

RAINBOW DENIM LTD.

CIN: L18101PB1999PLC022452

51-52, Free Press House

215, Nariman Point,

Mumbai - 400 021. India

Tel. : +91-22-22833355, 22834182

Fax : +91-22-22049946

Email : rainbow@rainbowdenim.com

Website : www.rainbowdenim.com

REF: RDL/RDJ/208

Date : September 22, 2017

To,

Bombay Stock Exchange Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
MUMBAI 400 001

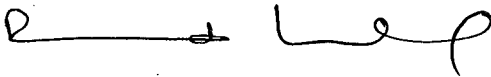
Dear Sir,

Name of the Company : RAINBOW DENIM LIMITED
BSE Scrip Code : 532441

As per Regulation 44(3) of the SEBI (LODR) Regulations, 2015, we are enclosing herewith the details of the voting for the business transacted at the 18th Annual General Meeting of the Company along with Report of Scrutinizer.

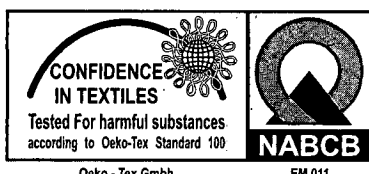
Kindly take the same on your record and acknowledge the same.

Yours faithfully,
For RAINBOW DENIM LIMITED



R.D. JOG
COMPANY SECRETARY

Encl : a/a

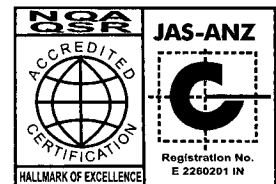


Regd. Office & Factory : Village Chaundheri, P.O. Dapper,
Near Lalru, Ambala-Chandigarh Highway, Dist. Mohali,
Punjab, 140506 (India)

Tel. : +91 - 1762 - 248810 / 11 / 12 / 248295 / 248296

Fax : +91 - 1762 - 248761 / 248809

Email : rainbow@rainbowdenim.com



ISO 14001 : 96 Registered company

ANNEXURE

In terms of Regulation 44(3) of the SEBI (LODR) Regulations, 2015, the details of Voting for the business transacted at the Eighteenth Annual General Meeting are given below :

Sr. No.	Particulars	
1.	Date of the 18 th Annual General Meeting	Thursday, 21st Day of September, 2017
2.	Venue of the Annual General Meeting	The Registered Office at Village Chaundheri, P O Dappar, Tehsil Derabassi, District Mohali, Punjab 140506
3.	Total number of shareholders on record date	14th September, 2017 was cut-off date for reckoning the voting rights of the shareholders. Total number of Shareholders : 14435
4	Mode of Voting	E Voting - From 9.00 am on 18th September, 2017 to 5.00 pm on 20th September, 2017. Poll - Conducted at the Meeting on 21st September, 2017
5	Number of Shareholders present at the Meeting either in person or proxy or Corporate Representation	Promoter - 10 Public - 23 Total - 33
6.	Number of Shareholders attended the meeting through Video Conferencing	No Video Conferencing facility was provided.



Details of Agenda:

RESOLUTION 1

To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2017 together with the Reports of the Directors and Auditors thereon.

Resolution required : Ordinary

Mode of Voting : Poll / E-voting

Whether Promoters/Promoter Group
Are interested in the Resolution : No

Promoter / Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - 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
Promoter and Promoter Group	E -Voting		9435887	97.784	9435887	Nil	100	Nil
	Poll		213751	2.216	213751	Nil	100	Nil
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total	9649638	9649638	100	9649638	Nil	100	Nil
Public - Institutional holders	E-Voting		Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total	624160	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	E - Voting		1302	0.043	1262	40	96.927	3.072
	Poll		649	0.021	649	Nil	100	Nil
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total	3009945	1951	0.064	1911	40	97.949	2.050
Total		13283743	9651589	72.657	9651549	40	99.999	0.001



RESOLUTION 2

To appoint a Director in place of Mr. H. D. Ramsinghani (DIN 00035416) who retires by rotation and being eligible, offers himself for reappointment.

Resolution required : Ordinary

Mode of Voting : Poll / E-voting

Whether Promoters/Promoter Group

Are interested in the Resolution : Only Mr H D Ramsinghani, the appointee is interested

Promoter / Public	Mode of voting	No. of shares held	No. of Votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes - 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
Promoter and Promoter Group	E -Voting		9427861	97.701	9427861	Nil	100	Nil
	Poll		213751	2.216	213751	Nil	100	Nil
	Postal Ballot (if applicable)		N A	N A	N A	N A	N.A.	N A
	Total	9649638	9641612	99.916	9641612	Nil	100	Nil
Public - Institutional holders	E-Voting		Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total	624160	Nil	Nil	Nil	Nil	Nil	Nil
Public – Others	E - Voting		1302	0.043	1262	40	96.927	3.073
	Poll		549	0.021	549	Nil	100	Nil
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total	3009945	1851	0.064	1811	40	97.839	2.160
Total		13283743	9643463	72.596	9643423	40	99.999	0.001



RESOLUTION 3

Appointment of M/s. Khandelwal & Mehta LLP, Chartered Accountants (Registration Number W100084) in place of the retiring Auditors as the Statutory Auditors.

Resolution required : Ordinary

Mode of Voting : Poll / E-voting

Whether Promoters/Promoter Group
Are interested in the Resolution : No

Promoter / Public	Mode of voting	No. of shares held	No. of Votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes - 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
Promoter and Promoter Group	E -Voting		9435887	97.784	9435887	Nil	100	Nil
	Poll		213751	2.216	213751	Nil	100	Nil
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total	9649638	9649638	100	9649638	Nil	100	Nil
Public - Institutional holders	E-Voting		Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total	624160	Nil	Nil	Nil	Nil	Nil	Nil
Public – Others	E - Voting		1302	0.043	1262	40	96.927	3.072
	Poll		549	0.018	549	Nil	100	Nil
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total	3009945	1851	0.061	1811	40	97.839	2.160
Total		13283743	9651489	75.656	9651449	40	99.999	0.001



RESOLUTION 4

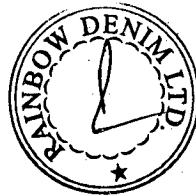
Ratification of the remuneration payable to M/s J. Verma and Associates, the Cost Auditors for the year 2017 - 18

Resolution required : Ordinary

Mode of Voting : Poll / E-voting

Whether Promoters/Promoter Group
Are interested in the Resolution : No

Promoter / Public	Mode of voting	No. of shares held	No. of Votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes - 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
Promoter and Promoter Group	E -Voting		9435887	97.784	9435887	Nil	100	Nil
	Poll		213751	2.216	213751	Nil	100	Nil
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total	9649638	9649638	100	9649638	Nil	100	Nil
Public - Institutional holders	E-Voting		Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total	624160	Nil	Nil	Nil	Nil	Nil	Nil
Public – Others	E - Voting		1302	0.043	1262	40	96.927	3.072
	Poll		549	0.018	549	Nil	100	Nil
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total	3009945	1851	0.061	1811	40	97.839	2.160
Total		13283743	9651489	72.656	9651449	40	99.999	0.001



RESOLUTION 5

Appointment of Mr. S. S. Arora (DIN 00033825) as Whole Time Director w.e.f. 01/06/2017

Resolution required : Special

Mode of Voting : Poll / E-voting

Whether Promoters/Promoter Group

Are interested in the Resolution : Only Mr S. S. Arora, the appointee is interested.

Promoter / Public	Mode of voting	No. of shares held	No. of Votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes - 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
Promoter and Promoter Group	E -Voting		9435887	97.784	9435887	Nil	100	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total	9649638	9435887	97.784	9435887	Nil	100	Nil
Public - Institutional holders	E-Voting		Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total	624160	Nil	Nil	Nil	Nil	Nil	Nil
Public – Others	E - Voting		1302	0.043	1262	40	96.927	3.072
	Poll		549	0.018	549	Nil	100	Nil
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total	3009945	1851	0.061	1811	40	97.839	2.160
Total		13283743	9437738	71.047	9437698	40	99.999	0.001

All the Resolutions set out in the Notice convening the Eighteenth Annual General Meeting of the Company were duly approved by requisite majority.

For RAINBOW DENIM LIMITED

R. D. JOG
COMPANY SECRETARY

Place : Mumbai
Date : 22/09/2017



AJAY K. ARORA
LL.B, F.C.S.

GST: 04ADSPA8498H1Z3
A.ARORA & CO.
COMPANY SECRETARIES
S.C.O. 64-65, 1ST FLOOR,
SECTOR-17A, MADHAY MARG,
CHANDIGARH- 160017
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,
The Chairman,
Rainbow Denim Limited

18th Annual General Meeting of the Equity Shareholders of Rainbow Denim Limited held on Thursday, the 21st September, 2017 at 10.00 A.M. at the Registered Office of the Company at Village Chaundheri, P O Dappar, Tehsil Derabassi, District Mohali, Punjab – 140506.

Dear Sir,

1. I, Ajay Kumar Arora, Practicing Company Secretary, at S.C.O. 64-65, 1st 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 use of ballot at the meeting pursuant to section 108 of the Companies Act, 2013 read with rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended, in respect of the below mentioned resolutions proposed at the 18th Annual General Meeting (AGM) of the Equity Shareholders of Rainbow Denim Limited held on 21st September, 2017 at 10.00 A.M. at the Registered Office of the Company at Village Chaundheri, P O Dappar, Tehsil Derabassi, District Mohali, Punjab – 140506.



A circular blue stamp with the text "Ajay K. Arora" at the top, "CP 993" in the center, and "Company Secretary" at the bottom. A handwritten signature in blue ink is written over the stamp.

2. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 18th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting 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 on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Securities Limited (CDSL) and the report for voting by use of ballots at the meeting.
3. The Company had arranged the services of CDSL for extending the facility of remote e-voting to the Members of the Company from 18th September, 2017 (from 9.00 A.M.) to 20th September, 2017 (upto 5.00 P.M.). The remote e-voting results were unblocked by me on 21st September, 2017 in the presence of two witnesses.
4. At the 18th AGM of the Company held on 21st September, 2017, the Chairman announced a Poll through Ballot to facilitate the Members present in the Meeting who have not exercised remote e-voting facility earlier, for exercising their right through the Ballot available at AGM venue.
5. I have rendered Scrutinizer's Report separately on the remote e-voting and on use of ballots at the Meeting and I hereby submit Consolidated Report of Scrutinizer pursuant to Rule 20(4)(xii) on all the resolutions contained in the Notice of the aforesaid AGM.

The consolidated results of voting are as under:

ORDINARY BUSINESS:

(1) As an Ordinary Resolution-Item no. 1

Adoption of Audited Financial Statements, Report of Directors and Auditors for the year ended March 31, 2017.



A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text "Ajay K. Agora" at the top, "CP 993" in the center, and "Company Secretary" at the bottom.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Membe rs	No. of shares/Vo tes
Detail of voting	28	9651589	27	9651549	1	40	9	402
% to total valid votes				99.9996%		0.0004%		

(2) As an Ordinary Resolution-Item no. 2

Reappointment of Mr. H. D. Ramsinghani (DIN 00035416) Director who retires by rotation.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	23	9643463	22	9643423	1	40	9	402
% to total valid votes				99.9996%		0.0004%		

(3) As an Ordinary Resolution-Item no. 3

Appointment of Statutory Auditors M/s. Khandelwal and Mehta LLP, Chartered Accountants.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	27	9651489	26	9651449	1	40	9	402
% to total valid votes				99.9996%		0.0004%		

A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text "Alay K. Agora" at the top, "CP/993" in the center, and "Company Secretary" at the bottom.

SPECIAL BUSINESS:

4) As an Ordinary Resolution-Item no. 4

Approval of remuneration of Cost Auditors.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	27	9651489	26	9651449	1	40	9	402
% to total valid votes				99.9996%		0.0004%		

(5) As Special Resolution-Item no. 5

Appointment of Mr. S. S. Arora as Whole Time Director w.e.f. 01/06/2017.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	25	9437738	24	9437698	1	40	9	402
% to total valid votes				99.9996%		0.0004%		



A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text "Ajay K. Arora" at the top, "CP 993" in the center, and "Company Secretary" at the bottom.

Based on the above details of votes cast, the Chairman may declare the result.

6. I hereby confirm that the electronic data, registers and all other relevant records related to remote e-voting and poll is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman consider, approves and signs the minutes of the AGM.

Thanking you,

Yours Sincerely,



Ajay K Arora
Company Secretary in Practice
CP No. 993
FCS No. 2191
Date: 22-09-2017
Place : Chandigarh

Note: This report is based on the votes casted in through remote E-Voting and Poll. 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.