

Date: 29/03/2024

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

Scrip ID/ Code / ISIN	: RNBDENIMS / 538119 / INE012Q01021
Subject	: Voting Results of Extra Ordinary General Meeting of the
	Company held on March 29, 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 Extra Ordinary General Meeting of the Members of R & B Denims Limited held on Friday, the 29<sup>th</sup> day of March, 2024 at 01:00 p.m. at Block No.467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India.

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 March 29, 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 EGM 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

Rajkumar Mangilal Borana Managing Director DIN: 01091166

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 | Extra Ordinary General Meeting | March 29, 2024

Date of EGM	March 29, 2024						
Total Number of Shareholders as on cut off date: (22 <sup>th</sup> March, 2024, cut-off date for E-voting)	5114						
Number of shareholders present in meeting either in person or through proxy:							
Promoters & Promoter Group	14						
Public	21						
Number of shareholders attended the meeting throug	h Video Conferencing						
Promoters & Promoter Group Public	No video conferencing facility was made available to the shareholders.						

#### Agenda-wise

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

#### SPECIAL BUSINESS

#### Resolution No. 1:

**1.** Re-appointment of Mr. Deepak Dalmia (DIN: 00050547) as the Whole Time Director of the Company for the further period of 5 (Five) years and to increase the remuneration thereof. (Special Resolution)

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	E-voting	51633390	19396695	37.5662	19396695	0	100	0
&	Poll		0	0	0	0	0	0
Promoter Group	Postal Ballot		0	0	0	0	0	0
	Total	51633390	19396695	37.5662	19396695	0	100	0
Public -	E-voting	0	0	0	0	0	0	0
Institution	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public -	E-voting	18340050	3642163	19.8591	3642158	5	99.9999	0.0001
Non	Poll		0	0	0	0	0	0
Institution	Postal Ballot		0	0	0	0	0	0
	Total	18340050	3642163	19.8591	3642158	5	99.9999	0.0001
Total		69973440	23038858	32.9251	23038853	5	100	0

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

This Resolution is passed as a Special Resolution.

#### **Resolution No. 2:**

2. Re-appointment of Mr. Ankur Mangilal Borana (DIN: 01091164) as the Whole Time Director of the Company for the further period of 5 (Five) years and to increase the remuneration thereof (Special Resolution)

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	E-voting	51633390	18211695	35.2712	18211695	0	100	0
&	Poll		0	0	0	0	0	0
Promoter Group	Postal Ballot		0	0	0	0	0	0
	Total	51633390	18211695	35.2712	18211695	0	100	0
Public -	E-voting	0	0	0	0	0	0	0
Institution	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public -	E-voting	18340050	3642163	19.8591	3642163	0	100	0
Non	Poll		0	0	0	0	0	0
Institution	Postal Ballot		0	0	0	0	0	0
	Total	18340050	3642163	19.8591	3642163	0	100	0
Total		69973440	21853858	31.2316	21853858	0	100	0

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

This Resolution is passed as a Special Resolution.

#### **Resolution No. 3:**

### 3. Re-appointment of Mr. Amit Dalmia (DIN: 00034642) as the Whole Time Director of the Company for the further period of 5 (Five) years and increase in remuneration thereof.

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	E-voting	51633390	19396695	37.5662	19396695	0	100	0
&	Poll		0	0	0	0	0	0
Promoter Group	Postal Ballot		0	0	0	0	0	0
	Total	51633390	19396695	37.5662	19396695	0	100	0
Public -	E-voting	0	0	0	0	0	0	0
Institution	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public -	E-voting	18340050	3642163	19.8591	3642158	5	99.9999	0.0001
Non	Poll		0	0	0	0	0	0
Institution	Postal Ballot		0	0	0	0	0	0
	Total	18340050	3642163	19.8591	3642158	5	99.9999	0.0001
Total		69973440	23038858	32.9251	23038853	5	100	0

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

This Resolution is passed as a Special Resolution.

#### **Resolution No. 4:**

4. Consider the increase in remuneration of Mr. Rajkumar Mangilal Borana (DIN: 01091166), Managing director of the company:

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	E-voting	51633390	18211695	35.2712	18211695	0	100	0
&	Poll	51055570	0	0	0	0	0	0
Promoter	Postal		0	0	0	0	0	0
Group	Ballot		-	-	-	-	-	-
_	Total	51633390	18211695	35.2712	18211695	0	100	0
Public -	E-voting	0	0	0	0	0	0	0
Institution	Poll		0	0	0	0	0	0
	Postal		0	0	0	0	0	0
	Ballot							
	Total	0	0	0	0	0	0	0
Public -	E-voting	18340050	3642163	19.8591	3642158	5	99.9999	0.0001
Non	Poll		0	0	0	0	0	0
Institution	Postal		0	0	0	0	0	0
	Ballot							
	Total	18340050	3642163	19.8591	3642158	5	99.9999	0.0001
Total		69973440	21853858	31.2316	21853853	5	100	0

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

This Resolution is passed as a Special Resolution.

For R & B Denims Limited

Rajkumar Mangilal Borana Managing Director DIN: 01091166

Place: Surat

**RANJIT KEJRIWAL** Company Secretaries & Registered Valuer (SFA)

#### SCRUTINIZER'S REPORT

#### [Pursuant to section 108 of the Companies Act, 2013 And Rule 20 of the Companies (Management and Administration) Rules, 2014]

То

The Chairman, Extraordinary General Meeting of the members, **R & B DENIMS LIMITED** CIN: L17120GJ2010PLC062949 held on 29th March, 2024 at Block No.467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India. at 01.00 P.M.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on voting by Remote E-voting and voting facility provided to the shareholders during the Extra Ordinary General Meeting (EGM).

- 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 the Polling Paper and ascertaining the requisite majority on remote e-voting / Ballot process carried out as per Section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) and Rule 21 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the Extra Ordinary General Meeting (EGM) of the members of the company, held at 01.00 P.M. at Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India on Friday 29th March, 2024.
- 2. At the EGM of the Company held on 29th day of March, 2024, the Company has also provided facility for voting by polling paper to the members attending the meeting, who have not already cast their vote by remote e-voting. The chairman of the EGM 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 remote e-voting and polling process conducted for the resolutions contained in the Notice to the EGM of the members of the Company. My responsibility as a scrutinizer for the voting process at the EGM is restricted to make a Scrutinizer's Report of the votes cast "in Favour" or "against" the resolutions stated above, pased on the reports generated from the e-



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1, Aastha, Hira Modi Sheri, Ring Road, Surat-395 002. I 0261-2331123 I rbksurat@gmail.com 202, Balaji Business Centre, Subhash Road, Vile Parle (E), Mumbai-400 057. I 022-49737235 I csrbkmumbai@gmail.com ADVISORY I AUDIT I TAX I GST I CORPORATE LAWS I IPO I LOAN I RESTRUCTURING I VALUATION I NCLT I INSOLVENCY I COST ACCOUNTING I BUSINESS MANAGEMENT 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:
  - The e-voting period remained open from 26th March, 2024 at 9.00 a.m. to 28th i. March, 2024 at 5.00 p.m.
- The members of the Company as on the "cut-off" date i.e. 22<sup>nd</sup> March, 2024 were ii. entitled to vote on the resolution (item No. 01 to 04 as set out in the notice of the EGM of the Company).
- iii. The votes cast were unblocked on 29th March, 2024 at 02:08 p.m. in the presence of 2 (Two) witnesses namely Mr. Jimish Vaghela 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. Jimish Vaghela



Name: Ms. Het Palsanawala

- Thereafter the details containing inter alia, list of Equity Share Holders, who voted iv. "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/.
- The combined result of remote e-voting and voting through polling papers is as v. under:

#### **SPECIAL BUSINESS:**

1. Re-appointment of Mr. Deepak Dalmia (DIN: 00050547) as the Whole Time Director of the Company for the further period of 5 (Five) years and to increase the remuneration thereof.

"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), and the Articles of Association of the Company, and 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 proposed reappointment of Mr. Deepak Dalmia (DIN: 00050547), as the Whole time Director of the Company, for a further period of 5 (Five) years commencing from 30th May, 2024 to 29th May, 2029, on such terms and conditions as set out in the Explanatory Statement annexed hereto, 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.



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**RESOLVED FURTHER THAT** the remuneration payable to Mr. Deepak Dalmia (DIN: 00050547), Whole-time director, shall be as under: Remuneration: Rs. 85,000/- (Rupees Eighty-Five Thousand Only) per month exclusive of all perquisite.

**RESOLVED FURTHER THAT** the consent and ratification of the Members of the Company be and is hereby accorded that **Mr. Deepak Dalmia (DIN: 00050547)**, Whole-time director of the Company be paid remuneration by way of Salary of Rs. 85,000/- (Rupees Eighty-Five Thousand Only) per month, plus Perquisites and allowances starting from 01<sup>st</sup> April, 2024 as minimum remuneration for the remaining period in case the Company has no profits or its profit are inadequate.

**RESOLVED FURTHER THAT** the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

**RESOLVED FURTHER THAT** where in any financial year, during the currency of the tenure of Mr. Deepak Dalmia (DIN: 00050547), Whole-time director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

**RESOLVED FURTHER THAT** except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole-Time Director of the Company, as approved by the Members in the Extra-Ordinary General Meeting held on 30<sup>th</sup> May, 2019 shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Director 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	Total	Favour		Against		Invalid	
	Voted	Shares	Members	Votes	Members	Votes	Members	Votes
Electronic	25	23038858	24	23038853	1	5	0	0
At EGM	0	0	0	0	0	0	0	0
Total	25	23038858	24	23038853	1	5	0	0

#### This resolution is passed as a Special Resolution



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# 2. Re-appointment of Mr. Ankur Mangilal Borana (DIN: 01091164) as the Whole Time Director of the Company for the further period of 5 (Five) years and to increase the remuneration thereof.

**"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), and the Articles of Association of the Company, and 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 proposed reappointment of **Mr. Ankur Mangilal Borana (DIN: 01091164)**, as the Whole time Director of the Company, for a further period of 5 (Five) years commencing from 30th May, 2024 to 29th May, 2029, , on such terms and conditions as set out in the Explanatory Statement annexed hereto, 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** the remuneration payable to Mr. Ankur Mangilal Borana (DIN: 01091164), Whole-time director, shall be as under:

Remuneration: Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month exclusive of all perquisite.

**RESOLVED FURTHER THAT** the consent and ratification of the Members of the Company be and is hereby accorded that Mr. Ankur Mangilal Borana (DIN: 01091164), Whole-time director of the Company be paid remuneration by way of Salary of Rs. 1, 50,000/- (Rupees One Lakh Fifty Thousand only) per month, plus Perquisites and allowances starting from 01<sup>st</sup> April, 2024 as minimum remuneration for the remaining period in case the Company has no profits or its profit are inadequate.

**RESOLVED FURTHER THAT** the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

**RESOLVED FURTHER THAT** where in any financial year, during the currency of the tenure of Mr. Deepak Dalmia (DIN: 00050547), Whole-time director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the



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limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

**RESOLVED FURTHER THAT** except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole-Time Director of the Company, as approved by the Members in the Extra-Ordinary General Meeting held on 30<sup>th</sup> May, 2019 shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Director 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	Total	Favour		Against		Invalid	
	Voted	Shares	Members	Votes	Members	Votes	Members	Votes
Electronic	27	21853858	27	21853858	0	0	0	0
At EGM	0	0	0	0	0	0	0	0
Total	27	21853858	27	21853858	0	0	0	0

This resolution is passed as a Special Resolution.

3. Re-appointment of Mr. Amit Dalmia (DIN: 00034642) as the Whole Time Director of the Company for the further period of 5 (Five) years and increase in remuneration thereof.

"**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), and the Articles of Association of the Company, and 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 proposed reappointment of **Mr. Amit Dalmia (DIN: 00034642)**, as the Whole time Director of the Company, for a further period of 5 (Five) years commencing from 30th May, 2024 to 29th May, 2029, on such terms and conditions as set out in the Explanatory Statement annexed hereto, 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** the remuneration payable to Mr. Amit Dalmia (DIN:



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00034642), Whole-time director, shall be as under:

Remuneration: Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month exclusive of all perquisite.

**RESOLVED FURTHER THAT** the consent and ratification of the Members of the Company be and is hereby accorded that Mr. Mr. Amit Dalmia (DIN: 00034642), Whole-time director of the Company be paid remuneration by way of Salary of Rs. 1, 50,000/- (Rupees One Lakh Fifty Thousand only) per month, plus Perquisites and allowances starting from 01<sup>st</sup> April, 2024 as minimum remuneration for the remaining period in case the Company has no profits or its profit are inadequate.

**RESOLVED FURTHER THAT** the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

**RESOLVED FURTHER THAT** where in any financial year, during the currency of the tenure of Mr. Deepak Dalmia (DIN: 00050547), Whole-time director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

**RESOLVED FURTHER THAT** except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole-Time Director of the Company, as approved by the Members in the Extra-Ordinary General Meeting held on 30<sup>th</sup> May, 2019 shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Director 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	Total	Favour		Against		Invalid	
	Voted	Shares	Members	Votes	Members	Votes	Members	Votes
Electronic	25	23038858	24	23038853	1	5	0	0
At EGM	0	0	0	0	0	0	0	0
Total	25	23038858	24	23038853	1	5	0	0

This resolution is passed as a Special Resolution.



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## 4. Consider the increase in remuneration of Mr. Rajkumar Mangilal Borana (DIN: 01091166), Managing director of the company:

"RESOLVED THAT in partial modification of resolution passed in this regard by the members of the Company through Postal Ballot, Notice dated 10th May, 2023, conducted between 17th May, 2023 to 15th June, 2023 and pursuant to the provisions of Sections 196, 197, 203 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), read with Schedule V to the Companies Act, 2013 the consent of the Members of the Company, be and is hereby accorded to increase remuneration of **Mr. Rajkumar Mangilal Borana (DIN: 01091166),** Managing director of the Company, on the terms and conditions as approved by the Board on recommendation of Nomination and Remuneration Committee.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Rajkumar Mangilal Borana (DIN: 01091166), Managing director, shall be as under:

Remuneration: Rs. 85,000/- (Rupees Eighty-Five Thousand Only) per month exclusive of all perquisite.

**RESOLVED FURTHER THAT** the consent and ratification of the Members of the Company be and is hereby accorded that Mr. Rajkumar Mangilal Borana (DIN: 01091166), Managing director of the Company be paid remuneration by way of Salary of Rs. 85,000/- (Rupees Eighty-Five Thousand only) per month, Perquisites and allowances starting from 01<sup>st</sup> April, 2024 as minimum remuneration for the remaining period in case the Company has no profits or its profit are inadequate.

**RESOLVED FURTHER THAT** the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

**RESOLVED FURTHER THAT** where in any financial year, during the currency of the tenure of Mr. Rajkumar Mangilal Borana (DIN: 01091166), Managing director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

**RESOLVED FURTHER THAT** except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company, as approved by the Members in the through Postal Ballot, Notice dated 10<sup>th</sup> May, 2023, conducted between 17<sup>th</sup> May, 2023 to 15<sup>th</sup> June, 2023 shall remain unchanged.



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**RESOLVED FURTHER THAT** the Board of Director 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	Total	Favour		Against		Invalid	
	Voted	Shares	Members	Votes	Members	Votes	Members	Votes
Electronic	27	21853858	26	21853853	1	5	0	0
At EGM	0	0	0	0	0	0	0	0
Total	27	21853858	26	21853853	1	5	0	0

This resolution is passed as a Special Resolution.

Thanking You, Yours faithfully,

Rent Moscuert

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

Place: Surat

Date: 29/03/2024 UDIN: F006116E003649921



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