July 23, 2018

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

**Script Code: (538119)**

**Sub: Outcome of 08th Annual General Meeting**

Dear Sir/ Madam,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose gist of proceedings of the 08th Annual General Meeting held on Monday, July 23, 2018.

Thanking you,

Yours faithfully,

**For, R & B Denims Limited**

Rajkumar Borana,
(Managing Director)
DIN: 01091166

July 23, 2018

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

**Script Code: (538119)**

**Sub: Outcome of 08th Annual General Meeting of our company held on 23rd July, 2018 at the Block No. 467 Sachin Palsana Road, Palsana Surat, Gujarat-394315 under regulation 30(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

Dear Sir/Madam,

In compliance with the provisions of the Listing Agreement with you, we wish to state that 08th Annual General Meeting of the members of the company was held on 23rd July, 2018 at the Block No. 467 Sachin Palsana Road, Palsana Surat, Gujarat-394315 at 11:00 A.M. IST and was concluded on July 23, 2018 at 04:30 P.M. IST. The Gist of the Proceedings of the said meeting is given hereunder:

1. All Directors were present in the meeting.

2. Shri Rajkumar Mangilal Borana chaired the meeting.

3. The Chairman extended warm greetings to the shareholders and declared that the requisite quorum for the meeting was present as per Section 103 of the Companies Act, 2013. The Chairman shared with the member the operational performance of the company during financial year 2017-18.

4. Thereafter, with the permission of the shareholders present, the Notice convening the meeting and the annual accounts & director's report for the financial year 2017-18 was taken as read. There being no qualification, observation or comments on financial transaction or matters which have any adverse effect on the functioning of the Company, mentioned in the Auditors Report, the Auditors' Report was also taken as read.

5. The Chairman informed the members that in accordance with the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has extended e-voting facility to the member of the company in respect of the business to be


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transacted at the Annual General Meeting. The procedure and instruction to the members for e-voting were set out in the Notice to the meeting which is also separately circulated to the members and displayed on the website of the Company. The e-voting commenced at 9:00 a.m. on 20th July, 2018 and ended at 5:00 p.m. on 22nd July, 2018. Mr. Shah Jainam Navinchandra, Practicing Company Secretary (Membership No. 35397) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

6. The Chairman informed the member that the company has arranged for a poll on all the Six (06) resolution contained in the Notice to be passed at the meeting. The Chairman further mentioned that in the view of provision of the section 107 of the Companies Act, 2013 voting by show of hands is not allowed in cases where e-voting is applicable. He further mentioned that the resolution on which the poll as to be taken are mentioned below:

A. **Ordinary Business:**

i. 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;
ii. Declaration of Dividend on Equity shares;
iii. Re-appointment of Mr. Deepak A. Dalmia, whole-time Director, retiring by rotation;
iv. 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. M/s. Pradeep Singhi & Associates indicated their ineligibility due to the provision of section 139(2) of the Companies Act 2013.

B. **Special Business:**

v. To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2019.
vi. To approve the appointment of Mrs. Anita Pankaj Jain (DIN: 08010993) as a Women & Independent Director of the company.

7. The Chairman thereafter invited queries from the members on the accounts and working of the company and on the resolution contained in the Notice of the meeting, several member addressed the meeting and raised queries on the company's accounts and business, which were duly replied by the Chairman, thereafter, the Chairman ordered for the poll to be taken at the meeting and requested Scrutinizers to carry out the same in an orderly and transparent manner.

8. After completion of the poll, the Chairman announced that the combined result of the e-voting and the poll will be announced within 48 hours from the conclusion of the Annual General Meeting. The voting result will be submitted to BSE Limited and also uploaded on the website of the Company.

Thereafter, the meeting was concluded with vote of thanks to the chair.

Thanking You,
Yours Sincerely,

For, **R & B Denims Limited**

Rajkumar Borana
(Managing Director)
DIN: 01091166