SCRUTINIZER REPORT

For the 6th AGM held on July 11, 2016

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

18/19, Deepmangal Soc., Opp. T & T V High School,
Nr. Jain Deraser, Athwagate, Surat-395001

July 13, 2016

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 6th 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 6th Annual General Meeting (AGM) of the Company held on Monday, July 11, 2016 at 11:00 a.m. at Block No. 467 Sachin Palsana Road, Palsana Surat, Gujarat-394315 and concluded at 04:15 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**

Rajkumar Borana
(Managing Director)
DIN: 01091166

Encl: As above

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 11, 2016
2	**Total number of shareholders as on record date**	As of Cut-off date i.e. July 04, 2016- 100
3	**No. of Shareholders present in the meeting either in person or through proxy:** Promoters and Promoters Group: Public:	 12 3
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 2016, 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. Amitkumar A. Dalmia, whole-time Director, retiring by rotation	Ordinary	E-voting and the ballot paper at the AGM	Passed with requisite majority
4	To appointment of M/s Pradeep Singhi & Associates, Chartered Accountants as a statutory auditors 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, 2017	Ordinary	E-voting and the ballot paper at the AGM	Passed with requisite majority

C) RESOLUTIONSWISE DETAILS OF VOTING RESULTS ATTACHED

Item No.: 1

Adoption of the Audited Balance Sheet as at 31st March 2016, 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	10356678	10356678	100.00	10356678	-	100.00	-
		Poll*	10356678	-	-	-	-	-	-
		Total	**10356678**	**10356678**	**100.00**	**10356678**		**100.00**	
2	Public- Institutional holders	E-voting	660000	-	-	-	-	-	-
		Poll*	660000	-	-	-	-	-	-
		Total	**660000**	-	-	-	-	-	-
3	Public-others	E-voting	2978010	978000	32.84	978000	-	100.00	-
		Poll*	2978010	10	0.000	10	-	100.00	-
		Total	**2978010**	**978010**	**32.84**	**978010**	-	**100.00**	-
4	Total	E-voting	13994688	11334678	80.99	11334678	-	100.00	-
		Poll*	13994688	10	0.000	10	-	100.00	-
		Total	**13994688**	**11334688**	**80.99**	**11334688**	-	**100.00**	-

*Voting through ballot paper at the AGM

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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	10356678	10356678	100.00	10356678	-	100.00	-
		Poll*	10356678	-	-	-	-	-	-
		Total	**10356678**	**10356678**	**100.00**	**10356678**		**100.00**	
2	Public-Institutional holders	E-voting	660000	-	-	-	-	-	-
		Poll*	660000	-	-	-	-	-	-
		Total	**660000**	-	-	-	-	-	-
3	Public-others	E-voting	2978010	978000	32.84	978000	-	100.00	-
		Poll*	2978010	10	0.000		10	-	100.00
		Total	**2978010**	**978010**	**32.84**	**978000**	**10**	**99.999**	**0.001**
4	Total	E-voting	13994688	11334678	80.99	11334678	-	100.00	-
		Poll*	13994688	10	0.000	-	10	-	100.00
		Total	**13994688**	**11334688**	**80.99**	**11334678**	**10**	**100.00**	**0.000**

*Voting through ballot paper at the AGM

R&B DENIMS LIMITED

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Item No.: 3

Re-appointment of Mr. Amitkumar 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	10356678	10356678	100.00	10356678	-	100.00	-
		Poll*	10356678	-	-	-	-	-	-
		Total	**10356678**	**10356678**	**100.00**	**10356678**		**100.00**	
2	Public- Institutional holders	E-voting	660000	-	-	-	-	-	-
		Poll*	660000	-	-	-	-	-	-
		Total	**660000**	-	-	-	-	-	-
3	Public-others	E-voting	2978010	978000	32.84	978000	-	100.00	-
		Poll*	2978010	10	0.000	10	-	100.00	-
		Total	**2978010**	**978010**	**32.84**	**978010**	-	**100.00**	-
4	Total	E-voting	13994688	11334678	80.99	11334678	-	100.00	-
		Poll*	13994688	10	0.000	10	-	100.00	-
		Total	**13994688**	**11334688**	**80.99**	**11334688**	-	**100.00**	-

*Voting through ballot paper at the AGM

R&B DENIMS LIMITED

Item No.: 4

To appointment of M/s Pradeep Singhi & Associates, Chartered Accountants as a statutory auditors 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	10356678	10356678	100.00	10356678	-	100.00	-
		Poll*	10356678	-	-	-	-	-	-
		Total	**10356678**	**10356678**	**100.00**	**10356678**		**100.00**	
2	Public- Institutional holders	E-voting	660000	-	-	-	-	-	-
		Poll*	660000	-	-	-	-	-	-
		Total	**660000**	-	-	-	-	-	-
3	Public-others	E-voting	2978010	978000	32.84	978000	-	100.00	-
		Poll*	2978010	10	0.000	10	-	100.00	-
		Total	**2978010**	**978010**	**32.84**	**978010**	-	**100.00**	-
4	Total	E-voting	13994688	11334678	80.99	11334678	-	100.00	-
		Poll*	13994688	10	0.000	10	-	100.00	-
		Total	**13994688**	**11334688**	**80.99**	**11334688**	-	**100.00**	-

*Voting through ballot paper at the AGM

Item No.: 5

To approve the remuneration of Cost Auditors for the financial year ending 31st March, 2017

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	10356678	10356678	100.00	10356678	-	100.00	-
		Poll*	10356678	-	-	-	-	-	-
		Total	**10356678**	**10356678**	**100.00**	**10356678**		**100.00**	
2	Public- Institutional holders	E-voting	660000	-	-	-	-	-	-
		Poll*	660000	-	-	-	-	-	-
		Total	**660000**	-	-	-	-	-	-
3	Public-others	E-voting	2978010	978000	32.84	978000	-	100.00	-
		Poll*	2978010	10	0.000	-	10	-	100.00
		Total	**2978010**	**978010**	**32.84**	**978000**	**10**	**99.999**	**0.001**
4	Total	E-voting	13994688	11334678	80.99	11334678	-	100.00	-
		Poll*	13994688	10	0.000	-	10	-	100.00
		Total	**13994688**	**11334688**	**80.99**	**11334678**	**10**	**100.00**	**0.000**

*Voting through ballot paper at the AGM

R&B DENIMS LIMITED

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

To,
The Chairman,
06th 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 06th AGM of R & B DENIMS Limited (the company) held on July 11, 2016

The Board of the company at its meeting held on May 20, 2016 had appointed me as scrutinizer for the E-voting held between July 08, 2016 at 09.00 A.M. to July 10, 2016 at 05.00 P.M. and the chairperson of the 06th Annual General Meeting (AGM) has appointed me as the Scrutinizer for the Poll held at the 06th AGM of the company on the July 11, 2016.

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 08, 2016 at 09.00 A.M. to Sunday July 10, 2016 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 12, 2016 in the presence of two witnesses. For further details kindly, refer my Scrutinizer's report dated July 13, 2016 attached herewith.

At the 06th AGM of the company held on July 11, 2016, 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 13, 2016 attached herewith.

JAINAM N SHAH & CO. SURAT COMPANY SECRETARY

18/19, Deepmangal Soc., Opp. T & T V High School, Nr. Jain Deraser, Athwagate, Surat-395001

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)
22	11334678	1	10	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	11334678	100	-	-	-	-
	Poll	10	100	-	-	-	-
	Total	**11334688**	**100**	-	-	-	-
Item No. 2 of the Notice (As an Ordinary Resolution)	E-voting	11334678	100	-	-	-	-
	Poll	-	-	10	100	-	-
	Total	**11334678**	**100**	**10**	**0.00**	-	-
Item No. 3 of the Notice (As an Ordinary Resolution)	E-voting	11334678	100	-	-	-	-
	Poll	10	100	-	-	-	-
	Total	**11334688**	**100**	-	-	-	-
Item No. 4 of the Notice (As an Ordinary Resolution)	E-voting	11334678	100	-	-	-	-
	Poll	10	100	-	-	-	-
	Total	**11334688**	**100**	-	-	-	-
SPECIAL BUSINESS							
Item No. 5 of the Notice (As an Ordinary Resolution)	E-voting	11334678	100	-	-	-	-
	Poll	-	-	10	100	-	-
	Total	**11334678**	**100**	**10**	**0.00**	-	-

JAINAM N SHAH & CO. SURAT COMPANY SECRETARY

	Total	**11334678**	**100**	**10**	**0.00**	-	-

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: 13/07/2016

R&B DENIMS LIMITED

Signed By Mr. Rajkumar Borana
Chairperson of the Meeting

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

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

To,
The Chairman,
R & B Denims Limited

06th Annual General Meeting of the Equity shareholders of R & B Denims Limited held on Monday, July 11, 2016 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.

Pursuant to the Resolution passed by the Board of R & B Denims Limited (hereinafter referred to as the "Company") on May 20, 2016 I have been appointed as the scrutinizer for the e-voting process as mentioned under clause (ix) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 or any modification and enactment thereof.

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 06th 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 06th Annual General Meeting (AGM) of the company, which was held at Monday, July 11, 2016 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.

JAINAM N SHAH & CO. ★ COMPANY SECRETARY ★ SURAT

As on cut-off date, there were 100 shareholders of the company. The company had sent the Notices of the AGM by email dated June 20, 2016 and revised Notices of the AGM by email dated June 28, 2016 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 18 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 04, 2016. As prescribed in the aforesaid Rules, the E-voting facility was kept open for three days from **Friday July 08, 2016 at 09.00 A.M. to Sunday July 10, 2016 at 05.00 P.M.**

At the end of the voting period on Sunday July 10, 2016 at 05.00 P.M., the voting portal of the Services Provider was blocked forthwith. On **Monday July 12, 2016 at 05.15 P.M.** the votes cast through E-voting facility was duly unblocked by me as a scrutinizer in the presence of Miss. Shruti Mittal and Miss. Khushboo Jhawar who acted as the witnesses, 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 22 shareholders holding 11334678 equity shares of the Company, who have participated in the E-voting process carried out by the Company.



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 2016, 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
22	**11334678**	**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
22	**11334678**	**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. Amitkumar 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
22	**11334678**	**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	
-	-	

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

To appointment of M/s Pradeep Singhi & Associates, Chartered Accountants as a statutory auditors 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
22	**11334678**	**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	
-	-	

JAINAM N SHAH & CO. SURAT COMPANY SECRETARY

(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, 2017

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
22	**11334678**	**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	
-	-	

All the Resolutions stands passed under E-voting 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 by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the company or such other person as authorized by him in due course as prescribed in the said Rules.

Thanking you,
Yours Faithfully,

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

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

JAINAM N SHAH & CO. * SURAT * COMPANY SECRETARY

R&B DENIMS LIMITED

Signed By Mr. Rajkumar Borana
Chairperson of the Meeting

Place: Surat

Date: 13/07/2016

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

06th Annual General Meeting of the Equity shareholders of R & B Denims Limited held on Monday, July 11, 2016 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 06th Annual General Meeting of the Equity shareholders of R & B Denims Limited (the Company), held on Monday, July 11, 2016 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

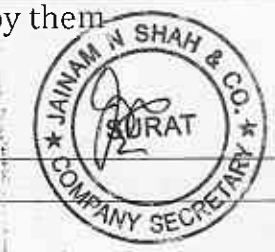
Adoption of the Audited Balance Sheet as at 31st March 2016, Statement of Profit and Loss account for the period ended on that date together with the report of Directors and Auditors thereon

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
1	**10**	**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
-	-	-
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
1	**10**	**100.00**
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. Amitkumar 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
1	**10**	**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 appointment of M/s Pradeep Singhi & Associates, Chartered Accountants as a statutory auditors 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
1	**10**	**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	
-	-	

JAINAM N SHAH & CO. * SURAT * COMPANY SECRETARY

(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, 2017

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
-	-	-
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
1	**10**	**100.00**
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)



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

Place: Surat
Date: 13/07/2016

Place: Surat
Date: 13/07/2016

Common witness for E-voting and Poll Results:

Witness 1	Ms. Shruti Mittal	
Witness 2	Ms. Khushboo Jhawar	

R&B DENIMS LIMITED

Signed by Mr. Rajkumar Borana
Chairperson of the Meeting