September 1, 2023

To,
The Department of Corporate Services;
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Script Code: 538119

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 – Preferential Issue

Dear Sir/ Madam,

With reference to the captioned subject and in compliance with the Regulation 30 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, this is to inform you that the Board of Directors of Company at its Meeting held today i.e., on Friday, September 01, 2023 at 11:00 AM and concluded at 15:00 PM, *inter alia* has considered and approved;

1. Approved to create, issue, offer and allot upto 2,00,00,000 (Two Crore) warrants each convertible into, or exchangeable for, 1 (one) fully paid up equity share of the Company, having a face value of Rs. 2.00/- (Rupee Two only) within the period of 18 (eighteen months) in accordance with the applicable laws ("Warrants") at a price of Rs. 32/- (Rupees Thirty Two only) each (including the warrant subscription price and the warrant exercise price) aggregating upto Rs. 64,00,00,000 (Rupees Sixty Four Crore Only) to Non-Promoter/Public Category Shareholder of the Company (as listed in Annexure I here in) by way of preferential issue in accordance with the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, as amended ("Act") read with Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014 as amended ("Rules"), Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (LODR) Regulations, 2015 and such other acts /rules/regulations as may be applicable and subject to necessary approval of the members of the Company at the Annual General Meeting and other regulatory authorities, as maybe applicable ("Warrants Issue"). Upon issue of Warrants in accordance herewith, an amount equivalent to 25% (twenty five per cent) of the total issue size shall be called upfront from the proposed allottee.

Details relating: To issue of warrants as required under Regulation 30 of the SEBI (LODR) Regulation, 2015 read with SEBI circular dated September 9, 2015, bearing reference No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 ("SEBI Circular'), are provided in "Annexure A".

Please take the same on your records and suitably disseminate to all concerned.

Thanking You,
Yours Faithfully,
For, R & B Denims Limited

Jyoti Arun Agarwal

Digitally signed by Jyoti Arun Agarwal
DN: cn=Jyoti Arun Agarwal, c=IN, st=Gujarat, o=Personal, title=5352, serialNumber=72ecd363e8f0240d7f478a999e0b49e6f33aa189a0046c29cb9caba2cc5691b1
Date: 2023.09.01 15:48:49 +05'30'

Jyoti Agarwal
Company Secretary
M. No. F-6250

Annexure A

The details relating to issuance of warrants as required under Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular dated July 13, 2023 are as under:

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Details</th></tr>
<tr><td>1</td><td>Type of securities proposed to be issued (viz. Equity shares, convertibles etc.)</td><td>Convertible Equity Warrants carrying a right to subscribe 1(one) Equity Share per warrant on making full payment within Period of 18 Months.</td></tr>
<tr><td>2</td><td>Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)</td><td>Preferential allotment on a private placement basis in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") and other applicable laws.</td></tr>
<tr><td>3</td><td>Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)</td><td>Up to 2,00,00,000 (“Two Crore Only”) Warrants each convertible into or exchangeable for 1(one) fully paid up equity shares of the Company having face value of Rs. 2/- each at a Price (including the warrant subscription price and the warrant exercise price) of Rs.32/- (Rupees Thirty Two Only) each payable in cash (“Warrants issue Price”) aggregating Upto Rs. 64,00,00,000 (Sixty Four Crore only)

The price of the warrants has been determined in accordance with the ICDR Regulations. The preferential issue will be undertaken for cash consideration.

An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of Warrant(s).</td></tr>
<tr><td>4</td><td>In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):</td><td>As under</td></tr>
<tr><td></td><td>i. Name of Investors</td><td>As per Annexure I</td></tr>
<tr><td></td><td>ii. Post allotment of securities- outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors</td><td>The details of securities prior to and after the proposed preferential allotment, are as under

Post Allotment of Securities-Outcome of the Subscription:

<table>
<tr><th>Sr. No.</th><th>Category Shareholder</th><th>Pre-Preferential Issue</th><th>%</th><th>Post-Preferential Issue**</th><th>%</th></tr>
<tr><td>1.</td><td>Promoter & Promoter Group</td><td>5,16,33,390</td><td>73.79</td><td>5,16,33,390</td><td>57.39</td></tr>
<tr><td>2.</td><td>Public</td><td>1,83,40,050</td><td>26.21</td><td>3,83,40,050</td><td>42.61</td></tr>
<tr><td colspan="2">TOTAL</td><td>6,99,73,440</td><td>100.00</td><td>8,99,73,440</td><td>100.00</td></tr>
</table>
</td></tr>
<tr><td></td><td>iii. in case of convertibles -</td><td>The tenure of the warrants shall not exceed 18 (eighteen) months from the date of allotment. Each warrant shall carry a right to subscribe 1 (one) Equity</td></tr>
</table>

		intimation on conversion of securities or on lapse of the tenure of the instrument;	Share per warrant, which may be exercised in one or more tranches during the period commencing from allotment of warrants until the expiry of 18(eighteen) months from the date of allotment of the warrants. In the event that, a warrant holder does not exercise the warrants within a period of 18 (Eighteen) months from the date of allotment of Such warrants, the unexercised warrants shall lapse and the amount paid by the warrants holders on such warrants shall stand forfeited by the Company.
	iv.	Issue Price	At an issue price of Rs.32/- for each warrant to be converted in to one equity share, being price higher than price determined as on relevant date in accordance with the provisions of Chapter V of SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard
	v.	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable

*****The Post preferential issue shareholding is calculated assuming full exercise of Warrants and consequent allotment of the Equity Shares of the Company.***

Annexure I

Sr. No.	Name of Proposed Allottees	Category of Allottee	No of Convertible Warrants proposed to be issued
1.	Komal Malaykumar Bhow	Public-Non-Institutional-Individual	10,00,000
2.	Komal Projects LLP	Public-Non-Institutional-LLP	10,00,000
3.	Komalay Investrade Private Limited	Public-Non-Institutional-Body Corporate	20,00,000
4.	Malay R. Bhow HUF	Public-Non-Institutional-HUF	10,00,000
5.	Malay Rohitkumar Bhow	Public-Non-Institutional-Individual	10,00,000
6.	Nilaben Rohitkumar Bhow	Public-Non-Institutional-Individual	10,00,000
7.	Rohit Shantilal Bhow HUF	Public-Non-Institutional-HUF	10,00,000
8.	Rohitkumar Shantilal Bhow	Public-Non-Institutional-Individual	10,00,000
9.	Viral Malaybhai Bhow	Public-Non-Institutional-Individual	10,00,000
10.	Deven M Shah	Public-Non-Institutional-Individual	40,00,000
11.	Dhiren Mahendrakumar Shah	Public-Non-Institutional-Individual	40,00,000
12.	Kripalsinh Parmar	Public-Non-Institutional-Individual	20,00,000