar Mangilal Borana, Managing Director & Chairman of the Company.

The result relating to the Postal Ballot through e-voting is set out in the table below:

Item No. 1: (Ordinary resolution)

Re-appointment of Mr. Rajkumar Mangilal Borana (DIN: 01091166) Managing Director of the Company

Category	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	51633390	18211695	35.271	18211695	0	100.00	0
Public- Institutions	0	0	0	0	0	0	0
Public- Non Institutions	18340050	8587489	46.824	8586035	1454	99.983	0.017
Total	**69973440**	**26799184**	**38.299**	**26797730**	**1454**	**99.995**	**0.005**

Item No. 2: (Special resolution)

Appointment of Mrs. Anita Pankaj Jain (DIN: 08010993) Independent Women Director of the Company.

Category	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	51633390	32121300	62.210	32121300	0	100.00	0
Public- Institutions	0	0	0	0	0	0	0
Public- Non Institutions	18340050	8587464	46.824	8586010	1454	99.983	0.017
Total	**69973440**	**40708764**	**58.177**	**40707310**	**1454**	**99.996**	**0.004**

Based on the report of the Scrutinizer, Mr. Rajkumar Mangilal Borana, Managing Director & Chairman of the Company declared the results of the Postal Ballot through remote e-voting on Saturday, June 17, 2023.

The resolutions passed are as follows:

1. Ordinary Resolution

RE-APPOINTMENT OF MR. RAJKUMAR MANGILAL BORANA (DIN: 01091166) MANAGING DIRECTOR OF THE COMPANY

"RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read along with Schedule V to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and upon recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded for the re-appointment of Mr. Rajkumar Mangilal Borana (DIN: 01091166) as the Managing Director of the Company for a period of 5 (Five) years with effect from September 1, 2023 to August 31, 2028 (both days inclusive), upon the terms and conditions as set out in the Explanatory Statement annexed to this Postal Ballot Notice, with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment."

"RESOLVED FURTHER THAT, the Board of Directors of the Company (the "Board" which term shall be deemed to include its committees also) or any officer(s) so authorised by the Board, be and are hereby authorised to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the aforesaid resolution."

2. Special Resolution

APPOINTMENT OF MRS. ANITA PANKAJ JAIN (DIN: 08010993) INDEPENDENT WOMEN DIRECTOR OF THE COMPANY

"RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mrs. Anita Pankaj Jain (DIN: 08010993), who was appointed as an Additional Director in the capacity of an Independent Director with effect from March 23, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years till March 22, 2028, and that she shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT, the Board of Directors of the Company (the "Board" which term shall be deemed to include its committees also) or any officer(s) so authorised by the Board, be and are hereby authorised to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the aforesaid resolution."

For, R & B Denims Limited

Jyoti Arun Agarwal

Digitally signed by Jyoti Arun Agarwal
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Jyoti Agarwal
Company Secretary
M. No. F-6250