MINUTES OF THE SIXTH ANNUAL GENERAL MEETING OF **M/S R & B DENIMS LIMITED**, HELD AT 11.00 A.M. ON MONDAY, JULY 11, 2016 AT THE REGISTERED OFFICE OF THE COMPANY

PRESENT:—

1. Mr. Rajkumar Borana	Managing Director
2. Mr. Amit Dalmia	Whole Time Director
3. Mr. Deepak Dalmia	Whole Time Director
4. Mr. Ankur Borana	Whole Time Director
5. Mr. Girish Kalawatia	Non Executive & Independent Director
6. Mr. Manak lal Tiwari	Non Executive & Independent Director
7. Mr. Dharmesh Mehta	Non Executive & Independent Director
8. Mrs. Prerna Vikas Jain	Non Executive & Independent Director

Apart from board of Directors 11 shareholders were present at the meeting.

Appointment of Chairman

Mr. Rajkumar Borana, with the consent of the Members, took the Chair and presided over the meeting. He welcomed all the Directors and Shareholders to the meeting of the Annual General Meeting.

Quorum

Since the adequate quorum was present the Chairman declared the meeting to be in order and started the proceedings of the meeting.

LEAVE OF ABSENCE

As all of directors of the company were present at the meeting, hence no question aroused to grant leave of absence.

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The following items were discussed and decisions were taken:

NOTICE

With the consent of members, the Chairman said that the notice sent to the members regarding the annual general meeting be taken as read.

DIRECTOR'S REPORT

With the consent of the members present, the Director's Report as circulated among the members was taken as read.

AUDITORS REPORT

Auditors report as submitted by the Statutory Auditors of the Company for the year ending 31stMarch, 2016 was read before the meeting by. Mr. Rajkumar Borana, Chairman.

BUSINESS transacted at the meeting

ORDINARY BUSINESS

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**

Mr. Rajkumar Borana proposed the following resolution as an ordinary resolution, which was seconded by Mr. Deepak Dalmia. After adequate discussion, no questions raised by members and the following resolutions was passed

"**RESOLVED THAT,** the company receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2016, the Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon."

Before putting the resolution to vote the chairman invited the members present to seek clarification, if any.

The Chairman put the above resolution to vote through Poll by the Members, the said resolution was declared by the Chairman as passed unanimously with requisite majority along with e voting results as an ordinary Resolution.

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2) Declaration of Dividend on Equity share

As the company intends to plough back the profit for expansion, hence your company does not recommend any dividend for the year ended 31.03.2016.

3) Re-appointment of Mr. Amitkumar A. Dalmia, whole-time Director, retiring by rotation

Mr. Rajkumar Borana proposed the following resolution as an ordinary resolution, which was seconded by Mr. Deepak Dalmia, and the resolutions was passed as under

"**RESOLVED THAT,** pursuant to the provisions of Section 152 (6) of the Companies Act, 2013 Mr. Amitkumar A. Dalmia, Whole time Director (holding DIN 00034642) who retires by rotation at this annual general meeting and being eligible offers himself for re-appointment.be and is hereby re- appointed as a director of the company, liable to retire by rotation."

The Chairman put the above resolution to vote through Poll by the Members, the said resolution was declared by the Chairman as passed unanimously with requisite majority along with e voting results as an ordinary Resolution.

4) To appointment of M/s Pradeep Singhi & Associates, Chartered Accountants as a statutory auditors and fix their remuneration

Mr. Rajkumar Borana proposed the following resolution as an ordinary resolution which was seconded by Mr. Deepak Dalmia.

"**RESOLVED THAT,** pursuant to the provisions of Section 139 & 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under M/s Pradeep Singhi & Associates, Chartered Accountants (ICAI Registration No.108029W), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration as may be determined by the Board of Directors of company."

The Chairman put the above resolution to vote through Poll by the Members, the said resolution was declared by the Chairman as passed unanimously with requisite majority along with e voting results as an ordinary Resolution.



SPECIAL BUSINESS

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

Mr. Rajkumar Borana proposed the following resolution as an ordinary resolution, which was seconded by Mr. Deepak Dalmia.

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Messrs V. M. Patel & Associates, Cost Accountants (Membership. No. 32082), appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year ending 31st March 2017 be paid a remuneration of Rs. 35000/- (Rupees Thirty Five Thousand only) plus applicable service tax and out of pocket expenses that may be incurred during the course of audit and the said remuneration be and is hereby ratified by the members."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6) Vote of Thanks

The Chairman inquired if there is any other business or any query of member, there being nothing to discuss, the meeting ended with a vote of thanks to the Chair.

R&B DENIMS LIMITED

DATE: 13th July, 2016

Chairman

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**	**-**	**-**	-	-

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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
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**	-	-

For, R&B Denims Ltd

Director

DATE: 13th July, 2016

Chairman