SCRUTINIZER REPORT

For the 8th AGM held on July 23, 2018

Of

R & B DENIMS LIMITED

(CIN: L17120GJ2010PLC062949)

Reg. Office:
Block No. 467,
Sachin Palsana Road,
Palsana, Surat-394315

SCRUTINIZER REPORT BY

JAINAM N SHAH & CO.
Company Secretaries

4-B, Siddhashilla Apartment, Nr. Jeevan Bharti School,
Opp. Kansar Restaurant, Nanpura, Surat-395001

July 25, 2018

To,
The Vice – President,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

Script Code: (538119)

Sub: Regulation 30 and Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015- Proceedings and details of the voting results of the 8th Annual General Meeting respectively

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the proceedings of the 8th Annual General Meeting (AGM) of the Company held on Monday, July 23, 2018 at 11:00 a.m. at Block No. 467 Sachin Palsana Road, Palsana Surat-394315, Gujarat and concluded at 04:30 p.m.

Further pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the voting results of the business transacted at the AGM in the prescribed format.

We are also enclosing the consolidated report of the Scrutinizer on e-voting and voting through ballot paper at the AGM. The above are also being uploaded on the Company's website.

Thanking You,

Yours Sincerely,

For, **R & B Denims Limited**

AMITKUMAR ANANDBHAI DALMIA
(Wholetime Director)
DIN: 00034642
authorised by the chairman of the meeting
Encl: As above

R&B Denims Ltd
Regd. Office : Block No. 467, Sachin Palsana Road, Palsana, Surat 394 315, Gujarat, India.
Tel + 91 96012 81648 Website : www.rnbdenims.com
E mail :- info@rnbdenims.com CIN : L17120GJ2010PLC062949

R & B DENIMS LIMITED

A) DETAILS OF THE PROCEEDINGS OF THE MEETING		
Sr. No.	Particulars	Details
1	**Date of the AGM/EGM**	Annual General Meeting- Monday, July 23, 2018
2	**Total number of shareholders as on record date**	124
3	**No. of Shareholders present in the meeting either in person or through proxy:** Promoters and Promoters Group: Public:	 19 7
4	**No. of Shareholders attended the meeting through video conferencing:** Promoters and Promoters Group: Public:	 NA

R & B DENIMS LIMITED

B) RESULTS OF THE MEETING				
Sr. No.	**Agenda**	**Resolution required Ordinary/Special)**	**Mode of voting**	**Remarks**
1	Adoption of the Audited Balance Sheet as at 31st March 2018, Statement of Profit and Loss account for the period ended on that date together with the report of Directors and Auditors thereon	Ordinary	E-voting and the ballot paper at the AGM	Passed with requisite majority
2	Declaration of Dividend on Equity shares	Ordinary	E-voting and the ballot paper at the AGM	Passed with requisite majority
3	Re-appointment of Mr. Deepak A. Dalmia, whole-time Director, retiring by rotation	Ordinary	E-voting and the ballot paper at the AGM	Passed with requisite majority
4	To appoint M/s. Pamita Doshi & Co., Chartered Accountants in place of M/s. Pradeep Singhi & Associates as a statutory Auditors of the Company and fix their remuneration	Ordinary	E-voting and the ballot paper at the AGM	Passed with requisite majority
5	To approve the remuneration of Cost Auditors for the financial year ending 31st March, 2019	Ordinary	E-voting and the ballot paper at the AGM	Passed with requisite majority
6	To approve the appointment of Mrs. Anita Pankaj Jain (DIN: 08010993) as a Women & Independent Director of the company.	Special	E-voting and the ballot paper at the AGM	Passed with requisite majority

C) RESOLUTIONS WISE DETAILS OF VOTING RESULTS ATTACHED

Item No.: 1

Adoption of the Audited Balance Sheet as at 31st March 2018, Statement of Profit and Loss account for the period ended on that date together with the report of Directors and Auditors thereon

Resolution required : **Ordinary Resolution**

Mode of Voting : **By Poll / E-Voting**

Result : **Passed with requisite majority**

The details of the voting on the above resolution are as under:

Sr. No.	Promoter /Public	Mode of voting	Total No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favor	No. of votes- in 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)
1	Promoter and Promoter Group	E-voting	10326678	10326678	100.00	10326678	-	100.00	-
		Poll*		-	-	-	-	-	-
		Total		**10326678**	**100.00**	**10326678**	-	**100.00**	-
2	Public Institutions	E-voting	-	-	-	-	-	-	-
		Poll*		-	-	-	-	-	-
		Total		-	-	-	-	-	-
3	Public Non-Institutions	E-voting	3668010	-	-	-	-	-	-
		Poll*		2340486	63.81	2340486	-	100.00	-
		Total		**2340486**	**63.81**	**2340486**	-	**100.00**	-
4	Total	E-voting	13994688	10326678	73.79	10326678	-	100.00	-
		Poll*		2340486	16.72	2340486	-	100.00	-
		Total		**12667164**	**90.51**	**12667164**	-	**100.00**	-

*Voting through ballot paper at the AGM

Item No.: 2

Declaration of Dividend on Equity share

Resolution required : Ordinary Resolution

Mode of Voting : By Poll / E-Voting

Result : Passed with requisite majority

The details of the voting on the above resolution are as under:

Sr. No.	Promoter /Public	Mode of voting	Total No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favor	No. of votes- in 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)
1	Promoter and Promoter Group	E-voting	10326678	10326678	100.00	10326678	-	100.00	-
		Poll*		-	-	-	-	-	-
		Total		**10326678**	**100.00**	**10326678**		**100.00**	
2	Public-Institutional holders	E-voting	-	-	-	-	-	-	-
		Poll*		-	-	-	-	-	-
		Total		-	-	-	-	-	-
3	Public-others	E-voting	3668010	-	-	-	-	-	-
		Poll*		2340486	63.81	2340486	-	100.00	-
		Total		**2340486**	**63.81**	**2340486**	-	**100.00**	-
4	Total	E-voting	13994688	10326678	73.79	10326678	-	100.00	-
		Poll*		2340486	16.72	2340486	-	100.00	-
		Total		**12667164**	**90.51**	**12667164**	-	**100.00**	-

*Voting through ballot paper at the AGM

Item No.: 3

Re-appointment of Mr. Deepak A. Dalmia, whole-time Director, retiring by rotation

Resolution required : Ordinary Resolution

Mode of Voting : By Poll / E-Voting

Result : Passed with requisite majority

The details of the voting on the above resolution are as under:

Sr. No.	Promoter /Public	Mode of voting	Total No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favor	No. of votes- in 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)
1	Promoter and Promoter Group	E-voting	10326678	10326678	100.00	10326678	-	100.00	-
		Poll*		-	-	-	-	-	-
		Total		**10326678**	**100.00**	**10326678**		100.00	
2	Public- Institutional holders	E-voting	-	-	-	-	-	-	-
		Poll*		-	-	-	-	-	-
		Total		-	-	-	-	-	-
3	Public-others	E-voting	3668010	-	-	-	-	-	-
		Poll*		2340486	63.81	2340486	-	100.00	-
		Total		**2340486**	**63.81**	**2340486**	-	100.00	-
4	Total	E-voting	13994688	10326678	73.79	10326678	-	100.00	-
		Poll*		2340486	16.72	2340486	-	100.00	-
		Total		**12667164**	**90.51**	**12667164**	-	100.00	-

*Voting through ballot paper at the AGM

Item No.: 4

To appoint M/s. Pamita Doshi & Co., Chartered Accountants in place of M/s. Pradeep Singhi & Associates as a statutory Auditors of the Company and fix their remuneration

Resolution required : Ordinary Resolution

Mode of Voting : By Poll / E-Voting

Result : Passed with requisite majority

The details of the voting on the above resolution are as under:

Sr. No.	Promoter /Public	Mode of voting	Total No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favor	No. of votes- in 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)
1	Promoter and Promoter Group	E-voting	10326678	10326678	100.00	10314678	12000	99.88	0.12
		Poll*		-	-	-	-	-	-
		Total		**10326678**	**100.00**	**10314678**	**12000**	**99.88**	**0.12**
2	Public-Institutional holders	E-voting	-	-	-	-	-	-	-
		Poll*		-	-	-	-	-	-
		Total		-	-	-	-	-	-
3	Public-others	E-voting	3668010	-	-	-	-	-	-
		Poll*		2340486	63.81	2340486	-	100.00	-
		Total		**2340486**	**63.81**	**2340486**	-	**100.00**	-
4	Total	E-voting	13994688	10326678	73.79	10314678	12000	99.88	0.12
		Poll*		2340486	16.72	2340486	-	100.00	-
		Total		**12667164**	**90.51**	**12655164**	**12000**	**99.91**	**0.09**

*Voting through ballot paper at the AGM

Item No.: 5

To approve the remuneration of Cost Auditors for the financial year ending 31st March, 2019

Resolution required : Ordinary Resolution

Mode of Voting : By Poll / E-Voting

Result : Passed with requisite majority

The details of the voting on the above resolution are as under:

Sr. No.	Promoter /Public	Mode of voting	Total No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favor	No. of votes- in 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)
1	Promoter and Promoter Group	E-voting	10326678	10326678	100.00	10326678	-	100.00	-
		Poll*		-	-	-	-	-	-
		Total		**10326678**	**100.00**	**10326678**		**100.00**	
2	Public-Institutional holders	E-voting	-	-	-	-	-	-	-
		Poll*		-	-	-	-	-	-
		Total		-	-	-	-	-	-
3	Public-others	E-voting	3668010	-	-	-	-	-	-
		Poll*		2340486	63.81	2340486	-	100.00	-
		Total		**2340486**	**63.81**	**2340486**	-	**100.00**	-
4	Total	E-voting	13994688	10326678	73.79	10326678	-	100.00	-
		Poll*		2340486	16.72	2340486	-	100.00	-
		Total		**12667164**	**90.51**	**12667164**	-	**100.00**	-

*Voting through ballot paper at the AGM

Item No.: 6

To approve the appointment of Mrs. Anita Pankaj Jain (DIN: 08010993) as a Women & Independent Director of the company

Resolution required : Special Resolution

Mode of Voting : By Poll / E-Voting

Result : Passed with requisite majority

The details of the voting on the above resolution are as under:

Sr. No.	Promoter /Public	Mode of voting	Total No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favor	No. of votes- in 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)
1	Promoter and Promoter Group	E-voting	10326678	10326678	100.00	10305678	21000	99.80	0.20
		Poll*		-	-	-	-	-	-
		Total		**10326678**	**100.00**	**10305678**	21000	99.80	0.20
2	Public-Institutional holders	E-voting	-	-	-	-	-	-	-
		Poll*		-	-	-	-	-	-
		Total		-	-	-	-	-	-
3	Public-others	E-voting	3668010	-	-	-	-	-	-
		Poll*		2340486	63.81	2340486	-	100.00	-
		Total		**2340486**	**63.81**	**2340486**	-	100.00	-
4	Total	E-voting	13994688	10326678	73.79	10305678	21000	99.80	0.20
		Poll*		2340486	16.72	2340486	-	100.00	-
		Total		**12667164**	**90.51**	**12646164**	21000	99.83	0.17

*Voting through ballot paper at the AGM

JAINAM N SHAH & CO.
Company Secretaries
Phone: +91 982 539 0282
Email: jainam.shah9091@gmail.com

To,
The Chairman,
08th Annual General Meeting of R & B DENIMS LIMITED
Block No. 467, Sachin Palsana Road,
Palsana, Surat - 394315

Sub: Consolidated Scrutinizer Report for Passing of Resolution through electronic AND poll conducted at the 08th AGM of R & B DENIMS Limited (the company) held on July 23, 2018

The Board of the company at its meeting held on May 28, 2018 had appointed me as scrutinizer for the E-voting held between July 20, 2018 at 09:00 A.M. to July 22, 2018 at 05:00 P.M. and the chairperson of the 08th Annual General Meeting (AGM) has appointed me as the Scrutinizer for the Poll held at the 08th AGM of the company on the July 23, 2018.

The Company had appointed National Securities Depository Limited (NSDL), as the service Provider, for extending the facility of electronic voting to the shareholders of the company from Friday July 20, 2018 at 09:00 A.M. to Sunday July 22, 2018 at 05:00 P.M. Bigshare Services Private Limited are the Registrar and Share Transfer Agent of the Company. The E-voting results were unblocked by me on July 23, 2018 in the presence of two witnesses. For further details kindly, refer my Scrutinizer's report dated July 25, 2018 attached herewith.

At the 08th AGM of the company held on July 23, 2018, the chairperson of the company had suo motto called for a Poll to facilitate the members present in the meeting who could not participate in the E-voting to record their votes through the Poll process. The Chairperson of the AGM had appointed me as the Scrutinizer for the same. For further details kindly, refer my Scrutinizers report in form MGT-13 dated July 25, 2018 attached herewith.



The Result of the E-voting together with that of the Poll is as under:

Number of Members who cast their votes through e-voting	Total number of shares held by them	Number of Members who cast their votes through Poll	Total number of shares held by them	Total number of valid votes (as per details provided under each one of the resolution mentioned hereunder)
19	10326678	7	2340486	Various as mentioned under each of the Resolution

Item no of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	% age	Nos.	% age	Nos.	% age
ORDINARY BUSINESS							
Item No. 1 of the Notice (As an Ordinary Resolution)	E-voting	10326678	100	-	-	-	-
	Poll	2340486	100	-	-	-	-
	Total	**12667164**	**100**	-	-	-	-
Item No. 2 of the Notice (As an Ordinary Resolution)	E-voting	10326678	100	-	-	-	-
	Poll	2340486	100	-	-	-	-
	Total	**12667164**	**100**	-	-	-	-
Item No. 3 of the Notice (As an Ordinary Resolution)	E-voting	10326678	100	-	-	-	-
	Poll	2340486	100	-	-	-	-
	Total	**12667164**	**100**	-	-	-	-
Item No. 4 of the Notice (As an Ordinary Resolution)	E-voting	10314678	99.88	12000	0.12	-	-
	Poll	2340486	100	-	-	-	-
	Total	**12655164**	**99.88**	**12000**	**0.12**	-	-
SPECIAL BUSINESS							
Item No. 5 of the Notice (As an Ordinary Resolution)	E-voting	10326678	100	-	-	-	-
	Poll	2340486	100	-	-	-	-
	Total	**12667164**	**100**	-	-		
Item No. 6 of the Notice (As an Special Resolution)	E-voting	10305678	99.79	21000	0.20		
	Poll	2340486	100	-	-		
	Total	**12646164**	**99.79**	**21000**	**0.20**		



All the Resolutions stands passed under E-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through E-voting and Poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking you,
Yours Faithfully,

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

JAINAM N SHAH & CO. SURAT COMPANY SECRETARY

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

Place: Surat
Date: 25/07/2018

R.R.B DENIMS (I) LTD.

Signed By Mr. Amitkumar A Dalmia
authorised by the Chairman of the meeting

JAINAM N SHAH & CO.
Company Secretaries
Phone: +91 982 539 0282
Email: jainam.shah9091@gmail.com

Scrutinizer's Report on E-voting carried out for R & B Denims Limited

To,
The Chairman,
R & B Denims Limited

08th Annual General Meeting of the Equity shareholders of R & B Denims Limited held on Monday, July 23, 2018 at 11:00 A.M. at Block No. 467, Sachin Palsana Road, Palsana, Surat – 394315

Sub: Passing of Resolution through electronic voting pursuant to section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 or any modification and enactment thereof.

I, Jainam Navinchandra Shah, Practicing Company Secretary, having office at 4-B, Siddhashilla Apartment, Nr. Jeevan Bharti School, Opp. Kansar Restaurant, Nanpura, Surat-395001, was appointed as Scrutinizer by the Board of Directors of R & B Denims Limited (The Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to section 108 of the companies act, 2013 read with Rule 20 & 21 of the companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 08th Annual General Meeting of the Equity shareholders of the company held on Monday, July 23, 2018 at 11:00 A.M. at Block No. 467, Sachin Palsana Road, Palsana, Surat- 394315, Gujarat, India, Submit my report as under:

The compliance with the provisions of the companies act, 2013 and the Rules made thereunder relating to voting by use of ballots by the shareholders on the resolution proposed in the notice of the 08th Annual General Meeting of the company is the responsibility of the Management. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer report of the total votes cast in favor or against if any, to the chairman on the resolution, based on the report generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and the votes cast through ballot paper.

JAINAM N SHAH & CO. ★ SURAT ★ COMPANY SECRETARY

Though the said company is exempted from the provisions of E-voting vide The Companies (Management and Administration) Amendment Rules, 2015 issued on March 19, 2015, the board of directors voluntarily opted for E-voting as this facility is more convenient for the shareholder of the company to vote and give their opinion regarding the businesses sought to be transacted in the 08th Annual General Meeting of the company and also it is a step to take Green Initiatives.

The Company has appointed National Securities Depository Limited (NSDL), as the Service Provider, for extending the facility of electronic voting to the shareholders for the company. The Bigshare Services Private Limited, are the Registrar and Share Transfer Agent for the Company. The Services Provider, had provided a system for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 08th Annual General Meeting (AGM) of the company, which was held at Monday, July 23, 2018 at 11:00 A.M. The Service Provider accordingly had setup e-voting facility on their website, https://evoting.nsdl.com. The company had uploaded all the items of the business to be transacted on the website of the company and also its Service Provider to facilities their shareholder to cast their votes through E-voting.

As on cut-off date for sending Annual Report, there were 128 shareholders of the company. The company had sent the Notices of the AGM by email dated June 29, 2018 to shareholders whose email id was made available with the depositories and for those holding in physical form to the extent it was made available with the RTA. In respect of 29 shareholders the Notices were sent through by courier.

The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014 or any modification and enactment thereof.

The cut-off date (record date) for the purpose of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was Monday, July 16, 2018. As prescribed in the aforesaid Rules, the E-voting facility was kept open for three days from **Friday July 20, 2018 at 09:00 A.M. to Sunday July 22, 2018 at 05:00 P.M.**

At the end of the voting period on Sunday July 22, 2018 at 05:00 P.M., the voting portal of the Services Provider was blocked forthwith. On **Monday July 23, 2018 at 18:21 P.M.** the votes cast through E-voting facility was duly unblocked by me as a scrutinizer in the presence of two witnesses who are not the employees of the company, as prescribed in sub Rule 4 (xii) of the said Rule 20.

As a Scrutinizer, the report of the E-voting carried out by the shareholders was duly complied, the details of which are as follows:

There are in all 19 shareholders holding 10326678 equity shares of the Company, who have participated in the E-voting process carried out by the Company.

JAINAM N SHAH & CO. SURAT COMPANY SECRETARY

The Result of the E-voting is as under:

(A) As an Ordinary Resolution – Item No. 1 passed with the requisite majority

Adoption of the Audited Balance Sheet as at 31st March 2018, Statement of Profit and Loss account for the period ended on that date together with the report of Directors and Auditors thereon

VOTED IN FAVOR OF THE RESOLUTION		
Number of members voted through electronic voting system	Number of votes in favour of resolution	% of total number of valid votes cast
19	**10326678**	**100**
VOTED AGAINST THE RESOLUTION		
Number of members voted through electronic voting system	Number of votes in against of resolution	% of total number of valid votes cast
-	-	-
INVALID VOTES		
Total number of members whose votes were declared invalid	Total number of votes cast by them	
-	-	

(B) As an Ordinary Resolution – Item No. 2 passed with the requisite majority

Declaration of Dividend on Equity shares

VOTED IN FAVOR OF THE RESOLUTION		
Number of members voted through electronic voting system	Number of votes in favour of resolution	% of total number of valid votes cast
19	**10326678**	**100**
VOTED AGAINST THE RESOLUTION		
Number of members voted through electronic voting system	Number of votes in against of resolution	% of total number of valid votes cast
-	-	-
INVALID VOTES		
Total number of members whose votes were declared invalid	Total number of votes cast by them	
-	-	



(C) As an Ordinary Resolution – Item No. 3 passed with the requisite majority

Re-appointment of Mr. Deepak A. Dalmia, whole-time Director, retiring by rotation

VOTED IN FAVOR OF THE RESOLUTION		
Number of members voted through electronic voting system	Number of votes in favour of resolution	% of total number of valid votes cast
19	**10326678**	**100.00**
VOTED AGAINST THE RESOLUTION		
Number of members voted through electronic voting system	Number of votes in against of resolution	% of total number of valid votes cast
-	-	-
INVALID VOTES		
Total number of members whose votes were declared invalid	Total number of votes cast by them	
-	-	

(D) As an Ordinary Resolution – Item No. 4 passed with the requisite majority

To appoint M/s. Pamita Doshi & Co., Chartered Accountants in place of M/s. Pradeep Singhi & Associates as a statutory Auditors of the Company and fix their remuneration

VOTED IN FAVOR OF THE RESOLUTION		
Number of members voted through electronic voting system	Number of votes in favour of resolution	% of total number of valid votes cast
17	**10314678**	**99.88**
VOTED AGAINST THE RESOLUTION		
Number of members voted through electronic voting system	Number of votes in against of resolution	% of total number of valid votes cast
2	**12000**	**0.12**
INVALID VOTES		
Total number of members whose votes were declared invalid	Total number of votes cast by them	
-	-	

JAINAM N SHAH & CO. ★ COMPANY SECRETARY ★ GUJRAT

(E) As an Ordinary Resolution – Item No. 5 passed with the requisite majority

To approve the remuneration of Cost Auditors for the financial year ending 31st March, 2019

VOTED IN FAVOR OF THE RESOLUTION		
Number of members voted through electronic voting system	Number of votes in favour of resolution	% of total number of valid votes cast
19	**10326678**	**100**
VOTED AGAINST THE RESOLUTION		
Number of members voted through electronic voting system	Number of votes in against of resolution	% of total number of valid votes cast
-	-	-
INVALID VOTES		
Total number of members whose votes were declared invalid	Total number of votes cast by them	
-	-	

(F) As an Special Resolution – Item No. 6 passed with the requisite majority

To approve the appointment of Mrs. Anita Pankaj Jain (DIN: 08010993) as a Women & Independent Director of the company.

VOTED IN FAVOR OF THE RESOLUTION		
Number of members voted through electronic voting system	Number of votes in favour of resolution	% of total number of valid votes cast
17	**10305678**	**99.80**
VOTED AGAINST THE RESOLUTION		
Number of members voted through electronic voting system	Number of votes in against of resolution	% of total number of valid votes cast
2	**21000**	**0.20**
INVALID VOTES		
Total number of members whose votes were declared invalid	Total number of votes cast by them	
-	-	

JAINAM N SHAH & CO. GUJARAT COMPANY SECRETARY

All the Resolutions stands passed under E-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through E-voting and Poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking you,
Yours Faithfully,

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

JAINAM N SHAH & CO. SURAT COMPANY SECRETARY

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

Place: Surat
Date: 25/07/2018

R & B DENIMS LIMITED

Signed By Mr. Amitkumar A Dalmia
authorised by the Chairman of the meeting

JAINAM N SHAH & CO.
Company Secretaries
Phone: +91 982 539 0282
Email: jainam.shah9091@gmail.com

FORM No. MGT-13

SCRUTINIZER'S REPORT

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
R & B Denims Limited

08th Annual General Meeting of the Equity shareholders of R & B Denims Limited held on Monday, July 23, 2018 at 11:00 A.M. at Block No. 467, Sachin Palsana Road, Palsana, Surat – 394315

Dear Sir,

I, Shah Jainam Navinchandra Proprietor of M/s Jainam N Shah & Co., Practicing Company Secretaries of Surat, appointed as Scrutinizer(s) for the purpose of the poll conducted for the below mentioned resolution, at the 08th Annual General Meeting of the Equity shareholders of R & B Denims Limited (the Company), held on Monday, July 23, 2018 at 11:00 A.M. at Block No. 467, Sachin Palsana Road, Palsana, Surat – 394315, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification mark placed by me.

2. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations /proxies lodged with the company.

3. The results of the poll are as under:

JAINAM N SHAH & CO. SURAT COMPANY SECRETARY

The Results of the poll are as under:

(A) As an Ordinary Resolution – Item No. 1 passed with the requisite majority

Adoption of the Audited Balance Sheet as at 31st March 2018, Statement of Profit and Loss account for the period ended on that date together with the report of Directors and Auditors thereon

VOTED IN FAVOR OF THE RESOLUTION		
Number of members Present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	**2340486**	**100.00**
VOTED AGAINST THE RESOLUTION		
Number of members Present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-
INVALID VOTES		
Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
-	-	

(B) As an Ordinary Resolution – Item No. 2 passed with the requisite majority

Declaration of Dividend on Equity shares

VOTED IN FAVOR OF THE RESOLUTION		
Number of members Present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	**2340486**	**100.00**
VOTED AGAINST THE RESOLUTION		
Number of members Present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-
INVALID VOTES		
Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
-	-	



(C) As an Ordinary Resolution – Item No. 3 passed with the requisite majority

Re-appointment of Mr. Deepak A. Dalmia, whole-time Director, retiring by rotation

VOTED IN FAVOR OF THE RESOLUTION		
Number of members Present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	**2340486**	**100.00**
VOTED AGAINST THE RESOLUTION		
Number of members Present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-
INVALID VOTES		
Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
-	-	

(D) As an Ordinary Resolution – Item No. 4 passed with the requisite majority

To appoint M/s. Pamita Doshi & Co., Chartered Accountants in place of M/s. Pradeep Singhi & Associates as a statutory Auditors of the Company and fix their remuneration

VOTED IN FAVOR OF THE RESOLUTION		
Number of members Present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	**2340486**	**100.00**
VOTED AGAINST THE RESOLUTION		
Number of members Present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-
INVALID VOTES		
Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
-	-	

JANAM N SHAH & CO. ★ COMPANY SECRETARY ★ SURAT

(E) As an Ordinary Resolution – Item No. 5 passed with the requisite majority

To approve the remuneration of Cost Auditors for the financial year ending 31st March, 2019

VOTED IN FAVOR OF THE RESOLUTION		
Number of members Present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	**2340486**	**100.00**
VOTED AGAINST THE RESOLUTION		
Number of members Present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-
INVALID VOTES		
Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
-	-	

(F) As an Special Resolution – Item No. 6 passed with the requisite majority

To approve the appointment of Mrs. Anita Pankaj Jain (DIN: 08010993) as a Women & Independent Director of the company.

VOTED IN FAVOR OF THE RESOLUTION		
Number of members Present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	**2340486**	**100.00**
VOTED AGAINST THE RESOLUTION		
Number of members Present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-
INVALID VOTES		
Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
-	-	



4. A Compact Disc (CD) containing the list of Equity Share Holders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is hand over to the Chairman of the company or such other person as authorized by him in due course.

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,
Yours Faithfully,

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

JAINAM N SHAH & CO. ★ SURAT ★ COMPANY SECRETARY

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

Place: Surat
Date: 25/07/2018

Common witness for E-voting and Poll Results:

Witness 1 Mr. Hardik Gangadwala Hardik S. Gangadwala

Witness 2 Mr. Darshan Aariwala

Signed By Mr. Amitkumar A Dalmia
authorised by the Chairman of the meeting