

# RAINBOW DENIM LTD.

CIN: L18101PB1999PLC022452

51-52, Free Press House

215, Nariman Point,

Mumbai - 400 021, India

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Fax : +91-22-22049946

Email : rainbow@rainbowdenim.com

Website : www.rainbowdenim.com

Ref : RDL/RDJ/149  
Date : 27th March, 2018

To,

BSE Limited  
Corporate Relation Department,  
P.J. Towers, Dalal Street, Fort,  
MUMBAI 400 001

Scrip Code No : 532441  
Company Name : Rainbow Denim Limited

**Sub : Result of Postal Ballot & Disclosure under Regulation 30 of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is further to our letter No. RDL/RDJ/31 dated February 9, 2018.

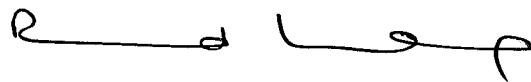
We now enclose herewith Voting Results of the Postal Ballot (Consolidated Results for E-Voting and Physical Ballots) on the Special Resolutions forming part of the Postal Ballot Notice dated 09.02.2018. The Special Resolutions contained in the aforesaid Postal Ballot Notice dated 09th February, 2018 have been passed on 25th March, 2018 with requisite majority.

We further inform you that Mr Ajay Arora of M/s A. Arora & Co. Company Secretaries, Scrutinizer has submitted his Report dated 27th March, 2018 on the aforesaid Postal Ballot / E-voting. A Copy of the said Report is also enclosed herewith.

The aforesaid may be deemed to be the proceedings under the said Regulation.

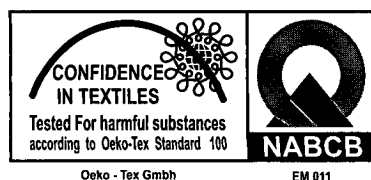
Thanking you,

Yours faithfully,  
For RAINBOW DENIM LIMITED



R. D. JOG  
COMPANY SECRETARY

Encl : a/a



Regd. Office & Factory : Village Chaundheri, P.O. Dapper,  
Near Lalru, Ambala-Chandigarh Highway, Dist. Mohali,  
Punjab, 140506 (India)  
Tel. : +91 - 1762 - 248810 / 11 / 12 / 248295 / 248296  
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Email : rainbow@rainbowdenim.com



ISO 14001 : 96 Registered company

**VOTING RESULTS**

Date of the AGM/EGM Declaration of Results of Postal Ballot (including e-voting)	27th March, 2018  The resolutions have been passed on 25th Day of March, 2018.
Total number of shareholders on record date (i.e. 12th February 2018)	Total number of Shareholders : 14314
Number of Shareholders present at the Meeting either in person or proxy - Promoter and Promoter Group - Public	Not Applicable
Number of Shareholders attended the meeting through Video Conferencing - Promoter and Promoter Group - Public	Not Applicable



## Details of Agenda:

### RESOLUTION 1

Authority to the Board of Directors of the Company pursuant to Section 180(1)(a) and 188 of the Company's Act, 2013.

Resolution required : SPECIAL

Mode of Voting : POSTAL BALLOT / E-VOTING

Whether Promoters/Promoter Group : YES  
are interested in the Resolution

Promoter / Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding 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 and Promoter Group	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	9649638	0	0	0	0	0	0
Public - Institutional holders	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	624440	0	0	0	0	0	0
Public - Others	E-Voting		11922	0.396	11802	120	98.993	1.007
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		195690	6.502	195184	506	99.741	0.259
	Total	3009665	207612	6.898	206986	626	99.698	0.302
<b>Total</b>		<b>13283743</b>	<b>207612</b>	<b>1.562</b>	<b>206986</b>	<b>626</b>	<b>99.698</b>	<b>0.302</b>

NOTE : No. of Invalid Votes : Six Votes for 320 Shares

Accordingly, the Special Resolution has been passed by the Members with requisite majority.



**Details of Agenda :**

**RESOLUTION 2**

Authority to the Board of Directors of the Company pursuant to Section 180(1)(a) and 188 of the Company's Act, 2013.

Resolution required : SPECIAL

Mode of Voting : POSTAL BALLOT / E-VOTING

Whether Promoters/Promoter Group : YES  
are interested in the Resolution

Promoter / Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding 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 and Promoter Group	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	9649638	0	0	0	0	0	0
Public - Institutional holders	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	624440	0	0	0	0	0	0
Public – Others	E-Voting		11922	0.396	11802	120	98.993	1.007
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		195690	6.502	195184	506	99.741	0.259
	Total	3009665	207612	6.898	206986	626	99.698	0.302
<b>Total</b>		<b>13283743</b>	<b>207612</b>	<b>1.562</b>	<b>206986</b>	<b>626</b>	<b>99.698</b>	<b>0.302</b>

NOTE : No. of Invalid Votes : Six votes for 320 Shares

Accordingly, the Special Resolution has been passed by the Members with requisite majority.



**Details of Agenda:**

**RESOLUTION 3**

Authority to the Board of Directors of the Company pursuant to Section 180(1)(a) of the Company's Act, 2013.


Resolution required : SPECIAL  
Mode of Voting : POSTAL BALLOT / E-VOTING  
Whether Promoters/Promoter Group : NO  
are interested in the Resolution

Promoter / Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding 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 and Promoter Group	E-Voting		6918412	71.696	6918412	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	9649638	6918412	71.696	6918412	0	100.00	0
Public - Institutional holders	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	624440	0	0	0	0	0	0
Public – Others	E-Voting		11922	0.396	11802	120	98.993	1.007
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		195650	6.500	195144	506	99.741	0.259
	Total	3009665	207572	6.897	206946	626	99.698	0.302
<b>Total</b>		<b>13283743</b>	<b>7125984</b>	<b>53.644</b>	<b>7125358</b>	<b>626</b>	<b>99.991</b>	<b>0.009</b>

NOTE : No. of Invalid Votes : Six votes for 320 Shares

Accordingly, the Special Resolution has been passed by the Members with requisite majority.

**For RAINBOW DENIM LIMITED**



**R. D. JOG**  
**COMPANY SECRETARY**

Place : Mumbai  
Date : 27th March, 2018



**AJAY K. ARORA**  
LL.B., FCS, IP

GST : 04ADSPA8498H1Z3

**A. ARORA & CO.**

*Company Secretaries  
&  
Insolvency Professional*

S.C.O. 64-65, 1ST FLOOR,  
SECTOR 17-A, MADHYA MARG,  
CHANDIGARH-160 017  
Ph.: (O) 2701906  
MOBILE : 98140-06492  
E-MAIL : ajaykcs@gmail.com

**Consolidated Report of Scrutinizer**

[Pursuant to section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,  
Chairman,  
Rainbow Denim Limited  
Vill Chaundheri P O Dappar,  
Chandigarh Ambala National Highway,  
Teh Rajpura, Distt Patiala,  
Punjab.

**Postal Ballot March 2018**

Dear Sir,

1. I, Ajay K Arora, Practicing Company Secretary, at S.C.O. 64-65, 1<sup>st</sup> Floor, Sector 17 A, Madhya Marg, Chandigarh was appointed as Scrutinizer by the Board of Directors of Rainbow Denim Limited (the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) and voting by postal ballot pursuant to section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, in respect of the below mentioned resolution.
2. The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and voting by postal ballot by the shareholders on the resolutions proposed is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by postal ballot are conducted in a fair and transparent manner and render a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized, on the resolutions, based on the reports generated from the electronic voting system provided by Central depository Services Limited (CDSL) and the report for voting by postal ballot.



3. The Company had arranged the services of CDSL for extending the facility of remote e-voting to the Members of the Company from 24<sup>th</sup> February, 2018 (from 9.00 A.M.) to 25<sup>th</sup> March, 2018 (upto 5.00 P.M.). The remote e-voting results were unblocked by me on 26<sup>th</sup> March, 2018 in the presence of two witnesses.
4. The company has completed on 23<sup>rd</sup> February, 2018 the dispatch of postal ballot forms along with postage prepaid business reply envelope to its members whose name (s) appeared on the register of members/ list of beneficiaries as on 12<sup>th</sup> February, 2018. All postal ballot forms received up to the close of working hours on 25th March, 2018 the last date fixed by the Company for receipt of the forms, were considered for my scrutiny. Envelopes containing postal ballot forms received after 25th March, 2018 were not considered for my scrutiny.
5. I have rendered Scrutinizer's Report separately on the remote e-voting and on Postal Ballot and I hereby submit Consolidated Report of Scrutinizer.

The consolidated results of voting are as under:

Item No.	Resolutions	Votes cast in Favour			Votes cast against			Invalid Votes	
		No. of Members Voted	No. of Votes Cast by them	% of total number of valid Votes Cast	No. of Members Voted	No. of Votes Cast by them	% of total number of valid Votes Cast	Total No. of Members whose Votes were declared invalid	Total No. of Votes Cast by them
1	Authority to the Board of Directors pursuant to Section 180(1)(a) and 188 of the Companies Act,2013. (As Special resolution)	45	206986	99.698%	8	626	0.302%	6	320
2	Authority to the Board of Directors pursuant to Section 180(1)(a) and 188 of the Companies Act,2013. (As Special resolution)	45	206986	99.698%	8	626	0.302%	6	320



Item No.	Resolutions	Votes cast in Favour			Votes cast against			Invalid Votes	
		No. of Members Voted	No. of Votes Cast by them	% of total number of valid Votes Cast	No. of Members Voted	No. of Votes Cast by them	% of total number of valid Votes Cast	Total No. of Members whose Votes were declared invalid	Total No. of Votes Cast by them
3	Authority to the Board of Directors pursuant to Section 180(1)(a) of the Companies Act, 2013. (As Special resolution)	54	7125358	99.991%	8	626	0.009%	6	320

Based upon the above details of votes casted, the Chairman may declare the result.

Thanking you,  
Yours Sincerely,



Ajay K. Arora  
Company Secretary in Practice  
CP No. 993  
FCS No. 2191  
Date: 27.03.2018  
Place : Chandigarh

Note: This report is based on the votes casted in through remote E-Voting and Postal Ballot. The applicability of the provisions of Section 188 and rules made thereunder regarding the non-voting by the interested parties on the resolutions covered in the Notice, if any, have not been taken into account while compiling this report. The management may declare the result after taking into consideration the applicability of provisions of Section 188.