Date: March 25, 2019

To,

Head - Listing Operations,
BSE Limited,
P.J. Towers, Dalal Street, Fort,
Mumbai – 400 001

Script Code – 538119 **Trading Symbol: "RNBDENIMS"**

Dear Sir,

Sub: Scrutinizer's report on result of postal ballot on the resolution contained in the notice dated 14th February, 2019.

With reference to the captioned subject, please find enclosed herewith Scrutinizer's report in connection with the resolution contained in the notice dated 14/02/2019 passed through postal ballot/E-Voting started from 22nd February, 2019 (09:00 AM) to 23rd March, 2019 (05:00 PM).

Please note that the resolution have been passed with requisite majority.

This is for your information and records.

Thanking you,

Yours faithfully,

For, R & B Denims Limited

R&B DENIMS LIMITED

Mr. Rajkumar Mangilal Borana
Managing Director
DIN: 01091166

Date: 25/03/2019
Place: Surat

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

REPORT OF SCRUTINIZER ON E-VOTING AND POSTAL BALLOT PROCESS

Pursuant to section 108 and 110 of Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014

To,
The Board of Directors
M/s. R & B Denims Limited
Block No. 467 Sachin Palsana Road,
Palsana, Surat-394315

Script Code – 538119 Trading Symbol: **"RNBDENIMS"**

Dear Sir,

Subject: Scrutinizer's Report on E- Voting and Postal Ballot Process Conducted Pursuant to the Provisions of Section 108 and 110 of the Companies Act, 2013 ("The Act") read with Rule 20 & 22 of the Companies (Management And Administration) Rules, 2014

The Board of Directors of M/s. R & B Denims Limited has passed a resolution for migration from SME Platform of BSE Limited to Main Board of BSE Limited on 14th February, 2019 and also decided to provide to the members of the company, the facility to exercise their voting rights on the resolution for migration pursuant to the Provisions of Section 108 and 110 of the Companies Act, 2013 ("The Act") read with Rule 20 & 22 of the Companies (Management And Administration) Rules, 2014.

I, Jainam N Shah, proprietor of M/s. Jainam N Shah & Co., Company Secretaries, Surat, has been appointed as a scrutinizer by the Board of Directors of the Company vide resolution passed on 14th February, 2019 as required under section 108 and 110 of the Companies Act, 2013 ("The Act") read with Rule 20 & 22 of the Companies (Management And Administration) Rules, 2014 for the purpose of scrutinizing the e-voting process and Postal Ballot process in a fair and transparent manner and ascertaining the requisite majority for passing of resolution as aforesaid.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and Postal Ballot on the resolution mentioned above. My responsibility as a Scrutinizer is restricted to ensure that the e-voting process and Postal Ballot process is conducted in a fair and transparent manner and make the Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the postal ballots received by the Company & reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

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The notice dated 14th February, 2019 was sent to the shareholders of the Company along with Explanatory statement setting out material facts under Section 102 of the Companies Act, 2013.

The members of the Company holding shares on the cut-off date i.e. 15th February, 2019 were entitled to vote on the resolution proposed and as set out in the Postal Ballot Notice.

In this regard, I submit my report as under:

1. The e-voting period remained open from Friday, 22nd February 2019 (9:00 AM) to Saturday, 23rd March, 2019 (5:00 PM).

2. At the end of the e-voting period. I have unblocked the electronic votes in the presence of two witnesses not in the employment of the company.

3. The details containing list of the shareholders who voted for or against the resolution that was put to vote were downloaded from the e-voting website of NDSL https://www.evoting.nsdl.com/ .

4. I have scrutinized the votes casted through electronic means and through postal ballot process for the purpose of this report.

5. The company dispatched postal ballot forms alongwith postage prepaid business reply envelope to its members whose names appeared on the Register of Members/List of beneficiaries as on 15th February, 2019 and whose email ids were not registered for e-voting.

6. All the voting were received by way of e-voting process only, as no Envelopes containing postal ballot forms were received till and after 23rd March, 2019 and hence, there were no postal ballot forms for conducting the scrutiny. Till the date of my report, I have not received any envelope after the close of working hours on Saturday, 23rd March, 2019.

7. The results were unblocked on 23rd March, 2019 at 5.30 PM from the website of NDSL https://www.evoting.nsdl.com/ in my presence and scrutinized and the shareholding was matched /confirmed with the Register of Members of the company/list of beneficiaries as on 15th February, 2019 being the cut-off date for dispatch of postal ballot notice.

8. The particulars of all the votes casted through e-voting process have been recorded in a register separately maintained for the purpose.

9. A summary of the E-voting and Postal Ballot Process is given below:

Sr. No.	Particulars	No. Of Postal Ballot Forms	No. Of Shares	% to the total shares Representing Valid Votes
(a)	1. Total Postal Ballot forms received	-	-	-
	2. Total E-Voting Options received	21	11054678	100
	Total (1+2)	**21**	**11054678**	**100**
(b)	Less: Invalid Postal Ballot Forms. (not voted for/ against the resolution)	-	-	-
(c)	1. Net Valid Postal Ballot Forms (As per Register)	-	-	
	2. Net E-voting Options	21	11054678	100

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	Total (1+2)	**21**	**11054678**	**100**
(d)	1. Postal Ballot form with assent for the Resolution	-	-	-
	1. E-voting options with assent of the resolution	20	11048678	99.95
	Total (1+2)	**20**	**11048678**	**99.95**
(e)	1.Postal Ballot form with dissent for the resolution	-	-	-
	2. E-voting options with dissent of the resolution	1	6000	0.05
	Total (1+2)	**1**	**6000**	**0.05**

Item No.: 1

Migration of the Company from SME Platform of BSE Limited to Main Board of BSE Limited

Resolution required : **Special Resolution**

Mode of Voting : **Postal Ballot / 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	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)
1	Promoter and Promoter Group	E-voting	10326678	10326678	100.00	10320678	6000	99.94	0.06
		Poll		-	-	-	-	-	-
		Postal Ballot (if applicable)		-	-	-	-	-	-
		Total		**10326678**	**100.00**	**10320678**	**6000**	**99.94**	**0.06**
2	Public-Institutional holders	E-voting	-	-	-	-	-	-	-
		Poll		-	-	-	-	-	-
		Postal Ballot (if applicable)		-	-	-	-	-	-
		Total		-	-	-	-	-	-
3	Public-others	E-voting	3668010	728000	19.85	728000	-	100	-
		Poll		-	-	-	-	-	-
		Postal Ballot (if applicable)		-	-	-	-	-	-
		Total		**728000**	**19.85**	**728000**	-	**100**	-
	Total	**Total**	**13994688**	**11054678**	**78.99**	**11048678**	**6000**	**99.95**	**0.05**

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10. Register of Postal Ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballots (physical) will remain in our custody until the Chairman considers, approves and sign's the minutes of the postal ballot and the same shall be handed over thereafter to the Chairman for safe keeping.

11. Result: The resolution have secured requisite majority of votes, the aforesaid resolution may be considered to have been passed. The Managing Director/Company Secretary may accordingly declare the result of voting.

Thanking You,

Yours faithfully,

Place: Surat
Date: 25/03/2019

JAINAM N SHAH & CO.
Company Secretaries

(Shah Jainam Navinchandra)
Scrutinizer appointed for the e-voting
and postal ballot process by the Board of Directors
M. No.: 35397
C P No. 13108

Common witness for E-voting and Poll Results:

Witness 1 Mr. Viral Patel

Witness 2 Ms. Krupali Patel

Signed by Mr. Rajkumar Borana
Chairperson of the Meeting