December 25, 2019

To,
The Manager,
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

Sub: Declaration of Voting Results of Extra Ordinary General Meeting (EGM)
Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Script Code: (538119)

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 Extra Ordinary General Meeting (EGM) of the Company held on Monday, December 23, 2019 at 11:00 a.m. at Block No. 467 Sachin Palsana Road, Palsana Surat-394315, Gujarat and concluded at 01:00 p.m.

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 108 of the Companies Act, 2013 and rules made there under, the Company had provided remote e-voting facility to the members entitled to cast their votes on the resolution stated in the EGM Notice.

Further, the Company had provided voting facility at the EGM venue through a physical Ballot paper for those members who had not exercised remote e-voting facility.

CS Jainam N Shah, Practicing Company Secretary, Surat, appointed as scrutinizer for scrutinizing remote e-voting & voting through polling process, had issued a consolidated Scrutinizer's Report thereon.

The resolutions stated in the EGM Notice are approved by requisite majority of shareholders through remote e-voting and Ballot papers.

In terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the details of voting results of the Extra Ordinary General Meeting of the Company held on 23rd December, 2019 in the prescribed format along with the consolidated Scrutinizer's Report.

Kindly take the same on record.

Thanking You,

Yours Sincerely,

For, **R & B Denims Limited**

R&B DENIMS LIMITED

Amit Dalmia
(Whole-time Director)
DIN: 00034642

Encl: As above

Voting Results of Extra Ordinary General Meeting (EGM) of the Company

Date of EGM	23/12/2019
Total number of Shareholders on record date (Cutoff date i.e. 16/12/2019)	157
No. of Shareholders present in the meeting either in person or through proxy	
Promoter & promoter Group:	10
Public:	13
No. of Shareholders attended the meeting through Video Conferencing	Not Arranged
Promoter & promoter Group:	
Public:	

Agenda-wise disclosure

Resolution No. 1:	To appoint M/s Pradeep K. Singhi & Associates, Chartered Accountants as statutory auditors, to fill the casual vacancy caused by resignation of M/s Pamita Doshi & Co., and also fix their remuneration.
Resolution Required	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution:	No

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	Remote E-voting	10326678	1086000	10.52	1086000	-	100.00	-
		Poll*		7366260	71.33	7366260	-	100.00	-
		Total	**10326678**	**8452260**	**81.85**	**8452260**	-	**100.00**	
2	Public Institutions	Remote E-voting	-	-	-	-	-	-	-
		Poll*		-	-	-	-	-	-
		Total	-	-	-	-	-	-	-
3	Public- Non-Institutions	Remote E-voting	3668010	7506	0.20	7506	-	100.00	-
		Poll*		1808025	49.29	1808025	-	100.00	-
		Total	**3668010**	**1815531**	**49.50**	**1815531**	-	**100.00**	-
Total			**13994688**	**10267791**	**73.37**	**10267791**	-	**100.00**	

*Voting through ballot paper at the EGM

Note:
23 (Twenty Three) members were present in the meeting out of which 17 (Seventeen) members have voted through Poll (Ballot paper). Further, 11 (Eleven) members has voted through Remote e-voting.

For, R & B Denims Limited

Amit Dalmia
(Whole-time Director)
DIN: 00034642

R&B DENIMS LIMITED

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

To,
The Chairperson,
Extra Ordinary General Meeting of
R & B DENIMS LIMITED
(CIN: L17120GJ2010PLC062949)
Block No. 467, Sachin Palsana Road,
Palsana, Surat - 394315

Sub: Consolidated Scrutinizer Report for Passing of Resolution through electronic AND poll conducted at the EGM of R & B DENIMS Limited ('the company') held on December 23, 2019

I, Jainam N Shah, Company Secretary in Practice at Surat appointed as "Scrutinizer" by the Board of Directors of R & B Denims Limited ("the Company") to scrutinize remote e-voting process as well as the physical ballot voting process carried out by the Company on the below mentioned resolution at the Extra Ordinary General Meeting (EGM) of the members of the Company held on Monday, the 23rd December, 2019 at 11:00 a.m., at Block No. 467, Sachin Palsana Road, Palsana, Surat - 394315, Gujarat, submit my report as under:

1. The Management of the Company is responsible for the compliance of Section 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes cast in favour or against for respective Resolution.
2. After the time fixed for closing of the Poll by the Chairperson of the Meeting, One (1) empty Ballot Box kept for polling was locked in my presence with due identification marks placed by me.
3. The locked ballot box was subsequently opened in my presence and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company and Bigshare Services Pvt. Ltd., Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
4. No ballot paper was found defective.
5. The remote e-voting period remained open from 20th December, 2019 (9:00 am) and ends on 22nd December, 2019 at (5:00 pm) and was disabled for voting thereafter.
6. After the closure of remote e-voting period and before the start of EGM, the members details such as their names, folios, numbers of the shares held, who have cast votes through remote e-voting, were downloaded from the e-voting website of National Securities Depository Limited (https://www.evoting.nsdl.com) in order to ensure that such members did not vote again through ballot paper at the EGM.
7. After counting the votes cast at the EGM, the votes casted through remote E-voting were unblocked in the presence of two witnesses, Ms. Pratiti Jain and Mrs. Pooja Ariwala who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Ms. Pratiti Jain

Mrs. Pooja Ariwala

JAINAM N SHAH & CO. ★ SURAT ★ COMPANY SECRETARY

8. The consolidated report on the result of the voting through ballot paper and remote E-voting are as under:

Resolution No. 1: To appoint M/s Pradeep K. Singhi & Associates, Chartered Accountants as statutory auditors, to fill the casual vacancy caused by resignation of M/s Pamita Doshi & Co., and also fix their remuneration

(a). Voted **in favour** of the Resolution:

Mode of Voting	Number of members voted	No. of votes cast by them	% of total number of valid vote cast
Remote E-voting	11	1,093,506	10.65
Ballot Paper	17	9,174,285	89.35
Total	**28**	**10,267,791**	**100.00**

(b). Voted **against** of the Resolution:

Mode of Voting	Number of members voted	No. of votes cast be them	% of total number of valid vote cast
Remote E-voting	--	--	--
Ballot Paper	--	--	--
Total	--	--	--

(c). Invalid votes:

Mode of Voting	Number of members voted	No. of votes cast be them	% of total number of valid vote cast
Remote E-voting	--	--	--
Ballot Paper	--	--	--
Total	--	--	--

Resolution No.1 passed with requisite majority.

The register, all other papers and relevant records relating to remote e-voting / physical ballot forms and voting at the meeting shall remain in my safe custody until the Chairperson of the meeting considers, approves and sign the minutes of the aforesaid EGM, after which will be handed over to the Company Secretary 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
UDIN: A035397A000480061

R&B DENIMS LIMITED

Signed by Mr. Amit Dalmia
(Whole-time Director)
DIN: 00034642

Place: Surat
Date: 25/12/2019