



Date: 02/10/2024

To,
BSE LIMITED
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.

Scrip ID/ Code/ISIN : RNB DENIMS / 538119 / INE012Q01021
Subject : Voting Results of 14th Annual General Meeting of the Company held on 30th September, 2024
Reference No. : Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 44(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith Voting Results of the businesses transacted at the 14th Annual General Meeting of the members of R & B Denims Limited held on Monday, 30th September, 2024 at the registered office of the company situated at Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat at 11:30 A.M. (IST).

Further, Pursuant to the provisions of the Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, Report of the Scrutinizer dated 01st October, 2024 is also enclosed herewith.

We further wish to inform you that based on the Scrutinizer's Report, all the resolutions set out in the notice of the AGM have been duly approved by the shareholders with requisite majority.

You are requested to kindly take the same on record.

Yours Faithfully,

Thanking You.

For R & B Denims Limited

Sujata Chirag Dudharejiya
Company Secretary & Compliance Officer
Place: Surat

Encl: Voting Result
Scrutinizer Report

Voting Results

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

R & B DENIMS LIMITED | 14th Annual General Meeting | 30th September, 2024

Date of AGM	30 th September, 2024
Book Closure Date	Tuesday, 24 th September, 2024 to Monday, 30 th September, 2024
Total Number of Shareholders as on cutoff date: (23 rd September, 2024, cut-off date for E-voting)	5308
Number of shareholders present in meeting either in person or through proxy:	
Promoters & Promoter Group	14
Public	21
Number of shareholders attended the meeting through Video Conferencing	
Promoters & Promoter Group	No video conferencing facility was made available to the shareholders.
Public	

Agenda-wise

Given below is the agenda wise combined result of Remote E-voting and voting at the meeting.

ORDINARY BUSINESS

Resolution No. 1:

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2024, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON. (Ordinary Resolution)

Whether promoter/ promoter group are interested in the agenda/resolution:								No
Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)={(2)/(1)} *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={(4)/(2) } *100	% of votes against on votes polled (7)={(5)/(2)} *100
Promoter & Promoter Group	E-voting	51633390	51633390	100%	51633390	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		51633390	51633390	100%	51633390	0	100%
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public -Non Institution	E-voting	38340050	8561003	22.33%	8561003	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		38340050	8561003	22.33 %	8561003	0	100%
Total		89973440	60194393	66.90%	60194393	0	100%	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0

Resolution No. 2:

TO APPOINT A DIRECTOR IN PLACE OF MR. DEEPAK DALMIA, WHOLE-TIME DIRECTOR (DIN:00050547), LIABLE TO RETIRE BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, SEEKS RE-APPOINTMENT. (Ordinary Resolution)

Whether promoter/ promoter group are interested in the agenda/resolution:								No
Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)={{(2)/(1}} *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={{4}/(2) } *100	% of votes against on votes polled (7)={{5}/(2)} *100
Promoter & Promoter Group	E-voting	51633390	51633390	100%	51633390	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		51633390	51633390	100%	51633390	0	100%
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public -Non Institution	E-voting	38340050	8561003	22.33%	8561003	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		38340050	8561003	22.33 %	8561003	0	100%
Total		89973440	60194393	66.90%	60194393	0	100%	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0

Resolution No. 3:

TO APPROVE THE APPOINTMENT OF AUDITOR TO FILL THE CASUAL VACANCY AND FURTHER FOR THE TERM OF FIVE YEARS AND TO FIX THEIR REMUNERATION. (Ordinary Resolution):

Whether promoter/ promoter group are interested in the agenda/resolution:								No
Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)={(2)/(1)} *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={4}/(2) } *100	% of votes against on votes polled (7)={5}/(2) } *100
Promoter & Promoter Group	E-voting	51633390	51633390	100%	51633390	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		51633390	51633390	100%	51633390	0	100%
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public -Non Institution	E-voting	38340050	8561003	22.33%	8561003	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		38340050	8561003	22.33 %	8561003	0	100%
Total		89973440	60194393	66.90%	60194393	0	100%	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0

SPECIAL BUSINESS**Resolution No. 4:****TO RATIFY THE REMUNERATION OF COST AUDITOR FOR THE FINANCIAL YEAR 2024-25.
(Ordinary Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution:								No
Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)={(2)/(1)} *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={4}/(2) } *100	% of votes against on votes polled (7)={5}/(2)} *100
Promoter & Promoter Group	E-voting	51633390	51633390	100%	51633390	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		51633390	51633390	100%	51633390	0	100%
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public -Non Institution	E-voting	38340050	8561003	22.33%	8561003	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		38340050	8561003	22.33 %	8561003	0	100%
Total		89973440	60194393	66.90%	60194393	0	100%	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0

Resolution No. 5:**TO CONSIDER AND APPROVE RELATED PARTY TRANSACTIONS. (Ordinary Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution:								Yes
Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)={(2)/(1)} *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={4}/(2) } *100	% of votes against on votes polled (7)={5}/(2)} *100
Promoter & Promoter Group	E-voting	51633390	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public -Non Institution	E-voting	38340050	8559881	22.33%	8559881	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Total		89973440	8559881	9.51%	8559881	0	100%	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0

Resolution No. 6:**APPOINTMENT OF MR. ARVIND KUMAR RATHI (DIN: 07842066) AS AN INDEPENDENT DIRECTOR OF THE COMPANY. (Special Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution:								No
Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)={(2)/(1)} *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={4}/(2) } *100	% of votes against on votes polled (7)={5}/(2)} *100
Promoter & Promoter Group	E-voting	51633390	51633390	100%	51633390	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		51633390	51633390	100%	51633390	0	100%
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public -Non Institution	E-voting	38340050	8561003	22.33%	8561003	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		38340050	8561003	22.33 %	8561003	0	100%
Total		89973440	60194393	66.90%	60194393	0	100%	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0

Resolution No. 7:**APPOINTMENT OF MR. NIRMIT DALMIA (DIN: 10751198) AS THE WHOLE TIME DIRECTOR OF THE COMPANY. (Special Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution:								No
Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)={(2)/(1)} *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={4}/(2) } *100	% of votes against on votes polled (7)={5}/(2) *100
Promoter & Promoter Group	E-voting	51633390	51633390	100%	51633390	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		51633390	51633390	100%	51633390	0	100%
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public -Non Institution	E-voting	38340050	8561003	22.33%	8561003	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		38340050	8561003	22.33 %	8561003	0	100%
Total		89973440	60194393	66.90%	60194393	0	100%	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0

Resolution No. 8:**ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013.
(Special Resolution)**

Whether promoter/promoter group are interested in the agenda/resolution:								No
Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)={(2)/(1)} *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={(4)/(2) } *100	% of votes against on votes polled (7)={(5)/(2)} *100
Promoter & Promoter Group	E-voting	51633390	51633390	100%	51633390	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		51633390	51633390	100%	51633390	0	100%
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public -Non Institution	E-voting	38340050	8561003	22.33%	8561003	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		38340050	8561003	22.33 %	8561003	0	100%
Total		89973440	60194393	66.90%	60194393	0	100%	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0

Resolution No. 9:**ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER COMPANIES ACT, 2013. (Special Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution:								No
Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)={(2)/(1)} *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={4}/(2) } *100	% of votes against on votes polled (7)={5}/(2)} *100
Promoter & Promoter Group	E-voting	51633390	51633390	100%	51633390	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		51633390	51633390	100%	51633390	0	100%
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public -Non Institution	E-voting	38340050	8561003	22.33%	8561003	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		38340050	8561003	22.33 %	8561003	0	100%
Total		89973440	60194393	66.90%	60194393	0	100%	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0

Resolution No. 10:**RECLASSIFICATION OF CERTAIN PERSONS OF “PROMOTER GROUP” TO “PUBLIC” SHAREHOLDER CATEGORY. (Ordinary Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution:								Yes
Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)={{(2)/(1)}} *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={{4}/(2)} } *100	% of votes against on votes polled (7)={{5}/(2)} } *100
Promoter & Promoter Group	E-voting	51633390	23266695	45.06%	23266695	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	51633390	23266695	45.06%	23266695	0	100%	0
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public -Non Institution	E-voting	38340050	8561003	22.33%	8561003	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	38340050	8561003	22.33 %	8561003	0	100%	0
Total		89973440	31827698	35.37%	31827698	0	100%	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0

Resolution No. 11:**AUTHORIZING THE BOARD OF DIRECTORS FOR ADVANCING LOANS IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013. (Special Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution:								No
Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)={{(2)/(1)}} *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={{4)/(2)}} *100	% of votes against on votes polled (7)={{5)/(2)}} *100
Promoter & Promoter Group	E-voting	51633390	51633390	100%	51633390	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	51633390	51633390	100%	51633390	0	100%	0
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public -Non Institution	E-voting	38340050	8561003	22.33%	8561003	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	38340050	8561003	22.33 %	8561003	0	100%	0
Total		89973440	60194393	66.90%	60194393	0	100%	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0

Resolution No. 12:**APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 186 OF THE COMPANIES ACT, 2013. (Special Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution:								No
Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)={{(2)/(1)}} *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={{4}/(2) } *100	% of votes against on votes polled (7)={{5}/(2)} *100
Promoter & Promoter Group	E-voting	51633390	51633390	100%	51633390	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		51633390	51633390	100%	51633390	0	100%
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public -Non Institution	E-voting	38340050	8561003	22.33%	8561003	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		38340050	8561003	22.33 %	8561003	0	100%
Total		89973440	60194393	66.90%	60194393	0	100%	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0

For **R & B Denims Limited**

Rajkumar Mangilal Borana
Chairman & Managing Director
DIN: 01091166

Place: Surat



SCRUTINIZER'S REPORT

To
The Chairman
R & B DENIMS LIMITED
CIN: L17120GJ2010PLC062949
For 14th Annual General Meeting of the members
held on 30th September, 2024
at Block No. 467, Sachin Palsana Road,
Palsana, Surat-394315
At 11.30 A.M.

Dear Sir,

Sub.: Scrutinizer's report on E voting

1. I, Ranjit Binod Kejriwal, a Company Secretary in Practice, have been appointed as a scrutinizer by the Board of Directors of R & B Denims Limited for the purpose of scrutinizing the remote e-voting along with Polling Paper at AGM and ascertaining the requisite majority on remote e-voting / polling process carried out as per the provisions of section 108 and 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the 14th Annual General Meeting (AGM) of the members of the company, held at the registered office of the company situated at Block No. 467, Sachin Palsana Road, Palsana, Surat-394315 on Monday, 30th September, 2024 at 11.30 A.M.
2. At the 14th AGM of the Company held on Monday, 30th September, 2024, the company has also provided facility for Polling Paper during the AGM to the members attending the meeting, who have not already cast their vote by remote e-voting. The chairman of the AGM has appointed me as the Scrutinizer for the same.
3. 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 on the resolutions contained in the Notice to the 14th AGM of the members of the Company. My responsibility as a scrutinizer for the voting process at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in Favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorised agency to provide e-voting facilities.
4. Further to the above, I submit my reports as under:
 - i. The e-voting period remained open from Friday, 27th September, 2024 at 9.00 a.m. to Sunday, 29th September, 2024 at 5.00 p.m.
 - ii. The members of the Company as on the "cut-off" date i.e. 23rd August, 2024 were entitled to vote on the resolutions (item No. 01 to 12 as set out in the notice of the 14th AGM of the Company).
 - iii. The votes cast were unblocked on 30th September, 2024 at 01:22 p.m. in the presence of 2 (Two) witnesses namely **Mr. Pioush Tiwari** and **Ms. Het Palsanawala** who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.

Name: **Mr. Pioush Tiwari**

Name: **Ms. Het Palsanawala**



- iv. Thereafter the details containing inter alia, list of Equity Share Holders, who voted "for" / "against" each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com/>.
- v. The combined result of remote e-voting and voting through polling paper is as under:

RESOLUTION NO. 1:

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2024, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON. (ORDINARY RESOLUTION)

"RESOLVED THAT the Audited Standalone and Consolidated Balance Sheet, Profit & Loss Account and Cash Flow Statement for the year ended 31st March, 2024 along with the Auditors' Report and Directors' Report, be and are hereby considered, adopted and approved"

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	41	60194393	41	60194393	0	0	0	0
At AGM	0	0	0	0	0	0	0	0
Total	41	60194393	41	60194393	0	0	0	0

This resolution is passed as an Ordinary resolution.

RESOLUTION NO. 2:

TO APPOINT A DIRECTOR IN PLACE OF MR. DEEPAK DALMIA, WHOLE-TIME DIRECTOR (DIN:00050547), LIABLE TO RETIRE BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, SEEKS RE-APPOINTMENT. (ORDINARY RESOLUTION)

"RESOLVED THAT in accordance with the provision of Section 152(6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Deepak Dalmia, Whole-Time Director (DIN:00050547) who retires by rotation at this annual general meeting, be and is hereby reappointed as Whole-Time Director of the Company, liable to retire by rotation."

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	41	60194393	41	60194393	0	0	0	0
At AGM	0	0	0	0	0	0	0	0
Total	41	60194393	41	60194393	0	0	0	0

This resolution is passed as an Ordinary resolution.

RESOLUTION NO. 3:

TO APPROVE THE APPOINTMENT OF AUDITOR TO FILL THE CASUAL VACANCY AND FURTHER FOR THE TERM OF FIVE YEARS AND TO FIX THEIR REMUNERATION. (ORDINARY RESOLUTION)

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the company, the consent of the members be and is hereby accorded for the appointment of M/s R P R & Co., Chartered Accountants, Surat (Firm Registration No. 131964W) for the Financial Year 2024-25, as done by the Board to fill the casual vacancy caused by the resignation of M/s Pradeep K. Singhi & Associates, Chartered Accountants and to hold office until the conclusion of this 14th Annual General Meeting.



RESOLVED FURTHER THAT the consent of the members be and is hereby accorded for the appointment of M/s R P R & Co., Chartered Accountants, Surat (Firm Registration No. 131964W), as Statutory Auditors of the Company for a term of five consecutive years, who shall hold office from the conclusion of this 14th Annual General Meeting till the conclusion of the 19th Annual General Meeting to be held in the year 2029 at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	41	60194393	41	60194393	0	0	0	0
At AGM	0	0	0	0	0	0	0	0
Total	41	60194393	41	60194393	0	0	0	0

This resolution is passed as an Ordinary resolution.

SPECIAL BUSINESS

RESOLUTION NO. 4

TO RATIFY THE REMUNERATION OF COST AUDITOR FOR THE FINANCIAL YEAR 2024-25. (ORDINARY RESOLUTION)

“**RESOLVED THAT** pursuant to the provisions of Section 148 and 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(s) thereof, for the time being in force), on the recommendation of the Audit Committee and approval of the Board of Directors, the remuneration, as set out in the statement annexed to the Notice convening this Meeting, to be paid to the **M/s V.M. Patel & Associates, Practising Cost Accountants (Firm Registration No. 101519)** appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year 2024-25, be and is hereby ratified.”

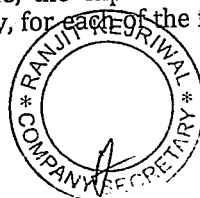
Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	41	60194393	41	60194393	0	0	0	0
At AGM	0	0	0	0	0	0	0	0
Total	41	60194393	41	60194393	0	0	0	0

This resolution is passed as an Ordinary resolution.

RESOLUTION NO. 5

TO CONSIDER AND APPROVE RELATED PARTY TRANSACTIONS. (ORDINARY RESOLUTION)

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 188 of the Companies Act, 2013 (“Act”) read with Rules made there under, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with entities falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the course of the business on such material terms and conditions as detailed in the below mentioned table, the explanatory statement and as may be mutually agreed between related parties and the Company, for each of the financial years (FY), such that

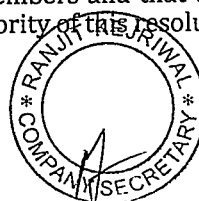


the maximum value of the Related Party Transactions with such parties, in aggregate, does not exceed value as specified under each category for each financial year, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and in respect of transactions with related parties under Section 2(76) of the Act, are at arm's length basis.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to enter into and/or continue to enter into contract(s)/arrangement(s)/ transaction(s) with M/s RB Industries and M/s Ricon Industries, partnership firm and material subsidiary of the company, the details of which are tabled hereunder, on such terms and conditions as approved by the Board of Directors/Audit Committee of the Company.

SN	Description	Related Party 1	
1.	Name of the related party	M/s RB Industries	
2.	Nature of relationship	Subsidiary	
3.	Type and Particulars of the proposed transaction	Purchase of goods	Sales of services (Job work)
4.	Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement	The Company undertakes transaction of purchase in the normal course of business of amount not exceeding Rs. 1000 crores for 5 years on terms and conditions that are generally prevalent in the industry segments that the company operates in.	The Company undertakes transaction of sales in the normal course of business of amount not exceeding Rs. 250 crores for 5 years on terms and conditions that are generally prevalent in the industry segments that the company operates in.
5.	Tenure of the transaction	Contracts/arrangements with a duration upto 5 years	
SN	Description	Related Party 2	
1.	Name of the related party	M/s Ricon Industries	
2.	Nature of relationship	Subsidiary	
3.	Type and Particulars of the proposed transaction	Purchase of goods	Sales of goods/services
4.	Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement	The Company undertakes transaction of purchase in the normal course of business of amount not exceeding Rs. 500 crores for 5 years on terms and conditions that are generally prevalent in the industry segments that the company operates in.	The Company undertakes transaction of sales in the normal course of business of amount not exceeding Rs. 50 crores for 5 years on terms and conditions that are generally prevalent in the industry segments that the company operates in
5.	Tenure of the transaction	Contracts/arrangements with a duration upto 5 years	

RESOLVED FURTHER THAT the Board of Directors of the Company and the Audit Committee of the Committee of Directors thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as maybe required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.



RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	19	8559881	19	8559881	0	0	0	0
At AGM	0		0	0	0	0	0	0
Total	19	8559881	19	8559881	0	0	0	0

This resolution is passed as an Ordinary resolution.

RESOLUTION NO. 6

APPOINTMENT OF MR. ARVIND KUMAR RATHI (DIN: 07842066) AS AN INDEPENDENT DIRECTOR OF THE COMPANY. (SPECIAL RESOLUTION)

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Arvind Kumar Rathi (DIN:07842066) be and is hereby appointed as a Non-Executive Independent Director of the company to hold the office for a term of five consecutive years starting from 30th September, 2024 till 29th September, 2029, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	41	60194393	41	60194393	0	0	0	0
At AGM	0	0	0	0	0	0	0	0
Total	41	60194393	41	60194393	0	0	0	0

This resolution is passed as a Special resolution.

RESOLUTION NO. 7

APPOINTMENT OF MR. NIRMIT DALMIA (DIN:10751198) AS THE WHOLE TIME DIRECTOR OF THE COMPANY. (SPECIAL RESOLUTION)

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force) in context of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), in pursuance to recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Nirmal Dalmia (DIN:10751198), as the Whole time Director of the Company, liable to retire by rotation for a period of 5 (Five) years commencing from 30th September, 2024 to 29th September, 2029, Company shall pay to Mr. Nirmal Dalmia remuneration of Rs.75,000 per month, with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling specified under the Act and as may be approved by the Board of Directors.

RESOLVED FURTHER THAT in case of loss or inadequate profit Mr. Nirmal Dalmia shall be entitled to receive the remuneration as stated above as the Minimum Remuneration.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary thereof be and are hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of attachment(s)



or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution."

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	41	60194393	41	60194393	0	0	0	0
At AGM	0	0	0	0	0	0	0	0
Total	41	60194393	41	60194393	0	0	0	0

This resolution is passed as a Special resolution.

RESOLUTION NO. 8

ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013. (SPECIAL RESOLUTION)

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), in accordance with Table A of Schedule I of the said Act, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval of Registrar of Companies and such other necessary statutory approvals and modifications if any, the approval of the members of the company be and is hereby accorded to substitute the existing Memorandum of Association ("MOA") of the company with a new set of MOA as per the provisions of the Companies Act, 2013 and amend the main objects by addition of words 'garments' to the existing clause.

RESOLVED FURTHER THAT Clause III (A), III (B) and III(C) of the existing MOA be renamed and read as under: Clause 3(a) - 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:' Clause 3(b) - 'MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(a) ARE:' in accordance with Table A of Schedule I of the Act, and thereafter amendment of main objects, Clause 3(a) shall be read as mentioned below:

'To carry on the business of traders, exporters, importers, jobworkers, buyers, sellers, manufacturers and promoters of textile materials, fabrics, *garments*, print saris, bed sheets, cotton printed fabrics, fabric materials, art silk, silk, wool, jute, hemp, linen, flax and/or other fibrous substances and goods whether textile, felted, netted, embroidered or looped or otherwise.'

RESOLVED FURTHER THAT Clause IV be amended and read as under: Clause 4 - "The liability of the member(s) is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them."

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board) and/or Chief Financial Officer of the Company and/or Company Secretary of the Company, be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations in order to give effect to the above resolution."

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	41	60194393	41	60194393	0	0	0	0
At AGM	0	0	0	0	0	0	0	0
Total	41	60194393	41	60194393	0	0	0	0

This resolution is passed as a Special resolution.



RESOLUTION NO. 9

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER COMPANIES ACT, 2013. (SPECIAL RESOLUTION)

“RESOLVED THAT pursuant to the provisions of Section 5, 14 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other necessary statutory approvals and modifications if any, as may be required or suggested by the Registrar of Companies and any other appropriate authorities, the new set of Articles of Association (“AOA”), be and are hereby approved and adopted in substitution to the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board) and/or Chief Financial Officer of the Company and/or Company Secretary of the Company, be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations in order to give effect to the above resolution.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	41	60194393	41	60194393	0	0	0	0
At AGM	0	0	0	0	0	0	0	0
Total	41	60194393	41	60194393	0	0	0	0

This resolution is passed as a Special resolution.

RESOLUTION NO. 10

RECLASSIFICATION OF CERTAIN PERSONS OF “PROMOTER GROUP” TO “PUBLIC” SHAREHOLDER CATEGORY. (ORDINARY RESOLUTION)

“RESOLVED THAT pursuant to provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”) and other applicable laws and subject to approval BSE Limited (“BSE”) and such other approvals as may be necessary, the consent of the members be and is hereby accorded to reclassify the following persons from 'promoter/promoter group' category to 'public' category:

Sr. No.	Name of the persons	Number of Equity Shares held	% of shareholding
1.	Shashi Anand Dalmia	0	0%
2.	Rawatkhedha Processors Private Limited	0	0%

RESOLVED FURTHER THAT pursuant to provisions of 31A(3)(c) of SEBI LODR Regulations, the board hereby confirms that:

- Company is and post reclassification will be compliant with the requirement for minimum public shareholding as required under Regulation 38 of SEBI LODR Regulations;
- Trading in company's shares has not been suspended by stock exchanges
- The company does not have any outstanding dues to the Securities and Exchange Board of India, the stock exchanges or depositories.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and the reclassification,



Mr. Rajkumar Mangilal Borana, Managing Director and / or the company secretary of the company be and are hereby jointly and/or severally authorised and empowered to sign and submit such intimations, disclosures, undertakings, confirmations, documents etc. as may be necessary, make application for reclassification to the Stock Exchange and to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem proper, necessary, or expedient and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned matter.

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified by any director or the company secretary of the company be provided to the concerned persons/ authorities as may be necessary."

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	31	31827698	31	31827698	0	0	0	0
At AGM	0	0	0	0	0	0	0	0
Total	31	31827698	31	31827698	0	0	0	0

This resolution is passed as an Ordinary resolution.

RESOLUTION NO. 11

AUTHORIZING THE BOARD OF DIRECTORS FOR ADVANCING LOANS IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013. (SPECIAL RESOLUTION)

"RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the members be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by entities covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Subsection 2 of the said Section upto an aggregate sum of Rs. 250 Crores (Rupees Two Hundred Fifty Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT any of the directors of the company be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	41	60194393	41	60194393	0	0	0	0
At AGM	0	0	0	0	0	0	0	0
Total	41	60194393	41	60194393	0	0	0	0

This resolution is passed as a Special resolution.

RESOLUTION NO. 12

APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 186 OF THE COMPANIES ACT, 2013. (SPECIAL RESOLUTION)

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the company be and is hereby accorded to the Board of Directors (including any Committee of Directors) subject to such other approvals, consent, sanctions as may be necessary including from banks and financial institutions, if any, and such other statutory approvals, if any, and such conditions as may be prescribed by any of the concerned authorities for;



- a) giving any loan to any person or other body corporate
b) giving any guarantee or providing security in connection with a loan to any other body corporate or person and /or
c) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate

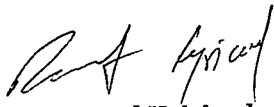
in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 250 Crore (Rupees Two Hundred Fifty Crores Only), notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security provided, which shall be over and above (i) sixty per cent. of its paid-up share capital, free reserves and securities premium account or (ii) hundred per cent of its free reserves and securities premium account; whichever is more, from time to time.

RESOLVED FURTHER THAT any of the directors of the company be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	41	60194393	41	60194393	0	0	0	0
At AGM	0	0	0	0	0	0	0	0
Total	41	60194393	41	60194393	0	0	0	0

This resolution is passed as a Special resolution.

Thanking You,
Yours faithfully,



Ranjit Binod Kejriwal
Practicing Company Secretary
Membership No. 6116
CP No. 5985



Place: Surat
Date: 01/10/2024
UDIN: F006116F001402071