July 05, 2023

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

**Subject: Submission of Scrutinizer's Report with Unique Document Identification Number ("UDIN") for Businesses Approved through Postal Ballot**

Dear Sir/Madam,

This is with reference to our letter dated 17/06/2023, whereby we have submitted details of Voting Results and Scrutinizers' Report for resolution as set out in Postal Ballot Notice dated May 10, 2023 and voting results as per the requirement of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the prescribed format.

In this regard, we wish to apprise you that due to technical difficulty on ICSI Portal, the UDIN could not be generated, therefore, the Scrutinizer Report was issued and uploaded without mentioning the UDIN.

Please find enclosed herewith the Scrutinizer's Report with UDIN for your records and reference alongwith the voting results as per the requirement of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the prescribed format.

This is for your information and record.

Thanking You,
**For, R & B Denims Limited**

Jyoti Arun Agarwal

Digitally signed by Jyoti Arun Agarwal
DN: cn=Jyoti Arun Agarwal, c=IN, st=Gujarat, o=Personal, title=5352, serialNumber=72ec0363e8f0240d7f478a999e0b49e6f33aa189a0046c29cb9fc9ba2c25691b1
Date: 2023.07.05 11:41:56 +05'30'

Jyoti Agarwal
Company Secretary
M. No. F-6250

Encl.: a/a

JAINAM N SHAH & CO.
Company Secretaries
Phone: +91 98253-90282
Email: jainam.shah9091@gmail.com

# SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013
And Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
**R & B Denims Limited**
(CIN: L17120GJ2010PLC062949)
Block No. 467, Sachin Palsana Road,
Palsana, Surat–394315 Gujarat

Dear Sir,

**Sub.: Scrutinizer's report on Resolution proposed through Postal Ballot under section 110 read with section 108 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof).**

I, Jainam Navinchandra Shah, Proprietor of M/s. Jainam N Shah & Co., Company Secretary in practice, have been appointed as a scrutinizer by the Board of Directors of R & B Denims Limited for the purpose of scrutinizing the e-voting process for the Postal Ballot and ascertaining the requisite majority on remote e-voting process for the resolution to be passed through postal ballot notice dated May 10, 2023 carried out as per the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "the Rules"), for the purpose of scrutinizing the votes casted by members of the company through remote E-voting platform of National Securities Depository Limited (NSDL) i.e. https://www.evoting.nsdl.com in respect of resolutions contained in the Postal Ballot Notice dated May 10, 2023 as detailed below:

| Sr. No. | Type of Resolution | Description of Resolution |
|---|---|---|
| 1 | Ordinary Resolution | Re-appointment of Mr. Rajkumar Mangilal Borana (DIN: 01091166) Managing Director of the Company |
| 2 | Special Resolution | Appointment of Mrs. Anita Pankaj Jain (DIN: 08010993) Independent Women Director of the Company |

**Responsibility of the Management of the Company:**

The Management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made there under and the applicable provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 relating to remote E-voting for the resolutions contained in the Notice to the Postal Ballot dated May 10, 2023.

**Responsibility of Scrutinizer:**

My responsibility as a scrutinizer for the remote e-voting is restricted to make a Scrutinizer's Report of the votes cast "in Favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency authorized under the rules and engaged by the company to provide remote e-voting facility.

JAINAM N SHAH & CO. SURAT COMPANY SECRETARY

**It may be noted that:**

As per the General Circular Nos. 14/2020 dated 8th April, 2020, 17 /2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 3st December, 2020 and 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 03/2022 dated 5th May, 2022 and 10/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs (MCA Circulars') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on account of threat posed by COVID- 19 pandemic situation, the Company has sent the Postal Ballot Notice on Monday, May 15, 2023 by email only to the members who have registered their e-mail address with the Company/ Depositories.

As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes were not dispatched to Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members had taken place through the remote e-voting system only.

The Company has published an advertisement for postal ballot on May 16, 2023 in "Financial Express" an English Newspaper and in "Financial Express" a vernacular (Gujarati) newspaper regarding completion of dispatch of Notice of Postal Ballot dated May 10, 2023 and also specifying therein the matters prescribed in the Rules with regard to e-voting.

Further to the above, I submit my reports as under;

i. The E-voting period was from Wednesday, May 17, 2023 at 9:00 a.m. (IST) to Thursday, June 15, 2023 at 5:00 p.m. (IST).

ii. The members of the Company as on the "cut-oft" date i.e. May 12, 2023 were entitled to vote on the resolutions (Item No. 1 and Item No. 02 as set out in the Postal Ballot notice of the Company).

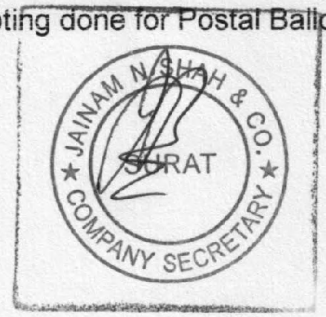
iii. The votes cast were unblocked on June 16, 2023 at 04.05 p.m. in the presence of 2 (Two) witnesses namely Ms. Dhruvika Lakdawala and Mr. Dharmin Shah who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.

Name: Ms. Dhruvika Lakdawala

Name: Mr. Dharmin Shah

iv. Thereafter the details containing inter alia, list of Equity Share Holders, who voted "for" / "against" each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL) i.e. https://www.evoting.nsdl.com/.

v. The result of remote e-voting done for Postal Ballot Notice is as under:



**RESOLUTION NO. 1**

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

| Mode | Members Voted | Total Shares | Favour | | Against | | Invalid | |
|---|---|---|---|---|---|---|---|---|
| | | | Members | Votes | Members | Votes | Members | Votes |
| E-Voting | 42 | 26799184 | 41 | 26797730 | 1 | 1454 | 0 | 0 |
| **Total** | **42** | **26799184** | **41** | **26797730** | **1** | **1454** | **0** | **0** |

**RESOLUTION NO. 2**

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

| Mode | Members Voted | Total Shares | Favour | | Against | | Invalid | |
|---|---|---|---|---|---|---|---|---|
| | | | Members | Votes | Members | Votes | Members | Votes |
| E-Voting | 48 | 40708764 | 47 | 40707310 | 1 | 1454 | 0 | 0 |
| **Total** | **48** | **40708764** | **47** | **40707310** | **1** | **1454** | **0** | **0** |

Based on scrutiny of the valid votes cast via remote e-voting in relation to an Resolutions as set out in the Notice, I report that the number of votes cast in favor of the resolutions are more than times the number of votes cast against the resolutions, therefore the resolutions as set out in the Notice has been passed with the requisite majority as per the provisions of the Companies Act, 2013.

You may accordingly declare the result of the voting.

Thanking you,
Yours Faithfully,

**For, JAINAM N SHAH & CO.**
(Company Secretaries)

JAINAM N SHAH & CO. ★ SURAT ★ COMPANY SECRETARY

Jainam Navinchandra Shah
(Proprietor)
M. No.: 35397
CP No.: 13108
UDIN: A035397E000548360

Place: Surat
Date: 17/06/2023

**VOTING RESULTS**

**POSTAL BALLOT NOTICE DATED MAY 10, 2023 OF R & B DENIMS LIMITED**

| General information about company | |
|---|---|
| BSE Scrip code | 538119 |
| NSE Symbol | - |
| MSEI Symbol | - |
| ISIN | INE012Q01021 |
| Name of the company | **R & B DENIMS LIMITED** |
| Type of meeting | Postal Ballot |
| Date of the meeting / Date of declaration of results (in case of Postal Ballot) | June 17, 2023 |
| Start time of the meeting | NA |
| End time of the meeting | NA |

| Scrutinizer Details | |
|---|---|
| Name of the Scrutinizer | Jainam Navinchandra Shah |
| Firms Name | Jainam N Shah & Co. |
| Qualification | Company Secretary |
| Membership Number | A35397 |
| Date of Board Meeting in which appointed | May 10, 2023 |
| Date of Issuance of Report to the company | June 17, 2023 |

| Voting results | |
|---|---|
| Record date | May 12, 2023 |
| Total number of shareholders on record date | 5432 |
| **No. of shareholders present in the meeting either in person or through proxy** | |
| a) Promoters and Promoter group | NA |
| b) Public | NA |
| **No. of shareholders attended the meeting through video conferencing** | |
| a) Promoters and Promoter group | NA |
| b) Public | NA |
| **No. of resolution passed in the meeting** | 2 |
| Disclosure of notes on voting results | - |

## Agenda-wise disclosure

| Resolution (1) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Resolution required: (Ordinary / Special)** | | | | Ordinary | | | | |
| **Whether promoter/promoter group are interested in the agenda/ resolution?** | | | | Partially interested | | | | |
| **Description of resolution considered** | | | | Re-appointment of Mr. Rajkumar Mangilal Borana (DIN: 01091166) Managing Director of the Company. | | | | |
| **Category** | **Mode of voting** | **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** | **E-Voting** | 51633390 | 18211695 | 35.271 | 18211695 | 0 | 100.00 | 0 |
| | **Poll** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Postal Ballot** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Total** | 51633390 | 18211695 | 35.271 | 18211695 | 0 | 100.00 | 0 |
| **Public-Institutions** | **E-Voting** | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Poll** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Postal Ballot** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Total** | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| **Public-Non Institutions** | **E-Voting** | 18340050 | 8587489 | 46.824 | 8586035 | 1454 | 99.983 | 0.017 |
| | **Poll** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Postal Ballot** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Total** | 18340050 | 8587489 | 46.824 | 8586035 | 1454 | 99.983 | 0.017 |
| **Total** | | **69973440** | **26799184** | **38.299** | **26797730** | **1454** | **99.995** | **0.005** |
| **Whether resolution is Pass or Not.** | | | | | | | Yes | |
| **Disclosure of notes on resolution** | | This resolution is passed as an Ordinary resolution votes cast by shareholders in favour of the proposal are more than the number of votes cast by shareholders against the proposal. | | | | | | |

| **Detail of Invalid votes** | |
|---|---|
| **Category** | **No. of Votes** |
| Promoter and Promoter Group | 0 |
| Public Institutions | 0 |
| Public Non-Institutions | 0 |

Note: Promoters & Promoters group category are partially interested in the above resolution and therefore partially Non-interested votes of the same category are consider.

| Resolution (2) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Resolution required: (Ordinary / Special)** | | | | Special | | | | |
| **Whether promoter/promoter group are interested in the agenda/resolution?** | | | | No | | | | |
| **Description of resolution considered** | | | | Appointment of Mrs. Anita Pankaj Jain (DIN: 08010993) Independent Women Director of the Company. | | | | |
| **Category** | **Mode of voting** | **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** | **E-Voting** | 51633390 | 32121300 | 62.210 | 32121300 | 0 | 100.00 | 0 |
| | **Poll** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Postal Ballot** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Total** | 51633390 | 32121300 | 62.210 | 32121300 | 0 | 100.00 | 0 |
| **Public-Institutions** | **E-Voting** | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Poll** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Postal Ballot** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Total** | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| **Public-Non Institutions** | **E-Voting** | 18340050 | 8587464 | 46.824 | 8586010 | 1454 | 99.983 | 0.017 |
| | **Poll** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Postal Ballot** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Total** | 18340050 | 8587464 | 46.824 | 8586010 | 1454 | 99.983 | 0.017 |
| | **Total** | **69973440** | **40708764** | **58.177** | **40707310** | **1454** | **99.996** | **0.004** |
| | | | | | | **Whether resolution is Pass or Not.** | Yes | |
| **Disclosure of notes on resolution** | This resolution is passed as a Special resolution votes cast by shareholders in favour of the proposal are more than the number of votes cast by shareholders against the proposal. | | | | | | | |

| **Detail of Invalid votes** | |
|---|---|
| **Category** | **No. of Votes** |
| Promoter and Promoter Group | 0 |
| Public Institutions | 0 |
| Public Non-Institutions | 0 |

**For, R & B Denims Limited**

RAJKUMAR MANGILAL BORANA

Digitally signed by RAJKUMAR MANGILAL BORANA
Date: 2023.06.17 18:39:53 +05'30'

Rajkumar Borana
(Managing Director)
DIN: 01091166