

RAINBOW DENIM LTD.

CIN: L18101PB1999PLC022452
51-52, Free Press House
215, Nariman Point,
Mumbai - 400 021. India
Te. : +91-22-22833355, 22834182
Fax : +91-22-22049946
Email : rainbow@rainbowdenim.com
Website : www.rainbowdenim.com

Ref : RDL/PJ/325
Date : September 20, 2018

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

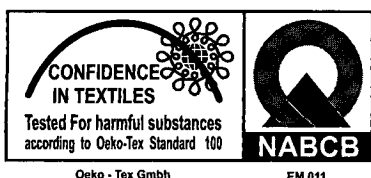
As per Regulation 44(3) of the SEBI (LODR) Regulations, 2015, we are enclosing herewith the details of the voting for the business transacted at the 19th Annual General Meeting of the Company along with Report of Scrutinizer.

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

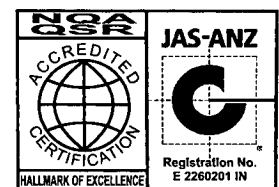
Yours faithfully,
For **RAINBOW DENIM LIMITED**


H. D. RAMSINGHANI
CHAIRMAN
DIN : 00035416

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

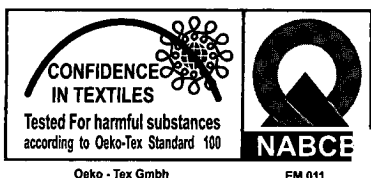
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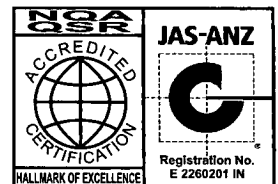
ANNEXURE

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

Sr. No.	Particulars	
1.	Date of the 19th Annual General Meeting	Tuesday, 18th Day of September, 2018
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	11th September, 2018 was cut-off date for reckoning the voting rights of the shareholders. Total number of Shareholders : 14236
4.	Mode of Voting	E Voting - From 9.00 am on 15th September, 2018 to 5.00 pm on 17th September, 2018. Poll - Conducted at the Meeting on 18th September, 2018
5.	Number of Shareholders present at the Meeting either in person or proxy or Corporate Representation	Promoter - 8 Public - 23 Total - 31
6.	Number of Shareholders attended the meeting through Video Conferencing	No Video Conferencing facility was provided.



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ISO 14001 : 96 Registered company

Details of Agenda:

RESOLUTION 1

To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2018 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		9435847	97.784	9435847	Nil	100	Nil
	Poll		65349	0.677	65349	Nil	100	Nil
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total	9649638	9501196	98.461	9501196	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		11022	0.366	10902	120	98.911	1.088
	Poll		466	0.015	331	135	71.030	28.969
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total	3009945	11488	0.381	11233	255	97.780	2.219
Total		13283743	9512684	71.611	9512429	255	99.997	0.003

NOTE : No. of Invalid Votes : Seven Votes for 22 Shares

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



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 : Yes

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		NIL	N A	N A	N A	N A	N A
	Poll		NIL	N A	N A	N A	N A	N A
	Postal Ballot (if applicable)		N A	N A	N A	N A	N.A.	N A
	Total	9649638	NIL	N A	N A	N A	N A	N A
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		11022	0.366	10902	120	98.911	1.089
	Poll		466	0.015	331	135	71.030	28.969
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total	3009945	11488	0.381	11233	255	97.780	2.219
Total		13283743	11488	0.086	11233	255	97.780	2.219

NOTE : No. of Invalid Votes : Seven Votes for 22 Shares

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



RESOLUTION 3

Appointment of M/s. Khandelwal & Mehta LLP, Chartered Accountants (Registration Number W100084) as the Statutory Auditors to hold office from the conclusion of this Annual General Meeting up to the conclusion of the 24th Annual General Meeting.

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		9435847	97.784	9435847	Nil	100	Nil
	Poll		65349	0.677	65349	Nil	100	Nil
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total	9649638	9501196	98.461	9501196	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		11022	0.366	10902	120	98.911	1.088
	Poll		466	0.015	331	135	71.030	28.969
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total	3009945	11488	0.381	11233	255	97.780	2.219
Total		13283743	9512684	71.611	9512429	255	99.997	0.003

NOTE : No. of Invalid Votes : Seven Votes for 22 Shares

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



RESOLUTION 4

Ratification of the remuneration payable to M/s Pawan and Associates (Registration No. 101729), 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		9435847	97.784	9435847	Nil	100	Nil
	Poll		65349	0.677	65349	Nil	100	Nil
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total	9649638	9501196	98.461	9501196	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		11022	0.366	10902	120	98.911	1.088
	Poll		466	0.015	331	135	71.030	28.969
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total	3009945	11488	0.381	11233	255	97.780	2.219
Total		13283743	9512684	71.611	9512429	255	99.997	0.003

NOTE : No. of Invalid Votes : Seven Votes for 22 Shares

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



RESOLUTION 5

Continuation of Mr D. N. Singh (DIN 00021741) as an Independent Director for the remaining term.

Resolution required : Special

Mode of Voting : Poll / E-voting

Whether Promoters/Promoter Group No
Are interested in the Resolution : Mr D. N. Singh, 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		9435847	97.784	9435847	Nil	100	Nil
	Poll		65349	0.677	65349	Nil	100	Nil
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total	9649638	9501196	98.461	9501196	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		11022	0.366	10902	120	98.911	1.088
	Poll		466	0.015	331	135	71.030	28.969
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total	3009945	11488	0.381	11233	255	97.780	2.219
Total		13283743	9512684	71.611	9512429	255	99.997	0.003

NOTE : No. of Invalid Votes : Seven Votes for 22 Shares

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

For RAINBOW DENIM LIMITED


H. D. RAMSINGHANI
CHAIRMAN
DIN : 00035416



Place : Mumbai
Date : 20/09/2018

AJAY K. ARORA
LL.B., FCS

GST : 04ADSPA8498H1Z3

A. ARORA & CO.

Company Secretaries

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,
The Chairman,
Rainbow Denim Limited

19th Annual General Meeting of the Equity Shareholders of Rainbow Denim Limited held on Tuesday, the 18th September, 2018 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 19th Annual General Meeting (AGM) of the Equity Shareholders of Rainbow Denim Limited held on 18th September, 2018 at 10.00 A.M. at the Registered Office of the Company at Village Chaundheri, P O Dappar, Tehsil Derabassi, District Mohali, Punjab – 140506.



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 19th 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 15th September, 2018 (from 9.00 A.M.) to 17th September, 2018 (upto 5.00 P.M.). The remote e-voting results were unblocked by me on 18th September, 2018 in the presence of two witnesses.
4. At the 19th AGM of the Company held on 18th September, 2018, 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, 2018.

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	30	9512684	27	9512429	3	255	7	22
% to total valid votes				99.997%		0.003%		

Ajay K. Arora
Company Secretary
CP 1993

(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/Votes
Detail of voting	18	11488	15	11233	3	255	7	22
% to total valid votes				97.78%		2.22%		

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

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

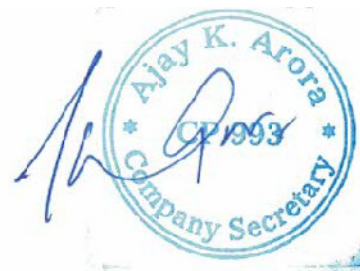
Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/Votes
Detail of voting	30	9512684	27	9512429	3	255	7	22
% to total valid votes				99.997%		0.003%		

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/Votes
Detail of voting	30	9512684	27	9512429	3	255	7	22
% to total valid votes				99.997%		0.003%		



Ajay K. Arora
CP 1993
Company Secretary

(5) As Special Resolution-Item no. 5

Continuation of Mr. D. N. Singh (DIN: 00021741) as an Independent Director for the remaining term.

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	30	9512684	27	9512429	3	255	7	22
% to total valid votes				99.997%		0.003%		

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: 20-09-2018
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.