23rd December, 2019

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

Sub – Proceedings of the Extra Ordinary General Meeting of the Company held on 23/12/2019.
Scrip Code – 538119

Respected Sir/ Madam,

Pursuant to Regulation 30 of SEBl (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith proceedings of an Extra-Ordinary General Meeting of the Company held on 23rd December, 2019.

Kindly take the same on record.

Yours faithfully,

For, R & B Denims Limited

R&B DENIMS LIMITED

Amit Dalmia
(Whole-Time Director)
DIN: 00034642

Encl: a/a

PROCEEDINGS OF AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF R & B DENIMS LIMITED HELD ON MONDAY, THE 23RD DECEMBER, 2019 AT REGISTERED OFFICE OF THE COMPANY SITUATED AT BLOCK NO. 467, SACHIN PALSANA ROAD, PALSANA, SURAT-394315, GUJARAT AT 11:00 A.M.

PRESENT:

DIRECTORS:

1. Amit Dalmia - (Whole-time Director)

2. Deepak Dalmia - (Whole-time Director)

3. Rajkumar Mangilal Borana - (Managing Director)

4. Dharmesh Prafulchandra Mehta - (Independent Director-Chairman Audit Committee)

5. Manak Lal Tiwari - (Independent Director-Member Audit Committee)

IN ATTENDANCE:

6. Ms. Jyoti Arun Agarwal- Company Secretary

7. Mr. Parkin Khushmanbhai Jariwala- Chief Financial Officer

INVITEE:

8. M/s Pradeep K. Singhi & Associates – Statutory Auditor

Total 23 Members were present in person representing 10081791 (72.04%) Equity Shares including 2 (Two) Corporate Member representing 1875000 (13.40%) Equity Shares of the Company. The Company has not received any proxy.

Mr. Rajkumar Mangilal Borana, Chairman & Managing Director of the Company chaired the meeting.

After ascertaining that the requisite quorum for the Meeting was present, the Chairman called the Meeting to order. Then, the Chairman introduced the Board members and Invitee's present on the dais.

The Chairman informed the Members that the requisite documents were kept open for inspection by any person attending the Meeting. Thereafter, he took up the formal agenda as per the Notice of the EGM and with the permission of the Members present, the Notice convening the meeting was taken as read.

The Chairman welcomed the Members present and informed the requirement to convene EGM.

The Chairman informed that the Company had provided remote e-voting facility to its members to cast their votes electronically from the place other than this EGM venue. The Company had engaged the services of National Securities Depository Limited (NSDL) to provide remote e—voting facilities. The remote e-voting period commenced on 20th December, 2019 (9:00 am) and ended on 22nd December, 2019 (5:00 pm).

As advised by the Chairman, Ms. Jyoti Agarwal explained the voting process to be taken at the EGM venue. She further informed the members that the Company had arranged voting facility by way of Ballot Papers on all the Resolutions as set out in the EGM Notice for the Members present and who had not cast their vote earlier through remote e-voting.

She further informed that the Company has appointed Mr. Jainam Shah, Company Secretary in Practice Surat as a Scrutinizer for remote e-voting process and for conducting the poll process throughout the Meeting in a fair and transparent manner.

On invitation of the Chairman, Members raised certain queries which were replied by the Chairman suitably.

The following item of business, as per the notice of an EGM, was then put to vote through Ballot Paper by only those Shareholders who have not cast their vote earlier through e-voting.

SPECIAL BUSINESS:

1. APPOINTMENT OF M/S. PRADEEP K. SINGHI & ASSOCIATES, CHARTERED ACCOUNTANTS (ICAI REGISTRATION NO. 126027W), AS STATUTORY AUDITORS TO FILL THE CASUAL VACANCY CAUSED BY RESIGNATION OF MS PAMITA DOSHI & CO., AND ALSO FIX THEIR REMUNERATION.

The Scrutinizer examined the Ballot Box kept at the meeting place & members noted that the box was empty and thereafter box was locked & sealed.

The team members of the Scrutinizer distributed the Ballot papers to the Shareholders present in the meeting to cast their votes by putting the same in Ballot box.

Sufficient time was provided to the Members to vote and after ensuring that all members had cast their vote, the Scrutinizer took custody of the Ballot Box to scrutinize the Ballot papers and to submit a report thereon.

The Chairman informed the Members that the voting results will be declared based on consolidated Scrutinizer's report (remote e—voting and poll conducted through ballot papers) and be placed on the Company's Notice Board & shall be displayed on the website of the Company and will be forwarded to NSDL & Stock Exchanges for its display on their own websites.

The Chairman thanked all the Shareholders. Board Members and Invitee's for attending the Meeting and declared the Meeting as concluded at 01:00 p.m.

Kindly take the same on record.

Yours faithfully,

For, R & B Denims Limited

R&B DENIMS LIMITED

Amit Dalmia
(Whole-Time Director)
DIN: 00034642