Innovation and Sustainability



## R & B DENIMS LIMITED

# 2025 ANNUAL REPORT



**Feel The Finest Growth,**
**Embrace the Finest Flourish.**

For More Information
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# ABOUT THE COMPANY

As one of the largest vertically integrated denim manufacturers in the world, R&B Denims produces over 30 million meters of denim annually. Our expansive capabilities allow us to meet a diverse range of needs, from bulk orders to unique, custom projects. At R&B Denims, innovation and sustainability go hand-in-hand, creating a future-focused company that meets today's demands while protecting tomorrow's world.

Founded in 2012, R&B Denims is a trailblazer in India's denim industry, proudly being the first to begin production in Surat—the polyester hub of the country. Drawing inspiration from the rhythmic process of creating iconic blue indigo denim, our brand is built on the motto: **"Rhythm & Blue"**.

We are committed to innovation and excellence. With continuous growth and upgrades, we deliver premium-quality denim that resonates with both domestic and international markets. Our goal? To consistently provide the highest standards in denim production—every meter, every time.


















# MANAGEMENT TEAM



**Amit Dalmia**
**Chairman & Managing Director**

Mr. Amit Dalmia is the Chairman and Managing Director, as well as a founding member of our company. He holds a bachelor's degree in commerce from South Gujarat University and brings over 20 years of experience in the textile industry. His deep industry knowledge and strategic vision have been instrumental in shaping the company's reputation and growth in a highly competitive market. He plays a key role in overseeing the manufacturing process, strategic planning, and business development, consistently driving innovation and excellence across the organization.

**Rajkumar Mangilal Borana**
**Executive Director**



Mr. Rajkumar Mangilal Borana is the Executive Director and one of the founding members of our company. He holds a bachelor's degree in commerce from South Gujarat University and has over two decades of experience in the textile and paper industries. With a strong entrepreneurial background and deep industry insight, he has been a key driver of the company's growth since its inception. He plays an active role in financial planning, business development, and procurement, contributing to the company's strategic vision and long-term success.



**Deepak Dalmia**
**Whole-time Director**

Mr. Deepak Dalmia is the Whole-time Director and a founding member of our company. He holds a bachelor's degree in commerce from the University of Pune and brings over 18 years of experience in the textile industry and corporate management. He plays a vital role in overseeing the overall operations and strategic direction of the company. His strong leadership and hands-on approach to management continue to contribute significantly to the company's stability, efficiency, and growth.

**Ankur Mangilal Borana**
**Executive Director**



Mr. Ankur Mangilal Borana is the Executive Director and a founding member of our company. He has completed his Higher Secondary education from the Gujarat Secondary Education Board, Gandhinagar, and brings over 18 years of experience in the textile industry and corporate management. He plays an active role in the overall management and day-to-day operations of the company. His dedication and leadership have been integral to the company's consistent performance and long-term growth.



**Nirmit Dalmia**
**Whole-time Director**

Mr. Nirmit Dalmia is the Whole-time Director of the company. He holds a BSc (Honours) degree in Economics from the University of Warwick, United Kingdom. As a young and dynamic professional, Mr. Dalmia brings a fresh perspective and innovative thinking to the organization. His ability to approach challenges from new angles contributes to creative solutions and breakthrough ideas, complementing the company's strategic goals and long-term vision.

**Anita Pankaj Jain**
**Non-Executive & Independent Director**

Mrs. Anita Pankaj Jain is a Non-Executive & Independent Woman Director of our company. She is having around 6 years of experience in the textile industry and has been appointed as a Non- Executive & Independent Director on the Board of Directors of our company w.e.f. July 23, 2018. Her wide experience in the textile industry is valuable to us.





**Krishna Omprakash Agarwal**
**Non-Executive & Independent Director**

Mr. Krishna Omprakash Agarwal is a Non-Executive & Independent Director of our company. He is a Chartered Accountant having expertise in Internal Audit and Taxation Matters, System Audit, Bank Audit, GST Audit, Advisory Services to Corporate Body, Assurance & Accounting Indirect Taxation. He has been appointed as a Non- Executive & Independent Director on the Board of Directors of our company w.e.f. September 01, 2023. His wide experience and expertise in the accounts and taxation is valuable to us.

**Kanav Sham Sunder Arora**
**Non-Executive & Independent Director**

Mr. Kanav Sham Sunder Arora is a Non-Executive & Independent Director of our company. He holds bachelor's degree in engineering and has experience in textile business with overall management of affairs of a corporate and possess knowledge for technical aspects. He has been appointed as a Non- Executive & Independent Director on the Board of Directors of our company w.e.f. September 01, 2023.





**Arvind Kumar Rathi**
**Non-Executive & Independent Director**

Mr. Arvind Kumar Rathi is a Non-Executive & Independent Director of our company. He has completed Bachelor of Commerce with specialization in Accounting from Jainarayan Vyas University Jodhpur, Rajasthan in 2006. He has accomplished degree of Chartered Accountant and Company Secretary in 2011. He is an expert in the field of accountancy, finance, taxation and compliance and has experience of more than 10 years. He has been appointed as a Non- Executive & Independent Director on the Board of Directors of our company w.e.f. September 30. 2024..

**Nitika Abhishek Soni**
**Additional Director as Non-Executive & Independent Director**

Mrs. Nitika Abhishek Soni is an Additional Director in the capacity of Non-Executive & Independent Director of our company. She is an associate member of the Institute of Chartered Accountants of India. She is a Practicing Chartered Accountant since 2019. She has approximately 5 years of experience in finance industry. She has been appointed as an Additional Director in the capacity of Non-Executive & Independent Director on the Board of Directors of our company w.e.f. May 15, 2025.





**Parkin Khushmanbhai Jariwala**
**Chief Financial Officer**

Mr. Parkin Khushmanbhai Jariwala is the Chief Financial Officer of our company, appointed as on March 19, 2019. He holds bachelor's degree in commerce from Mumbai University. He is having wide experience of around 23 years in n Finance and Accounting. He takes care of the finance and accounting of our company.

# CHAIRMAN'S MESSAGE

**Dear Stakeholders,**

It gives me immense pleasure to address you as the Chairman of R & B Denims Limited. As one of the leading manufacturers of denim fabric in India, we take great pride in our journey—a journey built on innovation, quality, and a relentless pursuit of excellence.

Since our establishment, we have embraced a forward-thinking approach, constantly seeking innovation in both our business strategies and product offerings. We deeply comprehend the importance of intertwining the strands of innovation, responsibility, and collaboration to forge a brighter future in the present moment

In an ever-evolving global textile landscape, denim has remained a timeless symbol of style and durability. At R & B Denims, we have harnessed this timeless appeal by combining state-of-the-art technology with deep-rooted craftsmanship. Our vertically integrated operations and commitment to sustainable manufacturing enable us to deliver high-quality denim fabric to some of the most respected brands across the world.

The past year has been both challenging and transformational. Despite global uncertainties and shifting market dynamics, we remained resilient. We strengthened our operational efficiencies and expanded our design capabilities to stay ahead of trends. More importantly, we reaffirmed our commitment to ethical practices, environmental responsibility, and inclusive growth.

In line with our vision for growth and value creation, I am proud to share that we have recently forayed into the garmenting segment. This strategic expansion marks a significant milestone for R & B Denims, allowing us to move closer to the end consumer, offer complete denim solutions, and unlock greater efficiencies across our value chain. By integrating fabric manufacturing with garment production, we are not only enhancing our product offerings but also reinforcing our commitment to quality, design, and speed-to-market.

Our success is driven by the unwavering trust of our stakeholders—customers, employees, partners, and shareholders. I thank each of you for your continued confidence in R & B Denims. Looking ahead, we are focused on driving sustainable growth, fostering innovation, and enhancing value for all our stakeholders.

As we step into this new chapter, we remain committed to building a stronger, more diversified, and sustainable business. We are excited about the opportunities ahead and look forward to driving value and impact in the years to come.

**Best Regards,**

**Sd/-**
**Amit Dalmia**
**Chairman & Managing Director**

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

| | |
|---|---|
| Mr. Amit Dalmia | Chairman & Managing Director |
| Mr. Rajkumar Mangilal Borana | Executive Director |
| Mr. Deepak Dalmia | Whole-time Director |
| Mr. Ankur Mangilal Borana | Executive Director |
| Mr. Nirmit Dalmia | Whole-time Director |
| Mrs. Anita Pankaj Jain | Non-Executive Independent Director |
| Mr. Kanav Sham Sunder Arora | Non-Executive Independent Director |
| Mr. Krishna Omprakash Agarwal | Non-Executive Independent Director |
| Mr. Arvind Kumar Rathi | Non-Executive Independent Director |
| Mrs. Nitika Abhishek Soni | Additional Independent Director |

## COMPANY SECRETARY & COMPLIANCE OFFICER
CS Sujata Chirag Dudharejiya

## CHIEF FINANCIAL OFFICER
Parkin Khushmanbhai Jariwala

## STATUTORY AUDITOR
R P R & Co.
Chartered Accountants
9001, World Trade Center, Near Udhna Darwaja, Ring Road, Surat-395002
Email: rpr@rprandco.com
Ph. No. 0261- 3591630

## REGISTRAR& TRANSFER AGENT
Bigshare Services Private Limited
Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai-400093
Email: info@bigshareonline.com
Ph. No.: 022 62638200
Tele Fax: 022 62638299

## REGISTERED OFFICE
Block No. 467, Sachin Palsana Road,
Palsana, Surat-394315
Ph. No.: 9601281648
Email: info@rnbdenims.com
Website: www.rnbdenims.com
CIN: L17120GJ2010PLC062949

## 15TH ANNUAL GENERAL MEETING
**Date:** 11th August, 2025
**Time:** 11.30 AM.
**Venue:** Registered Office: Block No. 467, Sachin Palsana Road, Palsana, Surat-394315

## AUDIT COMMITTEE

| | |
|---|---|
| Krishna Omprakash Agarwal | - Chairman |
| Kanav Sham Sunder Arora | - Member |
| Arvind Kumar Rathi | - Member |
| Amit Dalmia | - Member |

## NOMINATION & REMUNERATION COMMITTEE

| | |
|---|---|
| Anita Pankaj Jain | - Chairperson |
| Kanav Sham Sunder Arora | - Member |
| Krishna Omprakash Agarwal | - Member |
| Arvind Kumar Rathi | - Member |
| Nitika Abhishek Soni | - Member |

## STAKEHOLDER'S RELATIONSHIP COMMITTEE

| | |
|---|---|
| Anita Pankaj Jain | - Chairperson |
| Amit Dalmia | - Member |
| Krishna Omprakash Agarwal | - Member |

## CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

| | |
|---|---|
| Amit Dalmia | - Chairperson |
| Ankur Mangilal Borana | - Member |
| Anita Pankaj Jain | - Member |

## BANKER TO THE COMPANY
The Cosmos Co-op Bank Ltd
Axis Bank Limited

**ISIN:** INE012Q01021
**BSE Code:** 538119

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# NOTICE OF 15TH ANNUAL GENERAL MEETING

Notice is hereby given that the 15th Annual General Meeting of the members of R & B Denims Limited ('the Company') will be held on Monday, the 11th day of August, 2025 at the registered office of the company situated at Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat at 11:30 AM IST to transact the following businesses:

## ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the company for the financial year ended on 31st March, 2025, together with the Reports of the Board of Directors and Auditors' thereon.

   *To consider and if thought fit, to pass, with or without modification(s), the following resolution as an* ***Ordinary Resolution*****:**

   **"RESOLVED THAT** the Audited Standalone and Consolidated Balance Sheet, Profit & Loss Account and Cash Flow Statement together with accounting policies and notes forming part of the accounts for the year ended 31st March, 2025 along with the Auditors' Report and Directors' Report, be and are hereby considered, adopted and approved."

2. To appoint a director in place of Mr. Amit Dalmia, Managing Director (DIN:00034642), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

   *To consider and if thought fit, to pass, with or without modification(s), the following resolution as an* ***Ordinary Resolution*****:**

   **"RESOLVED THAT** in accordance with the provision of Section 152(6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Amit Dalmia, Managing Director (DIN:00034642) who retires by rotation at this annual general meeting, be and is hereby reappointed as Managing Director of the company, liable to retire by rotation."

3. To appoint a director in place of Mr. Ankur Mangilal Borana, Executive Director (DIN:01091164), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

   *To consider and if thought fit, to pass, with or without modification(s), the following resolution as an* ***Ordinary Resolution*****:**

   **"RESOLVED THAT** in accordance with the provision of Section 152(6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Ankur Mangilal Borana, Executive Director (DIN:01091164) who retires by rotation at this annual general meeting, be and is hereby reappointed as Executive Director of the company, liable to retire by rotation."

## SPECIAL BUSINESSES:

4. To ratify the remuneration of Cost Auditor for the financial year 2025-26.

   *To consider and if thought fit, to pass with or without modification(s), the following Resolution as an* ***Ordinary Resolution:***

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the recommendation of the Audit Committee and approval of the Board of Directors, the remuneration, as set out in the statement annexed to the notice convening this meeting, to be paid to the **M/s V.M. Patel & Associates, Practising Cost Accountants (Firm Registration No. 101519)** appointed by the Board of Directors of the company, to conduct the audit of cost records of the company for the financial year 2025-26, be and is hereby ratified."

5. To approve appointment of Mr. Bhaveshkumar Arjunkumar Rawal as the Secretarial Auditor of the company.

   *To consider and if thought fit, to pass with or without modification(s), the following Resolution as an* ***Ordinary Resolution:***

   **"RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014, and Regulation 24A(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s), variation(s) or re-enactment thereof for the time being in force), Mr. Bhaveshkumar Arjunkumar Rawal, Company Secretary in Practice, Surat (FCS 8812; CP No. 10257), and a Peer Reviewed Company Secretary, be and is hereby appointed as the Secretarial Auditor of the company, for performing audit of the company's secretarial records for the financial year beginning from 1st April, 2025, for a period of one term of five consecutive years, that will conclude on 31st March, 2030, at such remuneration plus applicable taxes thereon and such increase in audit fees till the conclusion of their term, plus reimbursement of actual out of pocket and travelling expenses, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the company and the Secretarial Auditor.

   **RESOLVED FURTHER THAT** any one Director and/or Company Secretary of the company be and are hereby severally authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to sign and execute all necessary documents, applications, returns, e-forms and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

6. To consider and approve related party transactions.

   *To consider and if thought fit, to pass with or without modification(s), the following Resolution as an* ***Ordinary Resolution****:*

   "**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 188 of the Companies Act, 2013 ("Act") read with rules made there under, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the company's policy on related party transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis the approval and recommendation of the Audit Committee and the Board of Directors of the company, the approval of the members of the company be and is hereby accorded to the company to enter/continue to enter into related party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with entities falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing

Regulations, in the course of the business on such material terms and conditions as detailed in the below mentioned table, the explanatory statement and as may be mutually agreed between related parties and the company, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the company and in respect of transactions with related parties under Section 2(76) of the Act, are at arm's length basis.

**RESOLVED FURTHER THAT** consent of the members of the Company be and is hereby accorded to enter into and/or continue to enter into contract(s)/arrangement(s)/ transaction(s) with the parties, the details of which are tabled hereunder, on such terms and conditions as approved by the Board of Directors/Audit Committee of the company.

| Sr. No. | Name of Related Party | Type of Transaction | Amount (in Rs. Per annum) | Terms of Contract | Name of Interested person | Nature of relationship |
|---|---|---|---|---|---|---|
| 1. | RB Industries | Sale, Purchase or supply of goods and materials | Upto 1000.00 Crores | The company undertakes transaction of sale, purchase or supply of goods in the normal course of business of amount not exceeding Rs. 1000 crores on terms and conditions that are generally prevalent in the industry segments that the company operates in. | Mr. Amit Dalmia, Chairman and Managing Director and Mr. Rajkumar Mangilal Borana, Executive Director | Subsidiary |
| | | Availing or rendering of any services | Upto 250.00 Crores | The company undertakes transaction of availing or rendering of any service in the normal course of business of amount not exceeding Rs. 250 crores on terms and conditions that are generally prevalent in the industry segments that the company operates in. | | |

| | | | | | | |
|---|---|---|---|---|---|---|
| 2. | Ricon Industries | Sale, Purchase or supply of goods and materials | Upto 500.00 Crores | The company undertakes transaction of sale, purchase or supply of goods in the normal course of business of amount not exceeding Rs. 500 crores on terms and conditions that are generally prevalent in the industry segments that the company operates in. | Mr. Amit Dalmia, Chairman and Managing Director, Mr. Deepak Dalmia, Whole-time Director, Mr. Rajkumar Mangilal Borana, Executive Director and Mr. Ankur Mangilal Borana, Executive Director | Subsidiary |
| | | Availing or rendering of any services | Upto 50.00 Crores | The company undertakes transaction of availing or rendering of any service in the normal course of business of amount not exceeding Rs. 50 crores on terms and conditions that are generally prevalent in the industry segments that the company operates in. | | |
| 3. | Ricon Textile Limited | Providing corporate guarantee in respect to loan taken by M/s. Ricon Textile Limited | Upto 70.00 Crores | The company undertakes transaction of providing corporate guarantee of amount not exceeding Rs. 70 crores in favour of bank for loan taken by M/s. Ricon Textile Limited, in the ordinary course of business and any other terms as may be decided by the Board of Directors at relevant time within the overall | Mr. Ankur Mangilal Borana, Executive Director and Mr. Nimrit Dalmia, Whole-time Director | Subsidiary |

| | | | | | | |
|---|---|---|---|---|---|---|
| | | | | limits approved by the members. | | |
| | | Sale, Purchase or supply of goods and materials | Upto 100.00 Crores | The company undertakes transaction of sale, purchase or supply of goods in the normal course of business of amount not exceeding Rs. 100 crores on terms and conditions that are generally prevalent in the industry segments that the company operates in. | | |

**RESOLVED FURTHER THAT** the Board of Directors of the company and the Audit Committee of the Board of Directors thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as maybe required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

7. To consider and approve related party transactions of subsidiaries.

*To consider and if thought fit, to pass with or without modification(s), the following Resolution as an* ***Ordinary Resolution****:*

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 188 of the Companies Act, 2013 ("Act") read with rules made there under, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the company's policy on related party transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis the approval and recommendation of the Audit Committee and the Board of Directors of the company, the approval of the members of the company be and is hereby accorded to the subsidiaries to enter/continue to enter into related party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with entities falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the course of the business on such material terms and conditions as detailed in the below mentioned table, the explanatory statement and as may be mutually agreed between related parties and the subsidiaries, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the subsidiaries and in respect of transactions with related parties under Section 2(76) of the Act, are at arm's length basis.

**RESOLVED FURTHER THAT** consent of the members of the company be and is hereby accorded to M/s. Ricon Textile Limited, subsidiary company, M/s. RB Industries, subsidiary and M/s. Ricon Industries, subsidiary to enter into and/or continue to enter into contract(s)/arrangement(s)/ transaction(s) with the parties, the details of which are tabled hereunder, on such terms and conditions as approved by the Board of Directors/Audit Committee of the company.

| Sr. No. | Name of Related Party | Type of Transaction | Amount (in Rs. Per annum) | Terms of Contract | Name of Interested person | Nature of relationship |
|---|---|---|---|---|---|---|
| 1. | RB Industries | Corporate guarantee in respect to loan taken by M/s. Ricon Textile Limited | Upto 70.00 crores | M/s. Ricon Textile Limited, subsidiary company undertakes transaction of availing corporate guarantee of amount not exceeding Rs. 70 crores in favour of bank for loan by itself, in the ordinary course of business and any other terms as may be decided by the Board of Directors at relevant time within the overall limits approved by the members. | Mr. Amit Dalmia, Chairman and Managing Director, Mr. Rajkumar Mangilal Borana, Executive Director, Mr. Ankur Mangilal Borana, Executive Director and Mr. Nirmit Dalmia, Whole-time Director | Subsidiaries of same holding company |
| 2. | Hojiwala Fabrics Private Limited | Corporate guarantee in respect to loan taken by M/s. Ricon Textile Limited | Upto 70.00 Crores | M/s. Ricon Textile Limited, subsidiary company undertakes transaction of availing corporate guarantee of amount not exceeding Rs. 70 crores in favour of bank for loan taken by itself, in the ordinary course of business and any | Mr. Kapil Hemantkumar Hojiwala, Director | Common Director |

| | | | | | | |
|---|---|---|---|---|---|---|
| | | | | other terms as may be decided by the Board of Directors at relevant time within the overall limits approved by the members. | | |
| | | Sale, Purchase or supply of goods and materials | Upto 50.00 Crores | M/s. Ricon Textile Limited, subsidiary company undertakes transaction of sale, purchase or supply of goods with M/s. Hojiwala Fabrics Private Limited in the normal course of business of amount not exceeding Rs. 50 crores on terms and conditions that are generally prevalent in the industry segments that the subsidiary company operates in. | | |
| 3. | Borana Weaves Limited | Sale, Purchase or supply of goods and materials | Upto 100.00 Crores | M/s. Ricon Textile Limited, subsidiary company undertakes transaction of sale, purchase or supply of goods with M/s. Borana Weaves Limited in the normal course of business of amount not exceeding Rs. 100 crores on terms and conditions that are generally | Mr. Ankur Mangilal Borana, Executive Director | Common Director |

| | | | | | | |
|---|---|---|---|---|---|---|
| | | | | prevalent in the industry segments that the subsidiary company operates in. | | |
| 4. | Bhagwati Syntex Private Limited | Sale, Purchase or supply of goods and materials | Upto 100.00 Crores | M/s. Ricon Industries, subsidiary undertakes transaction of sale, purchase or supply of goods with M/s. Bhagwati Syntex Private Limited in the normal course of business of amount not exceeding Rs. 100 crores on terms and conditions that are generally prevalent in the industry segments that the subsidiary company operates in. | Mr. Amit Dalmia, Chairman and Managing Director and Mr. Deepak Dalmia, Whole-time Director | Common Directors/ Partners |

**RESOLVED FURTHER THAT** the Board of Directors of the company, the Audit Committee of the Board of Directors thereof and the Board of Directors / management of the subsidiaries, be and are hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as maybe required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

8. To regularize appointment of Mrs. Nitika Abhishek Soni (DIN:10708045) as a Non-Executive Independent Director of the company.

*To consider and if thought fit, to pass with or without modification(s) the following* resolution *as a* ***Special Resolution:***

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, read with Schedule IV and any other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder including

Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and subject to such other laws, rules and regulations as may be applicable in this regard, and Articles of Association of the company and as recommended by Nomination and Remuneration Committee of the company, Mrs. Nitika Abhishek Soni (DIN:10708045) who was appointed as an Additional Director in the capacity of Non-Executive Independent Director by the Board of Directors of the company with effect from 15th May, 2025 pursuant to the provisions of section 161 of the Act, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, be and is hereby appointed by the approval of the shareholders, as a Non-Executive Independent Director of the company, not liable to retire by rotation, for a term of five consecutive years starting from 15th May, 2025 to 14th May, 2030 (both days inclusive).

**RESOLVED FURTHER THAT** any one Director and/or Company Secretary of the company be and are hereby severally authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to sign and execute all necessary documents, applications, returns, e-forms and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

For and on behalf of the Board of Directors
**R & B Denims Limited**

**Sd/-**
**Sujata Chirag Dudharejiya**
**Company Secretary**

**Date:** 11th July, 2025
**Reg. Office:** Block No. 467, Sachin Palsana Road, Palsana, Surat- 394315
**E-mail:** info@rnbdenims.com
**Website:** www.rnbdenims.com

**NOTES:**

a. The relevant explanatory statement pursuant to Regulation 36(3), 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 concerning the relevant business and pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts, relating to the special businesses to be transacted at the Annual General Meeting (the "meeting") is annexed hereto.

b. A member entitled to attend and vote at the annual general meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. The instrument appointing the proxy, duly completed, must be deposited at the company's registered office **not less than 48 hours before the commencement of the meeting** (on or before 09th August, 2025, 11:30 A.M. IST). A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. However, a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The Proxy holders shall provide his identity at the time of attending the meeting. A proxy form for the AGM is enclosed.

c. Pursuant to Section 113 of the Companies Act, 2013, corporate members intending to send their authorized representative to attend the meeting are requested to send to the company a certified copy of board resolution authorizing their representative to attend and vote on their behalf at the meeting.

d. Karta in case of HUF, partners/proprietors in case of firm attending and voting should affix the respective stamp of HUF or firm on the attendance sheet, polling paper or proxy form.

e. Pursuant to the provisions of section 148 of the Companies Act, 2013 and the Rules made thereunder, M/s V.M. Patel & Associates, Practising Cost Accountants (Firm Registration No. 101519) are appointed to conduct the audit of cost records of the company for the financial year 2025-26 by the board at the meeting held at 15th May, 2025, the remuneration set out in the statement annexed to the notice shall be ratified by the shareholders in the ensuing annual general meeting.

f. Relevant documents referred to in the above notice are open for inspection at the Registered Office of the company during the business hours on any working day (except Sunday and holidays) between 10:00 a.m. and 4:00 p.m. up to the date of the Annual General Meeting.

g. Members seeking any information/document as referred in the notice are requested to write to the company on or before 11th August, 2025 through email at info@rnbdenims.com. The same will be addressed by the company suitably.

h. Members/Proxy holders/Authorized representatives are requested to bring Attendance slip sent herewith, duly filled-in for attending the Annual General Meeting.

i. Members are requested to quote Folio/DPID number in all their correspondences.

j. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

k. The Register of Contracts & arrangements in which director are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

l. The shareholders are requested to direct change of address notifications and update details to their respective Depository Participant(s).

m. Equity shares of the company are under compulsory demat trading by all investors.

n. The Annual Report 2024-25, the Notice of the 15th AGM and instructions for e-voting along with the Attendance Slip and Proxy form, are being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participant(s), unless a member has requested for

a physical copy of documents. For members who have not registered their email addresses, a letter providing the web-link of the path of Annual Report on company's website is being sent by the permitted mode.

o. Members may note that the Notice of 15th AGM and Annual Report 2024-25 will also be available on the company's website at www.rnbdenims.com, on website of BSE Limited at www.bseindia.com and on the website of NSDL https://www.evoting.nsdl.com.

p. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication from the company electronically and quicker response to their queries to company's Registrar and Share Transfer Agent, Bigshare Services Private Limited, by clicking the link: https://www.bigshareonline.com/InvestorRegistration.aspx or company.

q. Members are requested to contact our Registrar and Transfer Agent for any query related to shares and other inquiry at following address:

**M/s. Bigshare Services Private Limited**
Office No. S6-2, 6th floor Pinnacle Business Park, next to Ahura Centre,
Mahakali Caves Road, Andheri (East) Mumbai - 400093, India.
Tel No: +91 22-62638200, Fax No: +91 22-62638299
Website:www.bigshareonline.com, E-Mail: info@bigshareonline.com
Please Quote Folio No. / DP ID & CL ID for any communication for your shareholding

r. The shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, passport, Aadhar card or driving license to enter the AGM hall.

s. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/reappointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules there under.

t. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on 04th August, 2025.

u. The route map of the venue of the Annual General Meeting is appended to this report. The prominent land mark near the venue is Bhagyashree Logistics, Palsana Road, Surat.

**v. Information and other instructions relating to e-voting are as under:**

I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by NSDL. The facility available for voting through polling paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise the right at the AGM through polling paper. Members who have already cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

II. If members are opting for remote e-voting, they shall not vote by polling paper and vice versa. However, in case members cast their vote both by polling paper and by remote e-voting, then voting done through remote e-voting shall prevail and voting done by polling paper will be treated as invalid.

III. Mr. Ranjit Binod Kejriwal, Practicing Company Secretary has been appointed to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Polling Paper, in a fair and transparent manner.

IV. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the cut-off date i.e. 04th August, 2025.

V. A person, whose name is recorded in the register of members as on the cut-off date, i.e. 04th August, 2025 only shall be entitled to avail the facility of remote e-voting / as well as voting through the Polling papers at the AGM. Any recipient of the notice, who has no voting rights as on the cut-off date, shall treat this notice as an intimation only.

VI. A person who has acquired the shares and has become a member of the company after the dispatch of the notice of the AGM and prior to the cut-off date i.e. 04th August, 2025 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the polling papers at the AGM by following the procedure mentioned in this part.

VII. The remote e-voting period will commence on Friday, 08th August, 2025 at 9.00 a.m. and will end on Sunday, 10th August, 2025 at 5.00 p.m. During this period, the members of the company holding shares as on the cut-off date i.e. 04th August, 2025, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be automatically disabled for voting thereafter.

VIII. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

IX. The Scrutinizer, after scrutinizing the votes cast at the meeting (polling paper) and through remote e-voting, will, not later than 2 working days of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the company. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the company. The results shall be communicated to the stock exchanges.

X. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e. 11th August, 2025

XI. **Instructions to Members for e-voting are as under:**

The remote e-voting period starts on Friday, 08th August, 2025 on open of working hours (i.e 9:00 hours) and ends on, Sunday, 10th August, 2025, on the close of working hours (i.e. 17:00 hours). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 04th August, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the company as on the cut-off date, being 04th August, 2025.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the company and becomes member of the company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 04th August, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.comor call on toll free no. 1800 1020 990 and 1800 224 430. In case of Individual Shareholders holding securities in demat mode who acquires shares of the company and becomes a member of the company after sending of the notice and holding shares as of the cut-off date i.e. 04th August, 2025 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

**Step 1: Access to NSDL e-Voting system**

**A. Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period<br>2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<br>4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.<br>**NSDL Mobile App is available on**<br>App Store Google Play<br>  |
| Individual Shareholders holding securities in | 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi |

| | |
|---|---|
| demat mode with CDSL | /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.<br>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.<br>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.comand click on login & New System Myeasi Tab and then click on registration option.<br>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

**B. Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:

https://www.evoting.nsdl.com/either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

| **Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical** | **Your User ID is:** |
|---|---|
| 1. For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID<br>For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******. |
| 2. For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12********** then your user ID is 12********** |
| 3. For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 134588 then user ID is 134588001*** |

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rbksurat@gmail.com with a copy marked to evoting@nsdl.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Sarita Mote at evoting@nsdl.com

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice**:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email info@rnbdenims.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@rnbdenims.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Please note the following:**

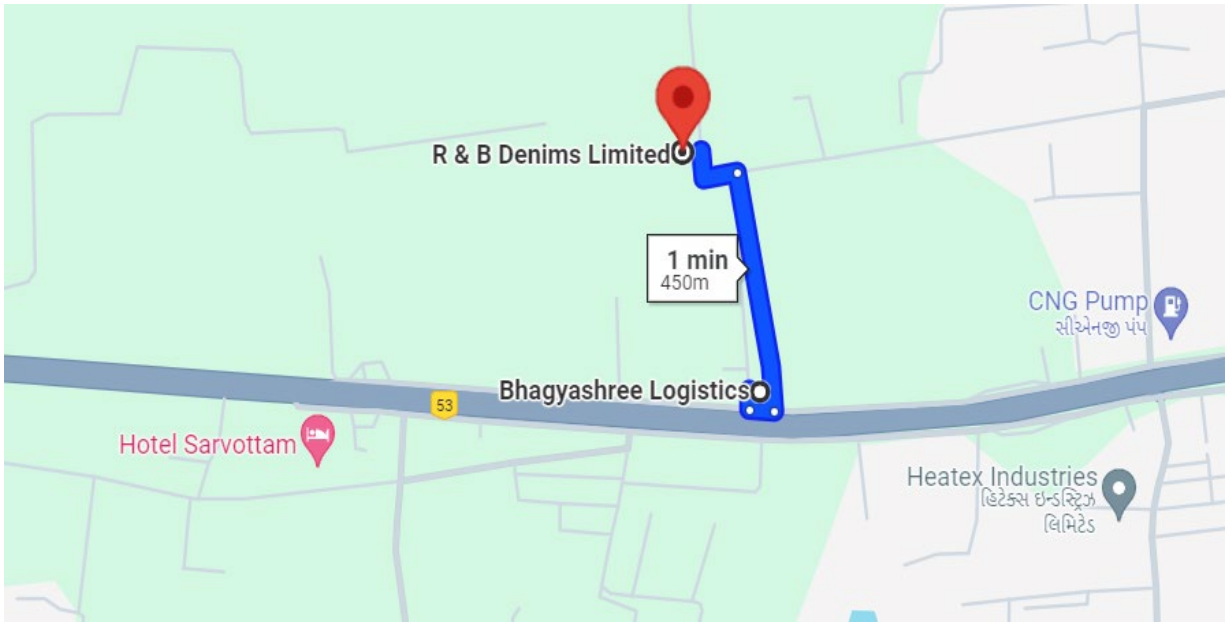
A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

**Other information:**

1. Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

## THE ROUTE MAP OF VENUE OF THE 15TH ANNUAL GENERAL MEETING OF THE COMPANY.



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

### Item No. 4

As per the provisions of Section 148 of the Companies Act, 2013 ('the Act') read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have an audit of its cost records conducted by a cost accountant in practice for products covered under the Companies (Cost Records and Audit) Rules, 2014.

The board, based on the recommendation of the Audit Committee, has approved the appointment of M/s V.M. Patel & Associates, Practising Cost Accountants (Firm Registration No. 101519) as the Cost Auditors to conduct the audit of the cost records of the company, for the financial year 2025-26, at a remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) plus applicable taxes and reimbursement of out of packet expenses, if any. In accordance with Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the company. Accordingly, the consent of the members is sought for passing an ordinary resolution as set out in item no. 4 of the notice for ratification of the remuneration payable to the Cost Auditors, for the financial year 2025-26.

The board commends ratification of remuneration of Cost Auditors, as set out in item no. 4 of the notice for approval by the members as an ordinary resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution.

### Item No. 5

Pursuant to the amendment notified in Regulation 24A by way of SEBI (LODR) (Third Amendment) Regulations, 2024, with effect from April 01, 2025, the company is required to appoint a Secretarial Auditor, who is a Peer Reviewed Company Secretary.

In accordance with the above regulation, and on the recommendation of the Audit Committee, the Board of Directors in their meeting held on 11th July, 2025 proposed to appoint Mr. Bhaveshkumar Rawal, Company Secretary in practice, (FCS: 8812, COP: 10257), who is a Peer Reviewed Company Secretary, as the Secretarial Auditor of the company, for performing Secretarial Audit of the company for a period of five consecutive years commencing from 01st April, 2025 till 31st March, 2030, at such remuneration plus applicable taxes thereon and such increase in audit fees till the conclusion of his term, plus reimbursement of actual out of pocket expenses, as recommended by the Audit committee and as may be mutually agreed between the Board and the Secretarial Auditor.

Mr. Bhaveshkumar Arjunkumar Rawal is a Practicing Company Secretary, providing secretarial consultancy services for more than 5 years. He has in-depth experience in various areas of legal practice, including corporate laws, listing compliances, secretarial management guidance & audit.

The Secretarial Auditor confirms that he holds a valid peer review certificate issued by the Institute of Company Secretaries of India and that he has not incurred any disqualifications as specified under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders is required for such appointment.

The proposed fees in connection with the secretarial audit shall be Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and other out-of-pocket expenses for financial year 2025-2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and

the secretarial auditor. In addition to the secretarial audit, Mr. Bhaveshkumar Arjunkumar Rawal shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

Accordingly, your directors recommend the ordinary resolution mentioned in item no. 5 of this notice for approval of the shareholders. None of the Directors or Key Managerial Personnel of the company or their relatives are considered to be interested or concerned in in passing the proposed resolution as set out in item no. 5.

## Item No. 6

Pursuant to the provisions of related party transaction under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including any amendments thereto, all related party transactions that exceeds Rs. 1000 Crore (Rupees One Thousand Crores Only) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower shall be termed as Material Related Party Transactions and shall require prior approval of shareholders.

In view of the above threshold for determining the material related party transactions, the company seeks the approval of the shareholders to approve entering into contracts/arrangements with related parties mentioned below wherein the estimated value of proposed transactions is likely to exceed the materiality thresholds and conditions mentioned in the resolution. All the contracts/arrangements and the transactions with "related parties" are reviewed and approved by the Audit Committee.

The details of transactions that require approval are given below:

| **SN** | **Description** | **Related Party 1** | |
|---|---|---|---|
| 1. | Name of the related party | M/s RB Industries | |
| 2. | Nature of relationship | Subsidiary | |
| 3. | Type and Particulars of the proposed transaction | Sale, Purchase or supply of goods and materials | Availing or rendering of any service |
| 4. | Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement | The company undertakes transaction of sale, purchase or supply of goods in the normal course of business of amount not exceeding Rs. 1000 crores on terms and conditions that are generally prevalent in the industry segments that the company operates in. | The company undertakes transaction of availing or rendering of any service in the normal course of business of amount not exceeding Rs. 250 crores on terms and conditions that are generally prevalent in the industry segments that the company operates in. |
| 5. | Tenure of the transaction | Contracts/arrangements with a duration upto 5 years | |
| 6. | Value of the proposed transaction | Upto Rs. 1000 crores | Upto Rs. 250 crores |
| 7. | Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT | Upto 272.64% of the consolidated turnover of the company.<br><br>Upto 770.59% of the standalone turnover of M/s. RB Industries, subsidiary of the company. | Upto 68.16% of the consolidated turnover of the company.<br><br>Upto 192.64% of the standalone turnover of M/s. RB Industries, subsidiary of the company. |

| | | | |
|---|---|---|---|
| | involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | | |
| 8. | Benefits of the proposed transaction | The business model of the company requires the company to enter into such transactions with the partnership firm. | |
| 9. | Details of the valuation report or external party report (if any) enclosed with the Notice | NOT APPLICABLE | |
| 10. | Name of the Director or Key Managerial Personnel, who is related or interested | Mr. Amit Dalmia, Chairman & Managing Director and Mr. Rajkumar Mangilal Borana, Executive Director. | |
| 11. | Additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given | NOT APPLICABLE | |
| 12. | Any other information that may be relevant | NIL | |
| **SN** | **Description** | **Related Party 2** | |
| 1. | Name of the related party | M/s Ricon Industries | |
| 2. | Nature of relationship [including nature of its interest | Subsidiary | |
| 3. | Type and Particulars of the proposed transaction | Sale, Purchase or supply of goods and materials | Availing or rendering of any service |
| 4. | Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement | The company undertakes transaction of sale, purchase or supply of goods in the normal course of business of amount not exceeding Rs. 500 crores on terms and conditions that are generally prevalent in the industry segments that the company operates in. | The company undertakes transaction of availing or rendering of any service in the normal course of business of amount not exceeding Rs. 50 crores on terms and conditions that are generally prevalent in the industry segments that the company operates in. |
| 5. | Tenure of the transaction | Contracts/arrangements with a duration upto 5 years | |
| 6. | Value of the proposed transaction | Upto Rs. 500 crores | Upto Rs. 50 crores |
| 7. | Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value | Upto 136.32% of the consolidated turnover of the company.<br><br>Upto 239.18% of the | Upto 13.63% of the consolidated turnover of the company.<br><br>Upto 23.91% of the standalone turnover of M/s. Ricon |

| | | | |
|---|---|---|---|
| | of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | standalone turnover of M/s. Ricon Industries, subsidiary of the company. | Industries, subsidiary of the company. |
| 8. | Benefits of the proposed transaction | The business model of the company requires the company to enter into such transactions with the partnership firm. | |
| 9. | Details of the valuation report or external party report (if any) enclosed with the Notice | NOT APPLICABLE | |
| 10. | Name of the Director or Key Managerial Personnel, who is related or interested | Mr. Amit Dalmia, Chairman and Managing Director, Mr. Deepak Dalmia, Whole-time Director, Mr. Rajkumar Mangilal Borana, Executive Director and Mr. Ankur Mangilal Borana, Executive Director. | |
| 11. | Additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given | NOT APPLICABLE | |
| 12. | Any other information that may be relevant | NIL | |
| **SN** | **Description** | **Related Party 3** | |
| 1. | Name of the related party | M/s Ricon Textile Limited | |
| 2. | Nature of relationship [including nature of its interest | Subsidiary | |
| 3. | Type and particulars of the proposed transaction | Providing corporate guarantee in favour of bank with respect to loan taken by M/s. Ricon Textile Limited | Sale, Purchase or supply of goods and materials |
| 4. | Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement | The company undertakes transaction of providing corporate guarantee of amount not exceeding Rs. 70 crores in favour of bank for loan taken by M/s. Ricon Textile Limited, in the ordinary course of business and any other terms as may be decided by the Board of Directors at relevant time within the overall limits approved by the members. | The company undertakes transaction of sale, purchase or supply of goods in the normal course of business of amount not exceeding Rs. 100 crores on terms and conditions that are generally prevalent in the industry segments that the company operates in. |
| 5. | Tenure of the transaction | Contracts/arrangements with a duration upto 7 years or till the loan subsist. | Contracts/arrangements with a duration upto 1 year i.e. FY 2025-26 |

| | | | |
|---|---|---|---|
| 6. | Value of the proposed transaction | Upto Rs. 70 crores | Upto Rs. 100 crores |
| 7. | Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | Upto 19.08% of the consolidated turnover of the company.<br><br>Upto 333.33% of the standalone turnover of M/s. Ricon Textile Limited, subsidiary of the company. | Upto 27.27% of the consolidated turnover of the company.<br><br>Upto 464.46% of the standalone turnover of M/s. Ricon Textile Limited, subsidiary of the company. |
| 8. | Benefits of the proposed transaction | The proposed corporate guarantee is in the best interest of the company as it will help M/s. Ricon Textile Limited, subsidiary company to avail credit facilities from banks and financial institutions for meeting its short-term working capital needs and ensuring smooth operations. | The business model of the company requires the company to enter into purchase and sales transaction with the subsidiary company. |
| 9. | Details of the valuation report or external party report (if any) enclosed with the Notice | Not Applicable | |
| 10. | Name of the Director or Key Managerial Personnel, who is related or interested | Mr. Ankur Mangilal Borana, Executive Director and Mr. Nirmit Dalmia, Whole-time Director. | |
| 11. | Additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given | Not Applicable | |
| 12. | Any other information that may be relevant | NIL | |

Except as mentioned above and their relatives, none of the Directors and Key Managerial Personnel of the company and their relatives is concerned or interested, financial or otherwise in the resolution set out at Item No. 6.

The board recommends the resolution set out at item no. 6 of the notice for approval of the members. This Explanatory Statement may also be regarded as a disclosure under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## Item No. 7

Pursuant to the provisions of related party transaction under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including any amendments

thereto, all related party transactions that exceeds Rs. 1000 Crore (Rupees One Thousand Crores Only) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower shall be termed as Material Related Party Transactions and shall require prior approval of shareholders. The listed entity shall also approve all Material the Related Party Transactions of its subsidiaries.

In view of the above threshold for determining the material related party transactions, the company seeks the approval of the shareholders to approve its subsidiaries for entering into contracts/arrangements with their related parties mentioned below wherein the estimated value of proposed transactions is likely to exceed the materiality thresholds and conditions mentioned in the resolution.

The details of transactions to be entered into by M/s. Ricon Textile Limited, subsidiary company, M/s. RB Industries, subsidiary and M/s. Ricon Industries Limited, subsidiary that require approval are given below:

| SN | Description | Related Party 1 |
|---|---|---|
| 1. | Name of the related party | M/s RB Industries |
| 2. | Nature of relationship | Subsidiaries of M/s. R & B Denims Limited, holding company |
| 3. | Type and Particulars of the proposed transaction | Corporate guarantee in favour of bank with respect to loan taken by M/s. Ricon Textile Limited |
| 4. | Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement | M/s. Ricon Textile Limited, subsidiary company undertakes transaction of availing corporate guarantee of amount not exceeding Rs. 70 crores in favour of bank for loan by itself, in the ordinary course of business and any other terms as may be decided by the Board of Directors at relevant time within the overall limits approved by the members. |
| 5. | Tenure of the transaction | Contracts/arrangements with a duration upto 7 years or till the loan subsist. |
| 6. | Value of the proposed transaction | Upto Rs. 70 crores |
| 7. | Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | Upto 19.08 % of the consolidated turnover of M/s. R & B Denims Limited, holding company.<br><br>Upto 325.06% of the standalone turnover of M/s. Ricon Textile Limited, subsidiary company.<br><br>Upto 53.94% of the standalone turnover of M/s. RB Industries, subsidiary. |
| 8. | Benefits of the proposed transaction | The proposed corporate guarantee will help M/s. Ricon Textile Limited, subsidiary of same holding company to avail credit facilities from banks and financial institutions for meeting its short-term working capital needs and ensuring smooth operations. |
| 9. | Details of the valuation report or external party | NOT APPLICABLE |

| | | | |
|---|---|---|---|
| | report (if any) enclosed with the Notice | | |
| 10. | Name of the Director or Key Managerial Personnel, who is related or interested | Mr. Amit Dalmia, Chairman & Managing Director, Mr. Rajkumar Mangilal Borana, Executive Director, Mr. Ankur Mangilal Borana, Executive Director and Mr. Nirmit Dalmia, Whole-time Director. | |
| 11. | Additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given | NOT APPLICABLE | |
| 12. | Any other information that may be relevant | NIL | |
| **SN** | **Description** | **Related Party 2** | |
| 1. | Name of the related party | M/s Hojiwala Fabrics Private Limited | |
| 2. | Nature of relationship [including nature of its interest | Common Director | |
| 3. | Type and Particulars of the proposed transaction | Corporate guarantee in favour of bank with respect to loan taken by M/s. Ricon Textile Limited. | Sale, Purchase or supply of goods and materials |
| 4. | Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement | M/s. Ricon Textile Limited, subsidiary company undertakes transaction of availing corporate guarantee of amount not exceeding Rs. 70 crores in favour of bank for loan taken by itself, in the ordinary course of business and any other terms as may be decided by the Board of Directors at relevant time within the overall limits approved by the members | M/s. Ricon Textile Limited, subsidiary company undertakes transaction of sale, purchase or supply of goods with M/s. Hojiwala Fabrics Private Limited in the normal course of business of amount not exceeding Rs. 50 crores on terms and conditions that are generally prevalent in the industry segments that the subsidiary company operates in. |
| 5. | Tenure of the transaction | Contracts/arrangements with a duration upto 7 years or till the loan subsist. | Contracts/arrangements with a duration upto 1 year i.e. FY 2025-26 |
| 6. | Value of the proposed transaction | Upto Rs. 70 crores | Upto Rs. 50 crores |
| 7. | Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated | Upto 19.08% of the consolidated turnover of M/s. R & B Denims Limited, holding company.<br><br>Upto 325.06% of the standalone turnover of M/s. Ricon Textile Limited, subsidiary company. | Upto 13.63% of the consolidated turnover of M/s. R & B Denims Limited, holding company.<br><br>Upto 232.23% of the standalone turnover of M/s. Ricon Textile Limited, subsidiary company. |

| | | | |
|---|---|---|---|
| | on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | | |
| 8. | Benefits of the proposed transaction | The proposed corporate guarantee will help M/s. Ricon Textile Limited, subsidiary of same holding company to avail credit facilities from banks and financial institutions for meeting its short-term working capital needs and ensuring smooth operations. | The business model of M/s. Ricon Textile Limited, subsidiary company requires to enter into such transactions with M/s. Hojiwala Fabrics Private Limited. |
| 9. | Details of the valuation report or external party report (if any) enclosed with the Notice | NOT APPLICABLE | |
| 10. | Name of the Director or Key Managerial Personnel, who is related or interested | Mr. Kapil Hemantkumar Hojiwala, Director. | |
| 11. | Additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given | NOT APPLICABLE | |
| 12. | Any other information that may be relevant | NIL | |
| **SN** | **Description** | **Related Party 3** | |
| 1. | Name of the related party | M/s Borana Weaves Limited | |
| 2. | Nature of relationship [including nature of its interest | Common Director | |
| 3. | Type and Particulars of the proposed transaction | Sale, Purchase or supply of goods and materials | |
| 4. | Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement | M/s. Ricon Textile Limited, subsidiary company undertakes transaction of sale, purchase or supply of goods with M/s. Borana Weaves Limited in the normal course of business of amount not exceeding Rs. 100 crores on terms and conditions that are generally prevalent in the industry segments that the subsidiary company operates in. | |
| 5. | Tenure of the transaction | Contracts/arrangements with a duration upto 1 year i.e. FY 2025-26. | |
| 6. | Value of the proposed transaction | Upto 100.00 Crores | |
| 7. | Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed | Upto 27.27% of the consolidated turnover of M/s. R & B Denims Limited, holding company.<br><br>Upto 464.46% of the standalone turnover of M/s. Ricon Textile Limited, subsidiary company. | |

| | | |
|---|---|---|
| | transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | |
| 8. | Benefits of the proposed transaction | The business model of M/s. Ricon Textile Limited, subsidiary company requires to enter into such transactions with M/s. Borana Weaves Limited. |
| 9. | Details of the valuation report or external party report (if any) enclosed with the Notice | NOT APPLICABLE |
| 10. | Name of the Director or Key Managerial Personnel, who is related or interested | Mr. Ankur Mangilal Borana, Executive Director. |
| 11. | Additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given | NOT APPLICABLE |
| 12. | Any other information that may be relevant | NIL |
| **SN** | **Description** | **Related Party 4** |
| 1. | Name of the related party | M/s Bhagwati Syntex Private Limited |
| 2. | Nature of relationship [including nature of its interest | Common Director/ Partner |
| 3. | Type and Particulars of the proposed transaction | Sale, Purchase or supply of goods and materials |
| 4. | Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement | M/s. Ricon Industries, subsidiary undertakes transaction of sale, purchase or supply of goods with M/s. Bhagwati Syntex Private Limited in the normal course of business of amount not exceeding Rs. 100 crores on terms and conditions that are generally prevalent in the industry segments that the subsidiary company operates in. |
| 5. | Tenure of the transaction | Contracts/arrangements with a duration upto 1 year i.e. FY 2025-26. |
| 6. | Value of the proposed transaction | Upto 100.00 Crores |
| 7. | Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally | Upto 27.27% of the consolidated turnover of M/s. R & B Denims Limited, holding company.<br><br>Upto 47.84% of the standalone turnover of M/s. Ricon Industries, subsidiary. |

| | | |
|---|---|---|
| | provided) | |
| 8. | Benefits of the proposed transaction | The business model of M/s. Ricon Industries, subsidiary requires to enter into such transactions with M/s. Bhagwati Syntex Private Limited. |
| 9. | Details of the valuation report or external party report (if any) enclosed with the Notice | NOT APPLICABLE |
| 10. | Name of the Director or Key Managerial Personnel, who is related or interested | Mr. Amit Dalmia, Chairman and Managing Director and Mr. Deepak Dalmia, Whole-time Director. |
| 11. | Additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given | NOT APPLICABLE |
| 12. | Any other information that may be relevant | NIL |

Except as mentioned above and their relatives, none of the Directors and Key Managerial Personnel of the company and their relatives is concerned or interested, financial or otherwise in the resolution set out at Item No. 7.

The board recommends the resolution set out at item no. 7 of the notice for approval of the members. This Explanatory Statement may also be regarded as a disclosure under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## Item No. 8

Pursuant to Section 161 of the Companies Act, 2013 and other applicable provisions and based on the recommendation of Nomination and Remuneration Committee ('NRC'), the Board, at its meeting held on 15th May, 2025 appointed Mrs. Nitika Abhishek Soni (DIN: 10708045) as an Additional Director in the capacity of Non-Executive Independent Director of the company to hold office only upto the date of this Annual General Meeting and subject to the approval of shareholders at the ensuing Annual General Meeting through a special resolution as a Non-Executive Independent Director of the company, not liable to retire by rotation, for a term of five consecutive years starting from 15th May, 2025 to 14th May, 2030 (both days inclusive).

The profile and specific areas of expertise of Mrs. Nitika Abhishek Soni and other relevant information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations') and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the Annexure to this Notice.

Mrs. Nitika Abhishek Soni, is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given the following:

(i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
(ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified for being appointed as director under subsection (2) of Section 164 of the Companies Act, 2013,
(iii) A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and under LODR Regulations.

(iv) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the company;

In the opinion of the Board, Mrs. Nitika Abhishek Soni fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the company and she is independent of the Management.

The Board noted that the background and experience of Mrs. Nitika Abhishek Soni are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

- Mrs. Nitika Abhishek Soni is an Associate Member of the Institute of Chartered Accountants of India (ICAI) and has been a Practicing Chartered Accountant since 2019. With around five years of experience in the finance and accounting sector, she has worked extensively in areas such as statutory audits, taxation, financial reporting, internal controls, and regulatory compliance.

- Her sound knowledge of corporate governance, risk management, and regulatory frameworks, along with her professional integrity and analytical skills, make her well-suited for the role of an Independent Director. She brings with her the ability to provide independent judgment and contribute meaningfully to the board's deliberations, particularly in matters related to finance, audit, and compliance.

The Board recommends the Special Resolution set out at item no. 8 for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than Mrs. Nitika Abhishek Soni for her respective appointment, is concerned or interested, financially or otherwise, in this resolution.

For and on behalf of the Board of Directors
**R & B Denims Limited**

**Sd/-**
**Sujata Chirag Dudharejiya**
**Company Secretary**

**Date:** 11th July, 2025
**Reg. Office:** Block No. 467, Sachin Palsana Road, Palsana, Surat- 394315
**E-mail:** info@rnbdenims.com
**Website:** www.rnbdenims.com

## ANNEXURE TO NOTICE

## DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING:

**(Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Companies Secretaries of India)**

1. **Mr. Amit Dalmia (DIN-00034642)** is proposed to be re-appointed as Managing Director, who is liable to retire by rotation and as per the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standards his details are as under:

| **Name of director** | **Mr. Amit Dalmia** |
|---|---|
| DIN | 00034642 |
| Date of birth | 27/08/1977 (47 years) |
| Qualification | H.S.C |
| Expertise in specific functional areas | More than 20 years of experience in the Textile Market and overall management of affairs of a corporate. |
| Terms and conditions of appointment/ reappointment | As per the resolution at item no. 2 of the notice convening this meeting, Mr. Amit Dalmia is liable to retire by rotation at the meeting and eligible for re-appointment |
| Remuneration last drawn | Rs. 1,50,000/- p.m. |
| Remuneration proposed | Rs. 1,50,000/- p.m. |
| Date of first appointment | 17/11/2010 |
| Relationship with Directors/ Key Managerial Personnel | Mr. Amit Dalmia is the brother of Mr. Deepak Dalmia, Whole-Time Director of the company.<br><br>Mr. Amit Dalmia is the father of Mr. Nirmit Dalmia, Whole-Time Director of the company. |
| Names of all listed entities in which the person also holds the directorship and the membership of committees of the board * | R & B Denims Limited:<br>a) Chairman & Managing Director<br>b) Member of Audit Committee<br>c) Member of Stakeholders Relationship Committee |
| No. of meetings of the board attended during the year | 14 |
| Listed entities from which the person has resigned in the past three years | NIL |

** Committees include Audit Committee and Stakeholders Relationship Committee*

2. **Mr. Ankur Mangilal Borana (DIN: 01091164)** is proposed to be re-appointed as Executive Director, who is liable to retire by rotation and as per the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standards his details are as under:

| **Name of director** | **Mr. Ankur Mangilal Borana** |
|---|---|
| DIN | 01091164 |
| Date of birth | 07/07/1980 (45 years) |
| Qualification | B. Com |
| Expertise in specific functional areas | More than 19 years of experience in the Textile Market and overall management of affairs of a |

| | |
|---|---|
| | corporate. |
| Terms and conditions of appointment/ reappointment | As per the resolution at item no. 3 of the notice convening this meeting, Mr. Ankur Mangilal Borana is liable to retire by rotation at the meeting and eligible for re-appointment |
| Remuneration last drawn | Rs. 1,50,000/- p.m. |
| Remuneration proposed | Rs. 1,50,000/- p.m. |
| Date of first appointment | 17/11/2010 |
| Relationship with Directors/ Key Managerial Personnel | Mr. Ankur Mangilal Borana is the brother of Mr. Rajkumar Mangilal Borana, Executive Director of the company. |
| Names of all listed entities in which the person also holds the directorship and the membership of committees of the board * | 1. R & B Denims Limited:<br>a) Executive Director<br><br>2. Borana Weaves Limited:<br>a) Executive Director and CEO<br>b) Member of Stakeholders Relationship Committee |
| No. of meetings of the board attended during the year | 14 |
| Listed entities from which the person has resigned in the past three years | NIL |

** Committees include Audit Committee and Stakeholders Relationship Committee*

3. **Mrs. Nitika Abhishek Soni (DIN:10708045)** is proposed to be regularized as Non-Executive Independent Director and as per the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standards his details are as under:

| **Name of director** | Mrs. Nitika Abhishek Soni |
|---|---|
| DIN | 10708045 |
| Date of birth | 26/04/1986 (39 years) |
| Qualification | Chartered Accountant |
| Expertise in specific functional areas | More than 5 years of experience in finance industry. |
| Terms and conditions of appointment/ reappointment | Appointment as an Independent Director of the company for a period of 5 consecutive years starting from 15th May, 2025 to 14th May, 2029 who shall not be liable to retire by rotation (refer item no. 8 of this notice read with the explanatory statement thereto) |
| Remuneration last drawn | NIL |
| Remuneration proposed | NIL |
| Date of first appointment | 15/05/2025 |
| Relationship with Directors/ Key Managerial Personnel | Not related to any of the Directors or Key Managerial Personnel of the company. |
| Names of all listed entities in which the person also holds the directorship and the membership of committees of the board * | 1. R & B Denims Limited:<br>a) Additional Independent Director<br><br>2. Borana Weaves Limited:<br>a) Independent Director |
| No. of meetings of the board attended during the year | NIL |
| Listed entities from which the person has resigned in the past three years | NIL |
| Number of equity shares held in the company, including shareholding as a beneficial owner | NIL |

| | |
|---|---|
| In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements | As given in item no. 8 of the Explanatory Statement. |

For and on behalf of the Board of Directors
**R & B Denims Limited**

**Sd/-**
**Sujata Chirag Dudharejiya**
**Company Secretary**

**Date:** 11th July, 2025
**Reg. Office:** Block No. 467, Sachin Palsana Road, Palsana, Surat- 394315
**E-mail:** info@rnbdenims.com
**Website:** www.rnbdenims.com

# DIRECTORS' REPORT

To,
The Members
**R & B Denims Limited**

Your directors take pleasure in presenting the 15th Annual Report on the business and operations of your company together with the audited financial statements for the financial year ended 31st March, 2025.

## FINANCIAL HIGHLIGHTS

**(Rs. in Lakhs)**

| Particulars | Standalone | | Consolidated | |
|---|---|---|---|---|
| | **For the year Ended 31-03-2025*** | **For the year Ended 31-03-2024*** | **For the year Ended 31-03-2025*** | **For the year Ended 31-03-2024*** |
| Revenue from operations | 23,613.76 | 26,226.44 | 36,678.27 | 34,905.12 |
| Other Income | 1,183.42 | 274.84 | 1,609.73 | 312.88 |
| Total Revenue | **24,797.18** | **26,501.29** | **38,288.00** | **35,218.01** |
| Profit/ (loss) before tax and Exceptional Items | 2,738.14 | 2,452.29 | 3,704.41 | 2,996.45 |
| Exceptional Items | 1.55 | 38.11 | 16.87 | 38.11 |
| Profit/ (loss) before Taxation | **2,739.69** | **2,490.39** | **3,721.27** | **3,034.56** |
| - Current Tax | (692.66) | (594.32) | (1,008.97) | (815.87) |
| - Deferred Tax | 45.20 | (23.32) | 36.69 | (21.03) |
| - Short Provision for Income Tax expense relating to prior Year | (0.38) | -- | (1.59) | -- |
| Net Profit/ (Loss) for the Year | **2,091.85** | **1,872.75** | **2,747.40** | **2,197.65** |
| Other Comprehensive Income for the Year, Net of Tax | 4.38 | (0.03) | 9.26 | 6.31 |
| Total Comprehensive Income for the Year | **2,096.22** | **1,872.72** | **2,756.66** | **2,191.34** |

*Figures regrouped and rounded off wherever necessary

The company discloses financial results on quarterly basis of which results are subjected to limited review and publishes audited financial results on an annual basis. The financial statements as stated above are also available on the company's website www.rnbdenims.com.

## STATE OF COMPANY'S AFFAIRS

Standalone figures

During the current year, your company recorded total revenue of Rs. 23,613.76 Lakhs against Rs. 26,226.44 Lakhs in the previous year, representing a decrease of 9.92% during the year but Net Profit for the year 2024-25 stood at Rs. 2,091.85 Lakhs as compared to Rs. 1,872.75 Lakhs in financial year 2023-24 which has increased by 11.69%

Consolidated figures

During the current year, your company recorded total revenue of Rs. 36,678.27 Lakhs against Rs. 34,905.12 Lakhs in the previous year, representing an increase of 5.08% during the year and Net Profit for the year 2024-25 stood at Rs. 2,747.40 Lakhs as compared to Rs. 2,197.65 Lakhs in financial year 2024-25 which has increased by 25.02%.

A detailed analysis on the company's performance is included in the "Management's Discussion and Analysis" Report, which forms part of this Report.

## ROAD AHEAD

Our vision is to become one of the top-quality denim manufacturers and move towards sustainable growth. Our priorities are as follows:

- Focus on increasing production
- Maintaining Price Competitiveness
- Moving up the value chain - Expanding the product line under own brand

We are very excited to enter into the new phase of growth and will continue to invest in our capabilities to increase our presence prudently and create value for the shareholders. The company has set up a garmenting establishment in house as a part of its expansion plans, adding value to its business. We would like to be thankful to the entire stakeholder for being part of the journey.

## DIVIDEND

Keeping in mind the overall performance and outlook for your company, your Board of Directors recommend that this time the company is not declaring dividends as the company requires funds for its business expansion. Your directors are unable to recommend any dividend for the year ended 31st March, 2025.

## UNCLAIMED DIVIDEND

There is no balance lying in unpaid equity dividend account.

## TRANSFER TO RESERVE

Considering the financial position of the company; company has not transferred any amount to its General Reserve for the financial year 2024-25.

## MATERIAL CHANGES FROM THE END OF THE FINANCIAL YEAR

There have been no material changes occurred between the end of the financial year of the company to which the financial statements related and the date of the report, which is affecting the financial position of the company except for the following:

The company has acquired 67% equity stake of Ricon Textile Limited (Formerly known as Ricon Textile Private Limited) for an aggregate consideration of Rs. 3.35 crore w.e.f. 01st April, 2025 and thus, the latter company became subsidiary of the former company.

The company has set up a garmenting establishment in house as a part of its expansion plans, adding value to its business. It commenced the commercial production of the aforesaid business from 10th April, 2025 at its existing unit located at- Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India.

## SHARE CAPITAL

**As on 31st March, 2025 the share capital of the company was as under:**

**Authorized Share Capital:**

12,75,00,000 Equity Shares of Rs. 2/- Each for Rs. 25,50,00,000/-

**Issued, Subscribed and Fully Paid Up:**
8,99,73,440 Equity Shares of Rs. 10/- Each for Rs. 17,99,46,880/-

There has been no change in the equity share capital of the company during the year.

## DEPOSITS

During the year, company has not accepted any deposits from public within the meaning of the Section 73 of the Companies Act, 2013 and rules made thereunder.

## ANNUAL RETURN

As per the requirements of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return for FY 2024-25 is uploaded on the website of the company and the same is available at https://www.rnbdenims.com/annual-return.

## DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There was no significant material order passed by the regulators or courts or tribunals impacting the going concern status and company's operation in nature.

## CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

The company has in place a robust process for approval of related party transactions and on dealing with related parties. The material related party transactions approved by the members of the company are also reviewed/ monitored on quarterly basis by the audit committee of the company as per Regulation 23 of the Listing Regulations and Section 177 of the Companies Act, 2013.

With reference to Section 134(3)(h) of the Companies Act, 2013, all contracts and arrangements with related parties under section 188 of the Companies Act, 2013 entered by the company during the financial year, were in ordinary course of business and at arm's length basis. Details of the related party transactions made during the year are attached as **Annexure-1** in **Form AOC-2** for your kind perusal and information.

The policy on related party transactions and on dealing with related party transactions as approved by the board is available on the company's website and can be accessed at - https://www.rnbdenims.com/uploads/reports/policies/10_related-party-transaction-policy.pdf

## DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with Section 152(6) of the Companies Act, 2013 read with the Articles of Association of the company, Mr. Amit Dalmia, Managing Director (DIN: 00034642) and Mr. Ankur Mangilal Borana, Executive Director (DIN:01091164) are liable to retire by rotation and being eligible has offered themselves for re-appointment at the ensuing Annual General Meeting.

Mr. Mrs. Nitika Abhishek Soni (DIN:10708045) is proposed to be regularized as a Non-Executive Independent Director in the ensuing Annual General Meeting.

Based on the confirmations received from directors, none of the directors are disqualified from appointment under Section 164 of the Companies Act, 2013. The company's policy on appointment and remuneration of directors and Key Managerial Personnel is available at the web link https://www.rnbdenims.com/uploads/reports/policies/3_nomination-and-remuneration-policy.pdf

The name of Directors and KMP as on 31st March, 2025:

| Name of Directors/KMP | Category & Designation | Appointment Date | Change in Designation | Resignation Date |
|---|---|---|---|---|
| Mr. Amit Dalmia | Executive Managing Director | 17/11/2010 | 30/03/2025 | -- |
| Mr. Deepak Dalmia | Executive Whole-time Director | 17/11/2010 | 03/01/2014 | -- |
| Mr. Nirmit Dalmia | Executive Whole-time Director | 30/09/2024 | -- | -- |
| Mr. Rajkumar Mangilal Borana | Executive Director | 17/11/2010 | 05/03/2025 | -- |
| Mr. Ankur Mangilal Borana | Executive Director | 17/11/2010 | 05/03/2025 | -- |
| Mrs. Anita Pankaj Jain | Non-Executive Independent Director | 27/12/2017 | 15/06/2023 | -- |
| Mr. Kanav Sham Sunder Arora | Non-Executive Independent Director | 01/09/2023 | 29/09/2023 | -- |
| Ms. Radhika Arun Kanodiya* | Non-Executive Independent Director | 01/09/2023 | 29/09/2023 | -- |
| Mr. Krishna Omprakash Agarwal | Non-Executive Independent Director | 01/09/2023 | 29/09/2023 | -- |
| Mr. Arvind Kumar Rathi | Non-Executive Independent Director | 30/09/2024 | -- | -- |
| Mr. Parkin Khushmanbhai Jariwala | Chief Financial Officer | 19/03/2019 | -- | -- |
| Mrs. Sujata Chirag Dudharejiya | Company Secretary | 27/01/2024 | -- | -- |

**Ms. Radhika Arun Kanodiya has resigned from the company w.e.f. 15th May, 2025.*
***Appointment of Mrs. Nitika Abhishek Soni has been made after the completion of financial year 2024-25 w.e.f. 15th May, 2025 as an Additional Independent Director.*

The following changes have been made to the Directors and KMP of the company during the year:

a) Mr. Nirmit Dalmia has been appointed as Whole-Time Director of the company w.e.f. 30th September, 2025
b) Mr. Arvind Kumar Rathi has been appointed as Non-Executive Independent Director of the company w.e.f. 30th September, 2025
c) The designation of Mr. Rajkumar Mangilal Borana was changed from "Managing Director" to "Executive Director" w.e.f. 05th March, 2025
d) The designation of Mr. Ankur Mangilal Borana was changed from "Whole-time Director" to "Executive Director" w.e.f. 05th March, 2025
e) The designation of Mr. Amit Dalmia was changed from "Whole-time Director" to "Chairman and Managing Director" w.e.f. 05th March, 2025 pursuant to approval of members in Extra-ordinary General Meeting held on 31st March, 2025

## NUMBER OF MEETING HELD DURING THE YEAR

The details of all meeting of board of directors and committee meeting had taken place during the year and their detailed composition along with their attendance forms the part of corporate governance report as given in **Annexure-2**.

The following meetings of the board of directors were held during the financial year 2024-25:

| Sr. No. | Date of Meeting | Board Strength | No. of Directors Present |
|---|---|---|---|
| 1. | 10-04-2024 | 8 | 8 |
| 2. | 15-05-2024 | 8 | 8 |
| 3. | 27-06-2024 | 8 | 8 |
| 4. | 05-07-2024 | 8 | 8 |
| 5. | 14-08-2024 | 8 | 8 |
| 6. | 03-09-2024 | 8 | 8 |
| 7. | 18-09-2024 | 8 | 8 |
| 8. | 07-10-2024 | 10 | 10 |
| 9. | 14-11-2024 | 10 | 10 |
| 10. | 26-12-2024 | 10 | 10 |
| 11. | 01-02-2025 | 10 | 10 |
| 12. | 14-02-2025 | 10 | 10 |
| 13. | 05-03-2025 | 10 | 10 |
| 14. | 21-03-2025 | 10 | 10 |

## COMPOSITION OF BOARD AND ITS COMMITTEE

The detail of the composition of the board and its committees thereof and detail of the changes in their composition if any is given in **Annexure-2** in the corporate governance report. The composition of the board and its committee is also available on the website of the company at https://www.rnbdenims.com/management and https://www.rnbdenims.com/committees-bod

## STATUTORY AUDITORS

The members at the 14th Annual General Meeting of the company held on 30th September, 2024, had appointed M/s. R P R & Co., Chartered Accountants (Firm Registration No. 131964W) as the Statutory Auditor of the company to hold office for a term of five years i.e., from the conclusion of the 14th Annual General Meeting until the conclusion of the 19th Annual General Meeting. Thus, no further action is required in this regard.

## COMMENTS ON AUDITOR'S REPORT

The notes referred to in the auditor report are self-explanatory and they do not call for any further explanation as required under section 134 of the Companies Act, 2013.

## INTERNAL AUDITOR

M/s Mahesh Kumar Mittal & Co., Chartered Accountants (FRN: 127309W) were appointed as internal auditor by the board of directors of the company, upon recommendation of audit committee, for the term of five years from financial year 2024-25 to 2028-29 in the board meeting held on 05th July, 2024. The internal auditor report, their findings on the internal audit of the company shall be presented to the audit committee on quarterly basis. The scope of internal audit is approved by the audit committee.

## COST AUDITOR

**M/s. V. M. Patel & Associates, Cost Accountant, Surat** were appointed as the cost auditor of the company for the financial year 2024-25 in the board meeting held on 15th May, 2025 after obtaining his willingness and eligibility letter for appointment as cost auditor of the company.

## SECRETERIAL AUDITOR

Your board had appointed Mr. Ranjit Binod Kejriwal, Practicing Company Secretary, as Secretarial Auditor of the company for the financial year 2024-25.

Your board, based on the recommendation of Audit Committee, proposed for the approval of members in this Annual General Meeting, appointment Mr. Bhaveshkumar Arjunkumar Rawal, Company Secretary in practice, (FCS: 8812, COP: 10257) and a Peer Reviewed Company Secretary, as the Secretarial Auditor of the company, for performing Secretarial Audit of the company for a period of five consecutive years commencing from 01st April, 2025 till 31st March, 2030 in accordance with the amendment notified in Regulation 24A by way of SEBI (LODR) (Third Amendment) Regulations, 2024, with effect from 01st April, 2025.

The secretarial report for the financial year 2024-25 is attached as **Annexure-3**. The Secretarial Auditor's observation(s) in secretarial audit report and directors' explanation thereto

- BSE Limited ("BSE") has imposed a fine of Rs. 2,360/- (Rupees Two Thousand Three Hundred and Sixty only) (including GST) on the company for late submission of Annual Secretarial Compliance Report in XBRL mode as required under Regulation 24A of the SEBI Listing Regulations. *The management hereby clarifies that the company has already filed Annual Secretarial Compliance Report in PDF form on 30th May, 2024 which is within due date, but due to validation error in XBRL utility the filing of Annual Secretarial Compliance Report in XBRL mode was delayed by a day i.e. on 31st May, 2024.*

- Assistant Commissioner of Central Goods and Services Tax department, Gujarat has imposed a penalty of Rs. 43,66,118/- (Forty-Three Lakh Sixty-Six Thousand One Hundred and Eighteen Only) on January 01, 2025, which is required to be disclosed within 24 hours, the same has been disclosed to BSE Limited on April 18, 2025. *The management hereby inform that the delay was due to the time required to conduct a thorough internal review of the demand notice, including determining its prima facie validity. The delay was inadvertent and not intentional.*

- The company was unable to comply with certain provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in relation to its subsidiaries. As M/S. RB Industries and M/s. Ricon Industries have been identified as subsidiary by the company, which are partnership firms, not required to follow the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. *The management hereby clarifies that the identification of M/s. RB Industries and M/s. Ricon Industries, partnership firms as subsidiaries was essential due to the existence of common control. Non-identification of these entities as subsidiaries would have resulted in the financial statements of the company not presenting a true and fair view of its state of affairs. Furthermore, the company has endeavoured ad-verbatim compliance with all applicable regulatory requirements in relation to its subsidiaries. As the subsidiaries are partnership firm, hence few provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 cannot be followed, which are pre-dominantly related to Board of Directors, due to non-existence of Board.*

- Below mentioned forms has been filed with ROC after due date with additional fees.

| Sr. No. | Forms | Purpose of form | SRN | Due Date of filing | Date of filing |
|---|---|---|---|---|---|
| 1. | AOC-4 XBRL | Filing XBRL in respect of financial statement | N11382918 | 29/10/2024 | 30/10/2024 |
| 2. | MGT-14 | Resolutions passed in pursuance of exercise of powers of Board of Directors | AB2511170 | 05/11/2024 | 29/01/2025 |

| | | | | | |
|---|---|---|---|---|---|
| 3. | MGT-14 | Authorisation for investments by RB industries | AB2510547 | 13/12/2024 | 29/01/2025 |

*The management hereby informs that they are developing strong systems for ensure timely compliances.*

## LOANS, GUARANTEES AND INVESTMENT

With reference to Section 134(3)(g) of the Companies Act, 2013, loans, guarantees and investments made under section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this annual report.

## DECLARATION BY INDEPENDENT DIRECTORS

The company has received declaration from all the independent directors duly signed by them stating that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (LODR) Regulations, 2015.

There has been no change in the circumstances affecting their status as Independent Directors of the company so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant regulations.

All the independent directors have enrolled with the Indian Institute of Corporate Affairs at Manesar. All the independent directors have cleared online self-assessment test as conducted by the said institute.

## SEPARATE MEETING OF INDEPENDENT DIRECTORS

In terms of requirement of Schedule IV of the Companies Act, 2013, the Independent Directors of the company have complied with the code of Independent Director. Independent Directors met separately on 01st March, 2025 and 31st March, 2025 to inter alia review the performance of Non-Independent Directors (Including the Chairman), the entire Board and the quality, quantity and timeliness of the flow of the information between the Management and the Board.

## VIGIL MECHANISM

Your company has adopted a Whistle Blower Policy to provide a formal mechanism to the directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the company have been denied access to the Audit Committee. The Whistle Blower Policy has been posted on the website of the company at https://www.rnbdenims.com/uploads/reports/policies/5_vigil-mechanism-whistle-blower-policy.pdf

## DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013, your directors hereby confirm:

A. That in preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures from the same;
B. That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2025 and of the profit and loss of the company for that period;
C. That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for

safeguarding the assets of the company for preventing and detecting fraud and other irregularities;

D. That the directors had prepared the annual accounts on a 'going concern' basis; and

E. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;

F. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## ANNUAL EVALUATION

Pursuant to the applicable provisions of the Act and the Listing Regulations, the Board has carried out an Annual Evaluation of its own performance, performance of the directors and the working of its committees based on the evaluation criteria defined by Nomination and Remuneration Committee (NRC) for performance evaluation process of the board, its committees and directors.

The performance evaluation of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as participation in decision making; participation in developing corporate governance; providing advice and suggestion etc.

The committees of the board were assessed on the degree of fulfilment of key responsibilities, adequacy of committee composition and effectiveness of meetings.

The board reviewed the performance of the individual directors on the basis of the criteria such as the contribution in decision making, contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive suggestions and advice in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

In separate meetings of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

## INTERNAL FINANCIAL CONTROL SYSTEM

The company has a well-placed, proper and adequate internal financial control system which ensures that all the assets are safeguarded and protected and that the transactions are authorized recorded and reported correctly. The internal audit covers a wide variety of operational matters and ensures compliance with specific standard with regards to availability and suitability of policies and procedures. During the year no reportable material weakness in the design or operation were observed.

## ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Companies Act, 2013 re-emphasizes the need for an effective internal financial control system in the company. Rule 8(5) (viii) of Companies (Accounts) Rules, 2014 requires the information regarding adequacy of internal financial controls with reference to the financial statements to be disclosed in the board's report. The detailed report forms part of Independent Auditors Report.

## CORPORATE GOVERNANCE

Your company has incorporated the appropriate standards for corporate governance. The company has filed all the quarterly compliance reports on corporate governance within the due time line to the Stock Exchange, as specified in Regulation 27(2) of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 and all other Corporate Governance norms mentioned under the said regulation dully complied by the company. Moreover, as per Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 company has given the Corporate Governance Report in **Annexure-2** as a part of its Annual Report.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

With reference to Section 134(3)(m) of the Companies Act, 2013, the details of conservation of energy, technology absorption and foreign exchange earnings and outgo are as per **Annexure-4.**

## CORPORATE SOCIAL RESPONSIBILITY (CSR)

The company is committed to good corporate citizenship. As a part of its corporate social responsibility, the company continues to undertake a range of activities including healthcare, environment and education. The detailed CSR policy of the company is placed on the website of the company at https://www.rnbdenims.com/uploads/reports/policies/15_csr-policy.pdf

Pursuant to the provisions of section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules 2014; the board has undertaken the CSR activities as per Rule 4 of Companies (Corporate Social Responsibility Policy) Rules, 2014. The details of CSR activities for the financial year 2024-25 forms part of this Board report in **Annexure-5.**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015, the Management Discussion and Analysis Report is given in **Annexure-6.**

## PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

There was no employee drawing remuneration in excess of limits prescribed under section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The disclosure pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with Rule of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 are as per **Annexure-7.**

## CEO/ CFO CERTIFICATION

In terms of Regulation 17(8) of the listing regulations, the CFO has certified to the board of directors of the company with regard to the financial statements and other matters specified in the said regulation for the financial year 2024-25. The certificate received from CFO is attached herewith as per **Annexure-8.**

## STATEMENT ON RISK MANAGEMENT

During the financial year under review a statement on risk management including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company as per the provisions of Section 134(3)(n) of Companies Act, 2013; has been annexed in **Annexure-9.**

## CODE OF CONDUCT

The board of directors has formulated and adopted Code of Conduct for Board of Directors and Senior Management Personnel. During the year, board of directors and senior management personnel has complied with general duties, rules, acts and regulations. In this regard certificate from Managing Directors as required under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been received by the Board and the same is attached herewith as per **Annexure-10.**

Code of Conduct for Board of Directors and Senior Management Personnel is available on below link: https://www.rnbdenims.com/uploads/reports/policies/7_code-of-conduct.pdf

## COMPLIANCE CERTIFICATE FROM THE AUDITORS REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

Corporate Governance is a set of process, practice and system which ensure that the company is managed in a best interest of stakeholders. The key fundamental principles of corporate governance are transparency and accountability. Company's core business objective is to achieve growth with transparency, accountability and with independency. Company has adopted various corporate governance standard and doing business in ethical way by which company has enhance stakeholders trust, shareholders wealth creation by improving shares valuation, market capitalization, etc.

A certificate received from M/s R P R & Co., Statutory Auditors of the company regarding compliance of the conditions of Corporate Governance, as required under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached herewith as per **Annexure-11.**

## CERTIFICATION FROM COMPANY SECRETARY IN PRACTICE

Mr. Ranjit Binod Kejriwal, Practicing Company Secretary has issued a certificate required under the listing regulations, confirming that none of the directors on the board of the company has been debarred or disqualified from being appointed or continuing as director of the company by SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed as **Annexure-12.**

## SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES

RB Industries and Ricon Industries, are material subsidiaries of the company and a statement providing details of performance and salient features of their financial statements, as per Section 129(3) of the Act, is annexed as **"Annexure-13"** to this report.

After the end of financial year, M/s. Ricon Textile Limited (Formerly known as M/s. Ricon Textile Private Limited) has become the subsidiary company w.e.f. 01st April, 2025

## DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Our company goal has always been to create an open and safe workplace for every employee to feel empowered, irrespective of gender, sexual preferences, and other factors, and contribute to the best of their abilities.

The Internal Committee (IC) has been constituted as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and the committee includes external members from NGOs or with relevant experience. Half of the total members of the IC are women. The role of the IC is not restricted to mere redressal of complaints but also encompasses prevention and prohibition of sexual harassment.

The company did not receive any complaints on sexual harassment during the year 2024-25 and hence, no complaints remain pending as of 31st March, 2025.

The company has a Policy for Anti-Sexual Harassment and the same has been posted on the website at https://www.rnbdenims.com/uploads/reports/policies/2_policy-for-anti-sexual-harassment.pdf

## SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)

The company complies with all applicable mandatory secretarial standards issued by the Institute of Company Secretaries of India (ICSI).

## PREVENTION OF INSIDER TRADING

The company has adopted a Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive with a view to regulate trading in securities by the directors and designated employees of the company. The code requires pre-clearance for dealing in the company's shares and prohibits the purchase or sale of company shares by the directors and the designated employees while in possession of unpublished price sensitive information in relation to the company and during the period when the trading window is closed. The board is responsible for implementation of the code.

The company has a Prohibition of Insider Trading Policy and the same has been posted on the website of the company at below mentioned link: https://www.rnbdenims.com/uploads/reports/policies/14_prohibition-of-insider-trading-policy.pdf

The company also has policy for leak of unpublished price sensitive information ("UPSI") and the same has been posted on the website of the company at below mentioned link: https://www.rnbdenims.com/uploads/reports/policies/16_policy-for-procedure-of-inquiry-in-case-of-leak-or-suspected-leak-of-upsi.pdf

## MAINTENANCE OF COST RECORDS

The company is required to maintain cost records as specified by central government under section 148(1) of the Companies Act, 2013, and accordingly such accounts and records are made and maintained.

## FRAUD REPORTING

During the year under review, no fraud has been reported by Auditors under Section 143(12) of the Companies Act, 2013.

## INSURANCE

All the properties and the insurable interest of the company including building and stocks wherever necessary and to the extent required have been adequately insured. The company keeps reviewing the insurance amount every year as per requirement.

## RESEARCH & DEVELOPMENT

Research and Development is important for businesses because it provides powerful knowledge and insights, leads to improvements to existing processes where efficiency can be increased and costs reduced. It also allows businesses to develop new products and services to allow it to survive and thrive in competitive markets. The benefits of research & development extend into entire sectors as well as positively impacting the wider economy. A sector that invests heavily in this will develop and

achieve more, including providing real-world benefits to people. The company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature size of operations of company.

## STATUTORY INFORMATION

The company being basically engaged into the manufacturing of quality denim products and is the member of BSE Mainboard Platform. Apart from this business, the company is not engaged in any other business/activities.

## CREDIT RATING

The details of the credit ratings awarded to the company are provided in the Corporate Governance Report forming part of the Integrated Annual Report.

## OTHER DISCLOSURES

There are no proceedings initiated/ pending against your company under the Insolvency and Bankruptcy Code, 2016 and there is no instance of one-time settlement with any Bank or Financial Institution.

## CYBER SECURITY INCIDENT

During the year, there are no incidents of cyber security breach reported.

## CAUTIONARY STATEMENT

Statements in this report and its annexures describing company's projections, expectations and hopes are forward looking. Though, these are based on reasonable assumption, their actual results may differ.

## APPRECIATION

Your directors place on records their deep appreciation to employees at all levels for their hard work, dedication and commitment and express their sincere thanks and appreciation to all the employees for their continued contribution, support and co-operation to the operations and performance of the company.

## ACKNOWLEDGEMENT

Your directors would like to express their sincere appreciation of the co-operation and assistance received from shareholders, bankers, regulatory bodies and other business constituents during the year under review. Your directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in successful performance of the company during the year.

**Date:** 11th July, 2025
**Place:** Surat

For and on behalf of the Board of Directors
**R & B Denims Limited**

**Sd/-**
**Amit Dalmia**
Chairman & Managing Director
DIN: 00034642

**ANNEXURE-1**

## FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/ arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto**

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

During the year under review, the company has not entered into any contracts or arrangements with any of the related party which are not on arm's length basis.

**2. Details of material contracts or arrangement or transactions at arm's length basis**

| Sr. No. | Name(s) of the related party and nature of relationship | Nature of contracts/ arrangements/ transactions | Duration of the contracts/ arrangements / transactions | Salient term of the contracts or arrangements or transactions including the value, if any | Date(s) if approval by the Board, if any | Amount paid as advance if any |
|---|---|---|---|---|---|---|
| 1 | Ricon Industries (Subsidiary) | Purchase of goods | Annually | The amount of transaction shall not exceed Rs. 500 crores at any point of time for a period of 5 years. | Not applicable | NIL |
| 2 | | Sales of goods/services | Annually | The amount of transaction shall not exceed Rs. 50 crores at any point of time for a period of 5 years. | | NIL |
| 2 | RB Industries (Subsidiary) | Purchase of goods | Annually | The amount of transaction shall not exceed Rs. 1000 crores at any point of time for a period of 5 years. | | NIL |
| 3 | | Sale of service (Job Work) | Annually | The amount of transaction shall not exceed Rs. 250 crores at any point of time for a period of 5 years. | | NIL |

*Note: For better transparency and reporting, the material related party transactions entered into by the company during the financial year 2024-25 have been disclosed in Form AOC-2, irrespective of the fact that they have been in the ordinary course of business.*

For and on behalf of the Board of Directors
**R & B Denims Limited**

**Date:** 11th July, 2025
**Place:** Surat

**Sd/-**
**Amit Dalmia**
Chairman & Managing Director
DIN: 00034642

**ANNEXURE-2**

## CORPORATE GOVERNANCE REPORT

**In terms of Regulation 27 and Regulation 34(3) read with Schedule-V of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the report containing details of corporate governance systems and processes at R & B Denims Limited is as under:**

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your company is committed to good corporate governance and has benchmarked itself against the prescribed standards. The fundamental objective of corporate governance is the enhancement of shareholders' value and protecting the interest of the stakeholders. Your company's philosophy of corporate governance is aimed at facilitating the management in conducting its business operations in an efficient manner and to meet the obligations towards its shareholders and other stakeholders.

### 2. BOARD OF DIRECTORS

The Board of Directors of the company has optimum combination of Executive and Non-Executive Directors comprising five Executive Directors and five Non-Executive Directors. None of the directors of the company holds directorship in more than 20 companies nor more than seven listed entities nor is a member of more than ten committees or chairman of more than five committees across all listed entities in which they are directors. None of the independent directors serving as an independent director in more than seven listed entities and none of the whole-time directors or managing director of the company serving as an independent director in more than three listed entities.

#### a) Board composition:

As on 31st March, 2025 Board of Directors comprises of ten (10) directors which includes one (01) Executive Managing Director, two (02) Whole-time Directors, two (02) Executive Directors and five (05) Non-Executive Independent Directors. As on date of this report board of directors of the company are as follows:

| Name of Directors | Category | Designation |
|---|---|---|
| Mr. Amit Dalmia | Executive | Chairman and Managing Director |
| Mr. Rajkumar Mangilal Borana | Executive | Director |
| Mr. Deepak Dalmia | Executive | Whole-time Director |
| Mr. Ankur Mangilal Borana | Executive | Director |
| Mr. Nirmit Dalmia | Executive | Whole-time Director |
| Mrs. Anita Pankaj Jain | Non-Executive | Independent Director |
| Mr. Kanav Sham Sunder Arora | Non-Executive | Independent Director |
| Mr. Krishna Omprakash Agarwal | Non-Executive | Independent Director |
| Mr. Arvind Kumar Rathi | Non-Executive | Independent Director |
| Mrs. Nitika Abhishek Soni* | Non-Executive | Independent Director |

**Appointment of Mrs. Nitika Abhishek Soni has been made after the completion of financial* year *2024-25 w.e.f. 15th May, 2015.*

#### b) The details attendance of directors at the board meetings and last annual general meeting held during the financial year 2024-25 are as follows:

| SN | Name of the Directors | No. of board meetings | | | Attendance at last AGM held on 30th September, 2024 |
|---|---|---|---|---|---|
| | | Meetings held during the year 2024-25 | Meetings eligible to attend | Meetings attended | |
| 1. | Mr. Amit Dalmia | 14 | 14 | 14 | YES |
| 2. | Mr. Rajkumar Mangilal Borana | 14 | 14 | 14 | YES |
| 3. | Mr. Deepak Dalmia | 14 | 14 | 14 | YES |
| 4. | Mr. Ankur Mangilal Borana | 14 | 14 | 14 | YES |
| 5. | Mr. Nirmit Dalmia | 14 | 08 | 08 | N.A. |
| 6. | Mrs. Anita Pankaj Jain | 14 | 14 | 14 | YES |
| 7. | Mr. Kanav Sham Sunder Arora | 14 | 14 | 14 | YES |
| 8. | Ms. Radhika Arun Kanodiya | 14 | 14 | 14 | YES |
| 9. | Mr. Krishna Omprakash Agarwal | 14 | 14 | 14 | YES |
| 10. | Mr. Arvind Kumar Rathi | 14 | 08 | 08 | N.A. |

### c) Details of directorship/ committee membership in other companies:

In accordance with Regulation 26 of the Listing Regulations, none of the directors are members in more than 10 committees excluding membership in private limited companies, foreign companies, high value debt listed entities and companies under Section 8 of the Act or acts as chairperson of more than 5 committees across all listed entities in which he/she is a director.

The details of the directorship of the directors as on 31st March, 2025 and memberships/chairmanships including any changes in their positions are given below:

| SN | Name of the Directors | No. of positions held in other companies | | | Directorship in other Listed entities (Category of directorship) |
|---|---|---|---|---|---|
| | | In board | In committees* | | |
| | | | Chairperson | Member | |
| 1. | Mr. Amit Dalmia | 2 | 0 | 0 | 0 |
| 2. | Mr. Rajkumar Mangilal Borana | 4 | 0 | 4 | Aether Industries Limited:<br>• Independent Director<br>• Member of Stakeholder Relationship Committee |
| 3. | Mr. Deepak Dalmia | 2 | 0 | 0 | 0 |

| | | | | | |
|---|---|---|---|---|---|
| 4. | Mr. Ankur Mangilal Borana | 4 | 0 | 2 | 0 |
| 5. | Mr. Nirmit Dalmia | 1 | 0 | 0 | 0 |
| 6. | Mrs. Anita Pankaj Jain | 0 | 0 | 0 | 0 |
| 7. | Mr. Kanav Sham Sunder Arora | 4 | 1 | 1 | 0 |
| 8. | Ms. Radhika Arun Kanodiya | 1 | 0 | 2 | Hamps Bio Limited:<br>• Independent Director<br>• Member of Audit Committee<br>• Member of Stakeholder Relationship Committee |
| 9. | Mr. Krishna Omprakash Agarwal | 0 | 0 | 0 | 0 |
| 10. | Mr. Arvind Kumar Rathi | 1 | 1 | 0 | 0 |

**d) Details of number of board meetings held in the financial year:**

During the financial year 2024-2025, 14 (Fourteen) meetings of the board of directors were held on the following dates:

| Board meetings held during FY 2024-25 | | | | | | | |
|---|---|---|---|---|---|---|---|
| 1. | 10-04-2024 | 2. | 15-05-2024 | 3. | 27-06-2024 | 4 | 05-07-2024 |
| 5. | 14-08-2024 | 6. | 03-09-2024 | 7. | 18-09-2024 | 8. | 07-10-2024 |
| 9. | 14-11-2024 | 10. | 26-12-2024 | 11. | 01-02-2025 | 12. | 14-02-2025 |
| 13. | 05-03-2025 | 14. | 21-03-2025 | | | | |

**e) Disclosure of relationships between directors inter-se:**

No other Directors are related to each other except as mentioned below:

I. Mr. Amit Dalmia, Chairman and Managing Director of the company and Mr. Deepak Dalmia, Whole-time director of the company are related to each other as brothers.
II. Mr. Amit Dalmia, Chairman and Managing Director of the company is the father of Mr. Nirmit Dalmia, Whole-time director of the company.
III. Mr. Rajkumar Mangilal Borana, Executive Director of the company and Mr. Ankur Mangilal Borana, Executive Director of the company are related to each other as brothers.

**f) Number of shares and convertible instruments held by Non-Executive Directors:**

None of the Non-Executive Directors hold any share in the company.

**g) Familiarization to Independent Directors:**

The independent directors of the company have been made familiarized with the various aspects of the company like overview of company's business model, strategy, operations and functions of the company, roles, rights and responsibilities of the independent director, term of reference of different committees of board of directors, duties of the independent director, statutory policies of the company and other important regulatory aspects as relevant for the directors.

The company, through its company secretary, executive directors or manager as well as other senior managerial personnel, conducts presentations/ programs to familiarize the independent directors with the strategy, operations and functions of the company inclusive of important developments in business. The details of the number of programmes attended and the cumulative hours spent by an independent director are uploaded on the website of the company. The web

link is as follow: https://www.rnbdenims.com/uploads/reports/policies/13_familiarization-program-for independent-director.pdf

### h) Meeting of independent directors:

The company's independent directors met twice in a financial year without the presence of executive directors and management personnel to review the performance of non-independent directors and board as whole.

The company has devised the Policy on Familiarization Programme for Independent Director and the same is available on the website of the company at: https://www.rnbdenims.com/uploads/reports/policies/12_familiarization-policy-of-independent-directors.pdf

During the financial year 2024-25, 02 (two) meetings of Independent Directors were held on the date 01/03/2025 and 31/03/2025

Attendance of directors at Independent Directors meeting held during the financial year is asunder:

| Name of Independent Director | Category | No. of meetings held | No. of meetings attended |
|---|---|---|---|
| Anita Pankaj Jain | Chairperson | 2 | 2 |
| Radhika Arun Kanodiya | Member | 2 | 2 |
| Krishna Omprakash Agarwal | Member | 2 | 2 |
| Kanav Sham Sunder Arora | Member | 2 | 2 |
| Arvind Kumar Rathi | Member | 2 | 2 |

### i) Matrix highlighting core skills/expertise/competencies of the Board of Directors:

The board of directors have identified the following skills required for the company and the availability of such skills with the Board:

| Sr. No. | Essential Core skills/ expertise/ competencies required for the company | Core skills/ expertise/ competencies of the Board of Directors |
|---|---|---|
| 1. | Finance expertise | The board has eminent business leaders with deep knowledge of finance and business. |
| 2. | Personal Values | Personal characteristics matching the company's values, such as integrity, accountability, and high performance standards. |
| 3. | Good Corporate Governance | Experience in developing and implementing good corporate governance practice, maintaining board and management accountability, managing stakeholder's interest and company's responsibility towards customer's employees, supplier, regulatory bodies and the community in which it operates. |
| 4. | Knowledge and Expertise | The directors have profound knowledge of:<br>1. designing, production, marketing and business development<br>2. knowledge of the textile sector and the related value chains<br>3. expertise in technical management i.e. manufacturing sites<br>4. knowledge and experience in marketing<br>5. future planning |

| | | |
|---|---|---|
| | | 6. developing strategies to grow sales and market share, build brand awareness and enhance enterprise reputation. |

**j) Names of directors who have such skills / expertise / competence as on 31st March, 2025:**

| Director | Qualifications | | | | | | |
|---|---|---|---|---|---|---|---|
| | **Knowledge about Industry** | **Accounting and Finance** | **Sale and Marketing** | **Technology** | **Regulatory** | **Diversity** | **Leadership** |
| Mr. Amit Dalmia | √ | √ | √ | √ | √ | √ | √ |
| Mr. Rajkumar Mangilal Borana | √ | √ | √ | √ | √ | √ | √ |
| Mr. Deepak Dalmia | √ | | √ | √ | | √ | √ |
| Mr. Ankur Mangilal Borana | √ | | √ | √ | | √ | √ |
| Mr. Nirmit Dalmia | √ | | √ | √ | | √ | |
| Mrs. Anita Pankaj Jain | √ | √ | | | √ | | √ |
| Mr. Kanav Sham Sunder Arora | | | √ | | | √ | |
| Ms. Radhika Arun Kanodiya | | √ | | | √ | | √ |
| Mr. Krishna Omprakash Agarwal | | √ | | | √ | | |
| Mr. Arvind Kumar Rathi | | √ | | | √ | | √ |

**k) Confirmation by the board of directors:**

The company has received the declaration from all the independent directors under provisions of section 149(7) of the Companies Act, 2013 ('the Act') and under provisions of regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; confirming that they are satisfying the criteria of independence as prescribed under the provisions of section 149(6) of the Act & Regulation 16(1)(b) of the aforesaid Regulations. The board of directors of the company confirm that all the directors satisfy the criteria of independence as prescribed under provisions of section 149(6) of the Companies Act, 2013 and under provisions of regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the independent directors have enrolled with the Indian Institute of Corporate Affairs at Manesar. All the independent directors have cleared online self-assessment test as conducted by the said institute.

Terms and conditions for appointment of independent directors are available on the website of the company at web link: https://www.rnbdenims.com/uploads/reports/policies/8_terms-and-condition-of-appointment-of-independent-director.pdf

**l) Detailed reasons of the resignation of an independent director before expiry of his tenure and confirmation by the board:**

During the reporting year, none of the independent director resigned before the expiry of his tenure.

After the end of reporting year, Ms. Radhika Arun Kanodiya resigned before the expiry of her tenure w.e.f. close of business hours on 15th May, 2025 citing pre-occupation and other commitments. The company has also obtained confirmation from her that there was no material reason for her resignation other than as mentioned above.

## 3. AUDIT COMMITTEE

The audit committee of the company comprises of four members inculcating three independent directors and one executive director of the company. all the members of the committee possess sound knowledge in finance, accounts and law.

The composition of audit committee at the end of the year is as follows:

| SN | Name of Directors | Category | Designation |
|---|---|---|---|
| 1. | Radhika Arun Kanodiya | Chairperson | Independent Director |
| 2. | Rajkumar Mangilal Borana | Member | Executive Director |
| 3. | Anita Pankaj Jain | Member | Independent Director |
| 4. | Krishna Omprakash Agarwal | Member | Independent Director |

During the year, audit committee met 13 times and not more than one hundred and twenty days lapsed between two consecutive meetings of the audit committee of the board. The dates of the meetings are as under:

| | | | |
|---|---|---|---|
| 1. 10-04-2024 | 2. 15-05-2024 | 3. 27-06-2024 | 4. 05-07-2024 |
| 5. 14-08-2024 | 6. 03-09-2024 | 7. 18-03-2024 | 8. 07-10-2024 |
| 9. 14-11-2024 | 10. 26-12-2024 | 11. 01-02-2025 | 12. 14-02-2025 |
| 13. 05-03-2025 | | | |

The details of participation of the members at the meetings of the committee during the year are as under:

| SN | Name | No. of meetings held during the year | No. of meetings attended during the year |
|---|---|---|---|
| 1. | Ms. Radhika Arun Kanodiya, | 13 | 13 |
| 2. | Mrs. Anita Pankaj Jain | 13 | 13 |
| 3. | Mr. Krishna Omprakash Agarwal | 13 | 13 |
| 4. | Mr. Rajkumar Mangilal Borana | 13 | 13 |

The terms of reference of audit committee of the company are in accordance with Section 177 of the Companies Act 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter-alia, include the following:

The scope of audit committee shall include, but shall not be restricted to, the following;

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity

3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
   a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
   b) changes, if any, in accounting policies and practices and reasons for the same;
   c) major accounting entries involving estimates based on the exercise of judgment by management;
   d) significant adjustments made in the financial statements arising out of audit findings;
   e) compliance with listing and other legal requirements relating to financial statements;
   f) disclosure of any related party transactions;
   g) modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances /investments existing as on the date of coming into force of this provision
22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
23. The Audit Committee shall mandatorily review the following information:
   a) Management discussion and analysis of financial information and results of operations;
   b) Management letters / letters of internal control weaknesses issued by the statutory auditors;
   c) Internal audit reports relating to internal control weaknesses; and
   d) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.

e) Statement of Deviations:
   i. Quarterly Statement of Deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
   ii. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

## 4. NOMINATION AND REMUNERATION COMMITTEE

The company has formulated nomination and remuneration committee comprising of four non-executive independent directors.

The composition of nomination and remuneration committee at the end of the year is as follows:

| SN | Name of Directors | Category | Designation |
|---|---|---|---|
| 1. | Ms. Radhika Arun Kanodiya | Chairperson | Independent Director |
| 2. | Mrs. Anita Pankaj Jain | Member | Independent Director |
| 3. | Mr. Krishna Omprakash Agarwal | Member | Independent Director |
| 4. | Mr. Kanav Sham Sunder Arora | Member | Independent Director |

During the year, nomination and remuneration committee met 5 (five) times. The dates of the meetings are as under:

| | | | |
|---|---|---|---|
| 1. 15-05-2024 | 2. 14-08-2024 | 3. 03-09-2024 | 4. 05-03-2025 |
| 5. 31-03-2025 | | | |

The details of participation of the members at the meetings of the committee during the year are as under:

| SN | Name | No. of meetings held during the year | No. of meetings attended during the year |
|---|---|---|---|
| 1. | Ms. Radhika Arun Kanodiya, | 5 | 5 |
| 2. | Mrs. Anita Pankaj Jain | 5 | 5 |
| 3. | Mr. Krishna Omprakash Agarwal | 5 | 5 |
| 4. | Mr. Kanav Sham Sunder Arora | 5 | 5 |

The term of reference of Nomination & Remuneration Committee is as below:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
   - use the services of an external agencies, if required;
   - consider candidates from a wide range of backgrounds, having due regard to diversity; and
   - consider the time commitments of the candidates.
3. Formulation of criteria for evaluation of performance of independent directors and the board;
4. Devising a policy on Board diversity, if any;
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director 's performance.
6. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
7. Recommend to the board, all remuneration, in whatever form, payable to Directors, Key Managerial Personnel and Senior Management.

8. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
9. To ensure the policy includes the following guiding principles:
   - The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully,
   - Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
   - Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
10. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
11. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
12. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

The performance evaluation criteria for Independent Directors along with the evaluation framework is determined by the Nomination and Remuneration Committee, on the basis of which the performance of the Independent Directors was evaluated. The performance evaluation of the independent director was evaluated by the board without the presence of independent director being evaluated, after seeking inputs from all the executive directors on the basis of the criteria such as participation in decision making and rendering unbiased opinion; participation in initiating new ideas and planning of the company, etc.

The directors expressed their satisfaction with the evaluation process. The company has robust policy for performance evaluation of Board of Director, and the same is available on the website of the company at web link https://www.rnbdenims.com/uploads/reports/policies/11_performance-evaluation-policy.pdf

## 5. STAKEHOLDER SHAREHOLDER AND INVESTOR GRIEVANCE COMMITTEE

To resolve the investors' grievances company has formulated Stakeholder, Shareholder and Investor Grievance Committee comprising of one executive director and two non-executive independent directors.

The composition of stakeholder shareholder and investor grievance committee at the end of the year is as follows:

| SN | Name of Director | Category | Designation |
|---|---|---|---|
| 1. | Mrs. Anita Pankaj Jain | Chairperson | Independent Director |
| 2. | Mr. Krishna Omprakash Agarwal | Member | Independent Director |
| 3. | Mr. Amit Dalmia | Member | Managing Director |

During the year, stakeholder shareholder and investor grievance committee met 4 (four) times. The dates of the meetings are as under:

| | | | |
|---|---|---|---|
| 1. 15-05-2024 | 2. 14-08-2024 | 3. 14-11-2024 | 4. 01-02-2025 |

The details of participation of the members at the meetings of the committee during the year are as under:

| SN | Name | No. of meetings held during the year | No. of meetings attended during the year |
|---|---|---|---|
| 1. | Mrs. Anita Pankaj Jain | 4 | 4 |
| 2. | Mr. Krishna Omprakash Agarwal | 4 | 4 |
| 3. | Mr. Amit Dalmia | 4 | 4 |

The term of reference of stakeholder, shareholder and investor grievance committee is as below:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

**Name and Designation of the Compliance Officer:**

Mrs. Sujata Chirag Dudharejiya (Appointed w.e.f. 27/01/2024)
Company Secretary & Compliance Officer

Pursuant to the Regulation 13(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015; the details regarding investor's complaints are as follows:

**Status of Complaints pending, received, disposed and unresolved:**

| | |
|---|---|
| Number of Shareholders' Complaints pending at the beginning of the year | NIL |
| Number of Shareholders' Complaints received during the year | NIL |
| Number of Shareholders' Complaints disposed during the year | NIL |
| Number of Shareholders' Complaints remain unresolved during the year | NIL |

## 6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Your company has constituted a corporate social responsibility committee ("CSR Committee"). The committee is primarily responsible for formulating and recommending to the Board of Directors a Corporate Social Responsibility (CSR) Policy and monitoring the same from time to time, amount of expenditure to be incurred on the activities pertaining to CSR and monitoring CSR activities.

The composition of corporate social responsibility committee at the end of the year is as follows:

| SN | Name of Directors | Category | Designation |
|---|---|---|---|
| 1. | Mr. Amit Dalmia | Chairperson | Managing Director |
| 2. | Mr. Ankur Mangilal Borana | Member | Executive Director |
| 3. | Mrs. Anita Pankaj Jain | Member | Independent Director |

During the year, corporate social responsibility committee met 2 (two) times. The dates of the meetings are as under:

| | |
|---|---|
| 1. 05-07-2024 | 2. 31-03-2025 |

The details of participation of the members at the meetings of the committee during the year are as under:

| SN | Name | No. of meetings held during the year | No. of meetings attended during the year |
|---|---|---|---|
| 1. | Mr. Amit Dalmia | 2 | 2 |
| 2. | Mr. Ankur Mangilal Borana | 2 | 2 |
| 3. | Mrs. Anita Pankaj Jain | 2 | 2 |

The terms of reference of the CSR committee include the following:

1. Formulating and recommending to the Board of Directors the CSR Policy and indicating activities to be undertaken

2. Recommending the amount of expenditure for the CSR activities
3. Monitoring CSR activities from time to time

## 7. SENIOR MANAGEMENT

Details of the Senior management are as follows:

| Name | Designation |
|---|---|
| Mr. Parkin Khushmanbhai Jariwala | Chief Financial Officer |
| Mrs. Sujata Chirag Dudharejiya | Company Secretary & Compliance Officer |
| Alpeshkumar Punamchand Patel | Plant Head |

## 8. REMUNERATION OF DIRECTORS

During the year, the company paid following remuneration and sitting fees to the directors:

| Name | Category | Remuneration (Rs.) | Sitting Fees (Rs.) |
|---|---|---|---|
| Mr. Amit Dalmia | Executive Managing Director | 18,00,000 | - |
| Mr. Rajkumar Mangilal Borana | Executive Director | 10,20,000 | - |
| Mr. Deepak Dalmia | Executive Whole-Time Director | 10,20,000 | - |
| Mr. Ankur Mangilal Borana | Executive Director | 18,00,000 | - |
| Mr. Nirmit Dalmia | Executive Whole-Time Director | 4,50,000 | - |
| Mrs. Anita Pankaj Jain | Non-Executive Independent Director | - | 49,000 |
| Mr. Kanav Sham Sunder Arora | Non-Executive Independent Director | - | 49,000 |
| Ms. Radhika Arun Kanodiya | Non-Executive Independent Director | - | 49,000 |
| Mr. Krishna Omprakash Agarwal | Non-Executive Independent Director | - | 49,000 |
| Mr. Arvind Kumar Rathi | Non-Executive Independent Director | - | 24,500 |

### REMUNERATION POLICY

The company has adopted and implemented the nomination and remuneration policy devised in accordance with Section 178(3) and (4) of the Companies Act, 2013 which is available on the website of the company at: https://www.rnbdenims.com/uploads/reports/policies/3_nomination-and-remuneration-policy.pdf

The remuneration payable to Directors, Key Managerial Personnel and Senior Management Person will involve a balance between fixed and incentive pay reflecting short term and long-term performance objectives appropriate to the working of the company and support in the achievement of corporate goals.

Presently the company pays sitting fees to its non-executive director. The criteria for making payment to the non-executive director is available on the website of the company at: https://www.rnbdenims.com/uploads/reports/policies/3_nomination-and-remuneration-policy.pdf and https://www.rnbdenims.com/uploads/reports/policies/8_terms-and-condition-of-appointment-of-independent-director.pdf

| SN | Particulars | Mr. Rajkumar Mangilal Borana | Mr. Amit Dalmia | Mr. Deepak Dalmia | Mr. Ankur Mangilal Borana | Mr. Nirmit Dalmia |
|---|---|---|---|---|---|---|
| 1 | All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors | Rs. 85,000/- per month exclusive of all perquisite | Rs.1,50,000/- per month exclusive of all perquisite | Rs. 85,000/- per month exclusive of all perquisite | Rs. 1,50,000/- per month exclusive of all perquisite | Rs. 75,000/- per month exclusive of all perquisite |
| 2 | Details of fixed component and performance linked incentives along with the performance criteria | The above mentioned is the fixed component and there is no performance-based incentive. | | | | |
| 3 | Service contracts, notice period, severance fees | As per WTD & MD Agreements executed and provisions of Companies Act, 2013 | | | | |
| 4 | Stock option details, if any | NIL | | | | |

## 9. GENERAL BODY MEETING

### a) The details of Annual General Meetings held during the last three years are as follows:

| Year | Day, Date and Time | Venue |
|---|---|---|
| 2021-22 | Friday, 23rd September, 2022 at 03:00 P.M. | Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India |
| 2022-23 | Friday, 29th September, 2023 at 03:00 P.M. | Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India |
| 2023-24 | Monday, 30th September, 2024 at 11.30 A.M. | Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India |

### b) The details of special resolution(s) which were passed in the last three Annual General Meetings ("AGM") of the company along with details of voting pattern are as follows:

| Date of AGM | Special Resolution | Favor | | Against | |
|---|---|---|---|---|---|
| | | Ballot | e-voting | Ballot | e-voting |
| 29th September, 2023 | To enhance the borrowing limits of the company | 9388490 | 47856843 | 0 | 300 |
| | To enhance the lease/ encumbrance limits on the properties of the company | 9388490 | 47856843 | 0 | 300 |
| | Approval of loans, investments, guarantee or security under Section 185 of Companies Act, 2013 | 9388490 | 47856843 | 0 | 300 |
| | Authorizing the board of directors for advancing loans in excess of limits specified under section 186 of | 9388490 | 47856843 | 0 | 300 |

| | | | | | |
|---|---|---|---|---|---|
| | Companies Act, 2013 | | | | |
| | Appointment of Mr. Krishna Omprakash Agarwal (DIN: 10278104) as a Director in the category of (Non-Executive Independent Director) of the company | 9388490 | 47856843 | 0 | 300 |
| | Appointment of Mr. Kanav Sham Sunder Arora (DIN: 00933401) as a Director in the category of (Non-Executive Independent Director) of the Company. | 9388490 | 47856843 | 0 | 300 |
| | Appointment of Ms. Radhika Arun Kanodiya (DIN: 07862908) as a Director in the category of (Non-Executive Independent Director) of the Company | 9388490 | 47856843 | 0 | 300 |
| | To consider and approve issuance of Warrant Convertible into Equity Shares on Preferential Basis to Non-Promoter/ Public Category Shareholder of the Company | 9388490 | 47235826 | 0 | 300 |
| 30th September, 2024 | Appointment of Mr. Arvind Kumar Rathi (DIN: 07842066) as an Independent Director of the company. | 0 | 60194393 | 0 | 0 |
| | Appointment of Mr. Nirmit Dalmia (DIN:10751198) as the Whole Time Director of the company. | 0 | 60194393 | 0 | 0 |
| | Adoption of New Set of Memorandum of Association as per Companies Act, 2013. | 0 | 60194393 | 0 | 0 |
| | Adoption of New Set of Articles of Association as per Companies Act, 2013. | 0 | 60194393 | 0 | 0 |
| | Authorizing the Board of Directors for Advancing Loans in excess of limits specified under Section 185 of the Companies Act, 2013. | 0 | 60194393 | 0 | 0 |
| | Approval of Loans, Investments, Guarantee or Security under Section 186 of the Companies Act, 2013. | 0 | 60194393 | 0 | 0 |

### c) Extra-ordinary General Meeting

The details of Extra-ordinary General Meeting held during the financial year 2024-25 are as follows:

| Year | Day, Date and Time | Venue |
|---|---|---|
| 2024-25 | Monday, 31st March, 2025 at 11:00 am | Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India |

**The details of special resolution(s) which were passed in the Extra-ordinary General Meetings ("EGM") of the company along with details of voting pattern are as follows:**

| Date of EGM | Special Resolution | Favor | | Against | |
|---|---|---|---|---|---|
| | | Ballot | e-voting | Ballot | e-voting |
| 31st March, 2025 | To consider and approve the change in designation of Mr. Amit Dalmia (DIN:00034642), from "Whole-Time Director" to "Chairman and Managing Director" of the company. | 2 | 20000243 | 0 | 1 |
| | To consider and approve loans, investments, guarantee or security under | 2 | 71633633 | 0 | 1 |

| | | | | | |
|---|---|---|---|---|---|
| | Section 186 of the Companies Act, 2013. | | | | |
| | To consider and approve granting of loan to Ricon Textile Private Limited, future subsidiary company under section 185 of the Companies Act, 2013. | 2 | 19999121 | 0 | 1 |

### d) Name and address of scrutinizer or the person who conducted the remote e-voting and ballot exercise:

**CS Ranjit Binod Kejriwal**
Practicing Company Secretary,
1, Aastha, 2/906, Hira Modi Sheri,
Opp. Gujarat Samachar Press,
Sagrampura, Ring Road,
Surat – 395002, Gujarat.
Email: rbksurat@gmail.com
Ph: 0261-2331123

### e) Postal Ballot

During the financial year 2024-25, no resolution was passed through postal ballot process.
Also, the company has not proposed any resolution through Postal Ballot for the financial year 2025-26 till the 15th AGM.

## 10. MEANS OF COMMUNICATION

**Financial Results:** R & B Denims Limited believes in publishing all the financial information to stakeholders within the stipulations provided under the law. During the year, company has declared all financial results within the timeline provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**Yearly/half yearly/ quarterly financial results:** The yearly/half yearly/ quarterly financial results of the company are published in website of the company i.e. on https://www.rnbdenims.com/. Financial results for the year 2024-25 have been submitted to stock exchange within stipulated timelines from the conclusion of board meeting in which financial results have been approved. During the year, following quarterly, half yearly and yearly financial results have been submitted on BSE portal

| Period of Financial Results | Date |
|---|---|
| Unaudited Financial Results for the quarter ended 30th June, 2024 | 14th August, 2024 |
| Unaudited Financial Results for the quarter and half year ended 30th September, 2024 | 14th November, 2024 |
| Unaudited Financial Results for the quarter and nine month ended 31st December, 2024 | 14th February, 2025 |
| Audited Financial Results for the quarter and year ended 31st March, 2025 | 15th May, 2025 |

Hence, company has published above mentioned financial results in the following newspapers:

1. English Daily: “Free Press Gujarat”
2. Regional Language Daily: “Lokmitra”

**News release/ presentation made to the investors:** All the press release and the presentation made to institutional investor/ analysts are uploaded on the official website of the company www.rnbdenims.com

**Website:** Company's official website www.rnbdenims.com contains separate tab "Investor Relationship" for investors, in which notices of the board meetings, annual reports, investor presentations, shareholding pattern and other announcements made to stock exchange are displayed in due course for the shareholders information.

**Email IDs for investors:** The company has formulated separate email-id: compliance@rnbdenims.com for investor service. Investor can also contact share Registrar and Transfer Agent (RTA) of the company on their email id investor@bigshareonline.com and the same is available on website of the company www.rnbdenims.com

**SEBI SCORES:** For investor compliant redressal SEBI has developed SCORES platform in which investor can lodged any complaint against the company for any grievance. The company also uploads the action taken report in the SCORES platform for redressal of investor complaint.

## 11. GENERAL SHAREHOLDER INFORMATION

### a) Details of Annual General Meeting:

| | |
|---|---|
| **Annual General Meeting** | 15th Annual General Meeting |
| **Date, Time and Venue of AGM** | Monday, 11th August, 2025 at 11.30 AM, at Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India |
| **Financial Year** | The financial year of the company is from 01st April, 2024 to 31st March, 2025. |

*The Members / Proxies who intend to attend the meeting are requested to bring the Attendance slip sent herewith duly filed in to the meeting. The instrument appointing the proxy, in order to be effective, should be duly stamped, completed and signed and deposited at the Registered Office of the company not less than 48 hours before the commencement of the meeting.*

### b) Financial year:

The financial year of the company is from April 1 to March 31 of the following year.

### c) Dividend Details:

The company has not declared dividend for the reporting financial year and the company does not have any unpaid dividend.

### d) Listing on stock exchange:

The equity shares of the company as on the date are listed on the Main Board of BSE Limited. The company confirms that it has paid annual listing fee for the financial year 2024-25 to the BSE Limited. The details of stock exchange are as mentioned below:

**BSE Limited (Main Board)**
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001
Tel. : 022-22721233/4,
Fax:022-22721919

### e) In case the securities are suspended from trading, the directors' report shall explain the reason thereof: Not Applicable

### f) Registrar & Transfer Agents:

Bigshare Services Private Limited
Address: Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre,
Mahakali Caves Road, Andheri (East), Mumbai-400093, Maharashtra.
Telephone: 022-62638200
Email: investor@bigshareonline.com
Website: www.bigshareonline.com

## g) Share Transfer System:

The company's shares are compulsorily traded in dematerialized mode. The dematerialized shares are transferable through the depository system. The power of share transfer has been delegated to the designated officials of Registrar & Transfer Agent of the company, **BIGSHARE SERVICES PRIVATE LIMITED**. The Registrar & Transfer Agent processes the share transfers within a period of fifteen days from the date of receipt of the transfer documents.

The company has also carried out quarterly secretarial audit for reconciliation of share capital audit as required under SEBI circular no. 16 dated 31st December, 2002.

However, as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further vide its press release PR No.:12/2019 dated March 27, 2019 clarified that transfer of shares (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, shareholders are requested to take dematerialize the shares on expedite manner.

Moreover, pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, it was clarified that transfer deeds lodged prior to deadline of April 01, 2019 and rejected/returned due to deficiency in the documents may be re-lodged with requisite documents. SEBI has further decided to fix March 31, 2021 as the cut-off date for re-lodgement of transfer deeds.

To facilitate shareholders for trading in demat form, company has entered into agreement with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

## h) Distribution of shareholdings as on 31st March, 2025 (Based on BENPOS)

### 1) On the basis of Shareholdings

| Shareholding of nominal | No. of shareholders | % of Shareholders | Shares Amount | % of Shares Amount |
|---|---|---|---|---|
| 01-500 | 4709 | 90.26 | 277718 | 0.31 |
| 501-1000 | 178 | 3.41 | 142045 | 0.16 |
| 1001-2000 | 110 | 2.11 | 155553 | 0.17 |
| 2001-3000 | 43 | 0.83 | 107642 | 0.12 |
| 3001-4000 | 19 | 0.36 | 69316 | 0.08 |
| 4001-5000 | 13 | 0.25 | 62338 | 0.07 |
| 5001-10000 | 43 | 0.82 | 317249 | 0.35 |
| 10001 and above | 102 | 1.96 | 88841579 | 98.74 |
| Total* | **5217** | **100.00** | **89973440** | **100.00** |

### 2) On the basis of Category

| Category | Number of Shareholders | No. of Shares held | Share holding % |
|---|---|---|---|
| **a. Promoter Holding** | | | |
| Directors & Relatives | 19 | 41508390 | 46.13 |
| Bodies Corporate | 2 | 10125000 | 11.25 |
| **b. Non-Promoter Holding** | | | |
| Institutions | | | |
| Foreign Portfolio Investor (Corporate)- Category I | 1 | 50000 | 0.06 |
| Non-Institutions | | | |
| Resident Individual | 5080 | 26798857 | 29.78 |

| | | | |
|---|---|---|---|
| HUF | 58 | 4379052 | 4.87 |
| Key Managerial Person | 1 | 1122 | 0.01 |
| Foreign Individuals or NRI | 37 | 37263 | 0.04 |
| Bodies Corporate | 16 | 7030504 | 7.81 |
| Clearing Member | 3 | 43252 | 0.05 |
| Total* | **5217** | **89973440** | **100.00** |

**i) Dematerialization of shares and liquidity:**

As on 31st March, 2025, total of 8,99,73,440 equity shares equivalent to 99.99% of the total issued, subscribed and paid-up equity share capital of the company were in dematerialized form and total of 50 equity shares equivalent to 0.00007% of the total issued, subscribed and paid-up equity share capital of the company were in physical form. The equity shares of the company are traded on BSE Main Board.

Those shareholders who hold shares in physical form are requested to dematerialize their shares at earliest. 50 equity shares of the company are still in physical form. An investor intending to dematerialise its securities is requested to contact Depository Participant.

**j) Outstanding GDRS/ADRS/Warrants/Any Other Convertible Instruments:**

The company does not have any outstanding instruments of the captioned type.

**k) Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:**

Nil

**l) Investor Helpdesk:**

Shareholders/Investors can also send their queries through e-mail to the company at compliance@rnbdenims.com. This designated e-mail has also been displayed on the company's website www.rnbdenims.com under the section investor contact.

**m) Nomination Facility:**

It is in the interest of the shareholders to appoint nominee for their investments in the company. Those members, who are holding shares in physical mode and have not appointed nominee or want to change the nomination, are requested to send us nomination form duly filed in and signed by all the joint holders

**n) Proceeds from public Issue / Rights Issue / Preferential Issue / Warrant Conversion:**

Not Applicable

**o) Utilisation of IPO Proceeds:**

Not Applicable

**p) Plant Location:**

Block No.467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India.

**q) Address for Correspondence:**

**(a) Bigshare Services Private Limited**
Office No S6-2, 6th Floor,
Pinnacle Business Park, Next to Ahura Centre,
Mahakali Caves Road Andheri (East),
Mumbai-400093, Maharashtra
**Email**: investor@bigshareonline.com
**Website**: www.bigshareonline.com
**Ph**: No. 022-62638200
**Fax**: 022-62638299

**(b) Registered Office**
Block No. 467, Sachin Palsana Road Palsana, Surat-394315
**Email**: info@rnbdenims.com
**Website**: www.rnbdenims.com
**Ph. No.**: 0261-2349892
**CIN**: L17120GJ2010PLC062949

### r) Credit Rating:

No credit rating has been obtained in the last financial year

## 12. DISCLOSURES

### a) Disclosure of Accounting Treatment in Preparation of Financial Statement:

In preparation of the financial statements, the company has followed the Indian Accounting Standards (Ind As) issued by the Institute of Chartered Accountants of India (ICAI). The significant accounting policies which are consistently applied have been set out in the Notes to the Accounts.

### b) Related Party Transaction:

The list of related party transactions entered by the company during the year is mentioned in Related Party Disclosures (As identified by management) of the financial statement. All related party transactions are being monitored by audit committee of the company. The Audit Committee has also granted omnibus approval for entering into related party transaction and the same is reviewed quarterly by the members of Audit Committee. Company's policy on related party transaction is available on below link: https://www.rnbdenims.com/uploads/reports/policies/10_related-party-transaction-policy.pdf

### c) Risk Management:

The company has to frame a formal Risk Management Framework for risk assessment and risk minimization to ensure smooth operation and effective management control. The Audit Committee has to review the adequacy of the risk management framework of the company, the key risks associated with the business and to measure the steps to minimize the same.

### d) Statutory Compliance, penalties and strictures:

The company has complied with the requirements of the Stock Exchanges /Securities and Exchange Board of India (SEBI) / and Statutory Authorities to the extent applicable, and accordingly no penalties have been levied or strictures have been imposed on the company on any matter related to capital markets during the last three years.

### e) Whistle Blower Policy/Vigil Mechanism Policy:

The company has adopted a Whistle Blower Policy to provide a formal mechanism to the directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the chairman of the audit committee. It is affirmed that no personnel of the company have been denied access to the audit committee. The Whistle Blower Policy has been posted on the website of the company at https://www.rnbdenims.com/uploads/reports/policies/5_vigil-mechanism-whistle-blower-policy.pdf

### f) Mandatory & Non-Mandatory Requirements:

The company has complied with all the mandatory requirements of Corporate Governance and endeavours to adopt good corporate governance practices which help in adoption of non-mandatory requirements.

### g) Material Subsidiary:

The company has two material subsidiaries. The details of material subsidiaries are as follows:

| Sr. No. | Name | Date of Incorporation | Place of Incorporation |
|---|---|---|---|
| 1. | RB Industries | 01/05/2015 | Surat |
| 2. | Ricon Industries | 30/06/2014 | Surat |

The company's policy on material subsidiary as available on link https://www.rnbdenims.com/uploads/reports/policies/5_vigil-mechanism-whistle-blower-policy.pdf

**h) Disclosure of commodity price risks and commodity hedging activities:**

Not Applicable

**i) Utilisation of funds raised through Preferential Allotment or Qualified Institutions Placements:**

During the year, the company has not raised funds through Preferential Allotment or Qualified Institutions Placements.

**j) Certification from Company Secretary in Practice:**

Mr. Ranjit Binod Kejriwal, Practicing Company Secretary, Surat has issued a certificate required under the listing regulations, confirming that none of the directors on the board of the company has been debarred or disqualified from being appointed or continuing as director of the company by SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed as **Annexure-12.**

**k) Recommendations of Committees of the Board:**

There were no instances during the financial year 2024-25 wherein the Board had not accepted the recommendations made by any Committee of the Board.

**l) Fees to Statutory Auditor:**

Total fees paid by the company and its subsidiaries to the statutory auditor as mentioned below:

(Amount in lakhs)

| Payment to Statutory Auditor | FY 2024-25 | FY 2023-24 |
|---|---|---|
| Statutory Audit Fees | 13.50 | 7.50 |
| Tax Audit Fees | 1.50 | 1.50 |

**m) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

The details of complaints filed; disposed & pending are given below:
Number of Complaints filed during the year: NIL
Number of Complaints disposed of during the year: NIL
Number of Complaints pending as on end of the financial year: NIL

**n) Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount':**

Nil

**o) Code of Conduct for Prevention of Insider Trading:**

The company has adopted the Code of Conduct for regulating, monitoring and reporting of Trading by Insiders in accordance with the requirement of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Companies Act, 2013.The code of internal procedures and conduct for regulating, monitoring and reporting of trading by insiders is available on: https://www.rnbdenims.com/uploads/reports/policies/14_prohibition-of-insider-trading-policy.pdf

**p) Compliance Certificate from either the Auditors or Practicing Company Secretaries regarding Compliance of Conditions of Corporate Governance:**

The compliance certificate on corporate governance for the year ended 31st March, 2025, issued by M/s. R P R & Co., Statutory Auditors of the company forms part of the Corporate Governance Report. The certificate is enclosed as **Annexure-11**

**q) Update e-mails for receiving notice/documents in e-mode:**

The Ministry of Corporate Affairs (MCA) has through its circulars issued in 2011, allowed service of documents by companies including Notice calling General Meeting(s), Annual Report etc. to their shareholders through electronic mode. This green initiative was taken by MCA to reduce paper consumption and contribute towards a green environment. As a responsible citizen, your company fully supports the MCA's endeavour.

In accordance of the same, your company had proposed to send Notice calling General Meetings, Annual Report and other documents in electronic mode in future to all the shareholders on their email addresses. It was also requested to inform the Company in case the shareholders wish to receive the above documents in physical form. Accordingly, the Annual Report along with Notice will be sent to the shareholders in electronic mode at their email addresses.

The shareholders may register their email addresses with their Depository through Depository Participant.

**r) Disclosure with respect to Demat Suspense Account/Unclaimed Suspense Account:**

There are no instances with respect to Demat suspense account/unclaimed suspense account.

**s) Update your Correspondence Address/ Bank Mandate/Pan/ Email-Id:**

Shareholder(s) holding shares in dematerialized for are requested to notify changes in Bank details/ address/ email ID directly with their respective DPs.

**t) Compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company has framed policies which are available on company's website i.e. https://www.rnbdenims.com/policies

**u) Quote Folio No. / DP ID No.:**

Shareholders/ Beneficial owners are requested to quote their DP ID no. in all the correspondence with the company. Shareholders are also requested to quote their Email ID and contact number for prompt reply to their correspondence.

**v) Reconciliation of Share Capital:**

As stipulated by the Securities and Exchange Board of India (SEBI), a Practicing Company Secretary shall carry out audit of Reconciliation of Share Capital and provide a report to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The audit inter- alia, confirms that the total listed and paid- up capital of the company is in agreement with the aggregate of the total number of shares in dematerialized form and total number of shares in physical form. This reconciliation is carried out for every quarter and report of Practicing Company Secretary is submitted to Stock Exchange and is also placed before the Board to take a note of the same.

**w) Code of Conduct:**

The board of directors has laid down a 'Code of Conduct' (code) for all the board members and the senior management of the company and this code is posted on the website of the company at https://www.rnbdenims.com/uploads/reports/policies/7_code-of-conduct.pdf. Annual declaration is obtained from every person covered by the code.

**x) CEO/ CFO Certification:**

In terms of regulation 17(8) of the Listing Regulations, the CEO / CFO made a certification to the Board of Directors which has been reviewed by the Audit Committee and taken on record by the Board and enclosed as **Annexure-8** to this Annual Report.

## 13. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT

All the requirements of corporate governance report have been duly complied.

## 14. DISCRETIONARY REQUIREMENTS

### The Board

The chairman of the company is an executive director.

### Shareholder Rights

Quarterly, half yearly and yearly declaration of financial performance is uploaded on the website of the company at https://www.rnbdenims.com/financial-results as soon as it is intimated to the stock exchange.

### Modified opinion(s) in audit report

Standard practices and procedures are followed to ensure unmodified financial statements.

### Reporting of internal auditor:

The internal auditor reports to the audit committee periodically with internal audit report prepared on annual basis.

### Independent Directors:

The independent directors of the company had met twice in a financial year 2024-25, without the presence of non-independent directors and members of the management and all the independent directors as on the date of meeting were duly present.

## 15. THE DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2)

The company has complied with the provisions of regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

**Date:** 11th July, 2025
**Place:** Surat

For and on behalf of the Board of Directors
**R & B Denims Limited**

**Sd/-**
**Amit Dalmia**
Chairman & Managing Director
DIN: 00034642

**ANNEXURE-3**

## Form No. MR-3
## SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2025

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,
The Members,
**R & B DENIMS LIMITED**
CIN: L17120GJ2010PLC062949
Block No. 467 Sachin Palsana Road,
Palsana, Surat 394315

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. R & B Denims Limited,** (hereinafter called the "company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification on test check basis of the **M/s. R & B Denims Limited's** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2025** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. R & B Denims Limited,** for the financial year ended on **31st March, 2025** according to the provisions of:

- The Companies Act, 2013 (the Act) and the rules made there under;
- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable during the year: -
  a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
  c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **the regulation is not applicable during the Financial Year 2024-25**
  d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **the regulation is not applicable during the Financial Year 2024-2025**
  e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **the regulation is not applicable during the Financial Year 2024-2025**
  f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **the regulation is not applicable during the Financial Year 2024-2025**

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **the regulation is not applicable during the Financial Year 2024-2025** and;
h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **the regulation is not applicable during the Financial Year 2024-2025**

- Other Laws Specifically Applicable to Company:
  a. Income Tax Act, 1961
  b. Goods and Service Tax Act, 2017 and other indirect taxes
  c. Labour Laws
  d. Air (Prevention and Control of Pollution) Act, 1981
  e. Factories Act, 1948.

I have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards with regard to the Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
ii. The Listing Agreements entered into by the Company with BSE Limited Stock Exchange of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**During the year under review, the company has generally complied with the provisions of the act, rules, regulations and guidelines mentioned above subject to the following observations:**

- *BSE Limited ("BSE") has imposed a fine of Rs. 2,360/- (Rupees Two Thousand Three Hundred and Sixty only) (including GST) on the company for late submission of Annual Secretarial Compliance Report in XBRL mode as required under Regulation 24A of the SEBI Listing Regulations.*

- *Assistant Commissioner of Central Goods and Services Tax department, Gujarat has imposed a penalty of Rs. 43,66,118/- (Forty-Three Lakh Sixty-Six Thousand One Hundred and Eighteen Only) on January 01, 2025, which is required to be disclosed within 24 hours, the same has been disclosed to BSE Limited on April 18, 2025.*

- *The company was unable to comply with certain provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in relation to its subsidiaries. As M/S. RB Industries and M/s. Ricon Industries have been identified as subsidiary by the company, which are partnership firms, not required to follow the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

- *Below mentioned forms has been filed with ROC after due date with additional fees.*

| ***Sr. No.*** | ***Forms*** | ***Purpose of form*** | ***SRN*** | ***Due Date of filing*** | ***Date of filing*** |
|---|---|---|---|---|---|
| *1.* | *AOC-4 XBRL* | *Filing XBRL in respect of financial statement* | *N11382918* | *29/10/2024* | *30/10/2024* |
| *2.* | *MGT-14* | *Resolutions passed in pursuance of exercise of powers of Board of Directors* | *AB2511170* | *05/11/2024* | *29/01/2025* |
| *3.* | *MGT-14* | *Authorisation for investments by RB industries* | *AB2510547* | *13/12/2024* | *29/01/2025* |

**I further report that,** based on the information provided by the company, its officers and authorised representative during the conduct of the audit, and also on the review of reports by CS/CFO and

Statutory Auditor of the company, in my opinion, adequate systems and processes and control mechanism exist in the company to monitor and ensure compliance with applicable general laws.

**I further report that,** the compliance by the company of applicable financial laws, like direct, indirect tax laws, pollution control, labour laws and other acts as mentioned in point (vi), has not been reviewed in this audit since the same have been subject to review by statutory financial auditor and other designated professionals.

**I further report** that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act & Regulation as applicable.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except those held on shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. The board meetings have been conducted with shorter notice than seven days, after taking consent of all directors and with the presence of all independent directors.

As per the minutes of the meetings duly recorded and signed by the chairman, the decisions of the board were unanimous and no dissenting views have been recorded.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I report further that,** during the audit period, there were no specific events/actions in pursuance of the aforesaid laws, rules, regulations, etc. having a major bearing on the company's affairs.

Place: Surat
Date: 11th July, 2025

Sd/-
Name of PCS: Ranjit Binod Kejriwal
FCS No.: 6116
C P No.: 5985
PR: I2004GJ424500
UDIN: F006116G000758441

**This report is to be read with our letter dated 11th July, 2025 which is annexed and forms an integral part of this report.**

To,
The Members,
**R & B DENIMS LIMITED**
(CIN: L17120GJ2010PLC062949)
Block No. 467 Sachin Palsana Road,
Palsana, Surat 394315

My Secretarial Audit report dated 11th July, 2025 is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and processes as were considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed, provide a reasonable basis for our opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Surat
Date: 11th July, 2025

Sd/-
Name of PCS: Ranjit Binod Kejriwal
FCS No.: 6116
C P No.: 5985
PR: I2004GJ424500
UDIN: F006116G000758441

**ANNEXURE-4**

## ENERGY CONSERVATION MEASURES, TECHNOLOGY ABSORPTION AND R&D EFFORTS AND FOREIGN EXCHANGE EARNINGS AND OUTGO

*{Pursuant to Rule 8 of Companies (Accounts) Rules, 2014}*

### A. CONSERVATION OF ENERGY

1. The steps taken or impact on conservation of energy:
   a. Identification and monitoring of operation of High energy consuming load centre and also specific loads like Compressors, & Diesel Generators etc., daily monitoring of consumption of 'A' class loads.
   b. Use of Energy Efficient Lighting systems
   c. Switching off machines / equipment when not in use and switching off lights in areas not having adequate activity by regrouping/repositioning the activity so that there will not be any wastage of energy due to lighting.
   d. Monitoring of utilization of energy in lighting and other auxiliary equipment.
   e. Creating awareness among employees about the necessity of energy conservation by celebrating energy conservation week.
2. The steps taken by the company for utilising alternate sources of energy: The company has generated renewable energy in-house through roof-top solar PV, off-site captive wind farms. A combined renewable energy of solar and wind will be around 9 Million units in a Year. This would be equivalent to Rs. 60% of Total power consumption of the Company
3. The capital investment on energy conservation equipment: During the year the company has not made any additional investment in solar and wind energy. The company invested in solar and wind energy in FY 2021-22.

### B. TECHNOLOGY ABSORPTION

1. The efforts made towards technology absorption
   - Efforts towards technology absorption included continued efforts for process improvements and improved formulation types/strengths to improve the efficacy, productivity and profitability of the company.
   - The company has contributed an amount of 73.53 lakhs as a measure of environment protection for treating the waste water generated in the process of making Denim.
2. The benefits derived like product improvement, cost reduction, product development or import substitution; Product development, value addition and sustainable or import substitution
   - In case of imported technology (imported during last three years reckoned from the beginning of the financial year)
   - The details of technology imported: The company has not imported any technology during the last three financial years
   - The year of import: Not applicable
   - Weather the technology been fully absorbed: Not applicable
3. If not fully absorbed areas where absorption has not taken place & reasons thereof: Not Applicable
4. The expenditure incurred on research & development during the year 2024-25: NIL

### C. FOREIGN EXCHANGE EARNING AND OUTGO

| Sr. No. | Particulars | F.Y. 2024-25 | F.Y. 2023-24 |
|---|---|---|---|
| 1 | Foreign exchange earnings | 16,24,89,900 | 9,70,39,383 |
| 2 | Foreign exchange Outgo | 44,55,210 | 5,34,15,910 |

**Date:** 11th July, 2025
**Place:** Surat

For and on behalf of the Board of Directors
**R & B Denims Limited**

**Sd/-**
**Amit Dalmia**
Chairman & Managing Director
DIN: 00034642

**ANNEXURE-5**

## ANNUAL REPORT ON CSR ACTIVITIES FOR FINANCIAL YEAR 2024-25

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

**1. Brief outline on CSR policy of the company:**

R & B Denims Limited is committed to conduct business in a socially, economically and environmentally responsible and sustainable manner, which enables the creation and distribution of wealth for the betterment of all its stakeholders, internal as well as external, through the implementation and integration of ethical systems and sustainable management practices. For this, company had laid a balanced emphasis on all aspects of corporate social responsibility and sustainability with regard to its internal operations, activities and processes, as well as undertake initiatives and projects to facilitate awareness program for preventing disease and building immunity, promoting education, eradicating hunger, poverty and malnutrition, environment protection, promotion of green and energy efficient technologies and upliftment of the marginalized and underprivileged sections of the society.

The CSR provisions of the Companies Act 2013, Schedule VII, or the CSR rules are inviolable.

The CSR Committee so constituted formulated Policy on Corporate Social Responsibility (CSR Policy) on 28/06/2018 and the Board of Directors of the company ('Board') has approved the same as per recommendation of CSR Committee.

**2. Composition of the CSR Committee:**

| Sr. No. | Name of Director | Designation/Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---|---|---|---|---|
| 1. | Mr. Amit Dalmia | Chairman Managing Director | 2 | 2 |
| 2. | Mr. Ankur Mangilal Borana | Member Executive Director | 2 | 2 |
| 3. | Mrs. Anita Pankaj Jain | Member Non – Executive Independent Director | 2 | 2 |

**3.** The web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: https://www.rnbdenims.com/uploads/reports/policies/15_csr-policy.pdf

**4.** Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.: **Not Applicable**

**5. a. Average net profit of the company for last three financial year: -**

Profit calculated as per provisions of Section 198 of the Companies Act, 2013 for last three years:

2021-2022: Rs. 26,62,88,855/-

2022-2023: Rs. 17,66,23,425/-

2023-2024: Rs. 24,52,28,505/-

Average Net Profit: Rs 22,93,80,262/-

b. Two percent of average net profit of the Company as per Section 135(5) i.e. for last three

| | | | | | | |
|---|---|---|---|---|---|---|
| | financial years: Rs. 45,87,605/- | | | | | |
| | c. Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL | | | | | |
| | d. Amount required to be set-off for the financial year, if any: 31,69,927/- | | | | | |
| | e. Total CSR obligation for the financial year (5b+5c-5d): Rs. 14,17,678/- | | | | | |
| **6.** | **a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):** Company spent on CSR Projects other than Ongoing Project and details are mentioned in **Annexure-A** | | | | | |
| | b) Amount spent in Administrative Overheads: NIL | | | | | |
| | c) Amount spent on Impact Assessment, if applicable: NIL | | | | | |
| | d) Total amount spent for the Financial Year (a+b+d+e): Rs. 49,00,000/- | | | | | |
| | e) CSR amount spent or unspent for the Financial Year: NIL | | | | | |
| | | Amount unspent (in Rs.) | | | | |
| | Total Amount Spent for the Financial Year (in Rs.) | Total Amount transferred to Unspent CSR Account as per Section 135(6) | | Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5) | | |
| | | Amount | Date of Transfer | Name of Fund | Amount | Date of Transfer |
| | Rs. 49,00,000/- | -- | -- | -- | -- | -- |
| | f) Excess amount for set-off, if any | | | | | |

| | Sr. No. | Particular | Amount in Rs. |
|---|---|---|---|
| | **(1)** | **(2)** | **(3)** |
| | **i.** | Two percent of average net profit of the company as per Section 135(5) * | 14,17,678 |
| | **ii.** | Total amount spent for the financial year | 49,00,000 |
| | **iii.** | Excess amount spent for the financial year [(ii)-(i)] | 34,82,322 |
| | **iv.** | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | 0 |
| | **v.** | Amount available for set-off in succeeding financial years [(iii)-(iv)] | 34,82,322 |

| | |
|---|---|
| | ***Note: After setting off surplus of previous year of Rs. 31,69,927/-** |
| **7.** | Details of unspent CSR amount for the preceding three financial years: Not Applicable |
| **8.** | Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year: No |
| **9.** | Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5): Not Applicable |

**Date:** 11th July, 2025
**Place:** Surat

For and on behalf of the Board of Directors
**R & B Denims Limited**

**Sd/-**
**Amit Dalmia**
Chairman & Managing Director
DIN: 00034642

## Annexure: A

| 1 | 2 | 3 | 4 | 5 | |
|---|---|---|---|---|---|
| **S. N.** | **Name of Project** | **Item from the list of activities in schedule VII of the act** | **Local area yes/no** | **Location of the project** | |
| | | | | **State** | **Dist.** |
| 1 | Promoting Education | (ii) | Yes | Gujarat | Surat |
| 2 | Promoting Healthcare | (i) | Yes | Gujarat | Surat |
| 3 | Promoting Education | (ii) | No | Gujarat, Jharkhand | Narmada, Deoghar |

| 6 | 7 | 8 | 9 | 10 | |
|---|---|---|---|---|---|
| **Amount allocated for the project (in Rs.)** | **Amount spent in the current financial year** | **Amount transferred to unspent CSR account for the project as per Section 135(6)** | **Mode of implementation – Direct (Yes/No)** | **Mode of implementation - through implementation agency** | |
| | | | | **Name** | **CSR Registration No.** |
| 45,00,000 | 45,00,000 | NIL | NIL | Agarwal Samaj Vidya Vihar Trust | CSR00014518 |
| 1,00,000 | 1,00,000 | NIL | NIL | Rotary International District 306 Trust | CSR00049349 |
| 3,00,000 | 3,00,000 | NIL | NIL | Friends of Tribal Society | CSR00001898 |

**Date:** 11th July, 2025
**Place:** Surat

For and on behalf of the Board of Directors
**R & B Denims Limited**

**Sd/-**
**Amit Dalmia**
Chairman & Managing Director
DIN: 00034642

**ANNEXURE – 6**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### DISCLAIMER

Statements in the Directors' Report & Management Discussion and Analysis describing the company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the company's operations include raw material availability and its prices, cyclical demand and pricing in the company's principle markets, changes in government regulations, tax regimes, economic developments within India and the countries in which the company conducts business and other ancillary factors.

### 1. INDUSTRY STRUCTURE AND DEVELOPMENTS:

#### a) Global Denim Industry Structure

The global denim market, valued at approximately **USD 86.7 billion in 2024**, is projected to reach **USD 121.5 billion by 2030**, growing at an estimated **5.8–5.9% CAGR**. Denim fabric alone generated around **USD 24.6 billion in 2024**, with forecasts suggesting growth to nearly **USD 35 billion by 2032–33**. Market segmentation reflects diverse demand—comfort-driven stretch denim, eco-friendly recycled and organic lines, and premium categories—all witnessing expanding consumer preference. Notably, men's denim held a **53% share in 2024**, though women's denim is currently growing at a slightly faster pace. The industry remains fragmented geographically; North America led with a **31–34% revenue share**, while Asia-Pacific is the fastest-growing region, supported by rising incomes and casualwear trends. Theoretical drivers shaping the sector include premiumisation, rise of smart and sustainable textiles, direct-to-consumer models, and omni-channel retail—which are reshaping the denim value chain globally.

#### b) Indian Denim Industry Structure

India's denim fabric market stood at **USD 6.15 billion in FY 2023**, expected to head upward to **USD 9.15 billion by 2026** at a robust **8–9% CAGR**. The denim apparel segment reached **USD 1.14 billion in 2024**, projected to grow to **USD 1.83 billion by 2033**, at a **5.04% CAGR**. India ranks among the top three fabric exporters—accounting for around **11% of global denim exports**—with export values touching **USD 8.2 billion in 2024**. Production capacity in India hovers around **1.6–1.74 billion meters per annum**, of which **60–65%** serves domestic demand and the rest is exported to over 80 countries.

India's denim industry has solidified its position as a global leader, ranking third in denim production worldwide. Gujarat, often referred to as the 'Denim Capital of India,' contributes approximately **60-70%** of the country's denim fabric production. The Indian denim market is projected to reach **$9.15 billion** by **2026**, driven by rising income levels, evolving fashion trends, and a growing emphasis on sustainability.

The government's initiatives, such as the Production-Linked Incentive (PLI) scheme and the establishment of PM MITRA parks, aim to bolster the textile sector by enhancing competitiveness and attracting investments in high-value-added segments like technical textiles and apparel.

### c) Developments and Trends in Indian Denim Industry:

- Eco-friendly production has become central. Mills across Gujarat are widely adopting organic cotton, recycled fibers, and water-saving dyeing techniques to meet growing demand for sustainable denim.
- Circular initiatives are advancing with producers using post-consumer recycled (PCR) content, while brands and suppliers run take-back programs and explore AI-powered textile sorting for reuse and recycling.
- Aligned with national goals under the PM MITRA mega-parks, many mills are transitioning to biomass boilers and rooftop solar to reduce reliance on coal and curb GHG emissions.
- Smart fabrics with UV protection, moisture-wicking, and enhanced stretchability are gaining traction; laser finishing, digital printing, and IoT-based quality monitoring are becoming mainstream.
- AI and automation are being employed to optimise design-to-production workflows, weaving, inventory forecasting, and recycling operations.
- Post mid-2023 slowdown, Gujarat mills have ramped up operations, reaching 85–90% capacity utilization by late FY 25 .
- Prominent denim producers are aggressively integrating fabric-to-garment value chains, supported by the Gujarat Textile Policy 2024
- The domestic denim market is estimated to grow from USD 6.15 bn (FY 23) to USD 9.15 bn by 2026 (8–9% CAGR), driven by rising incomes and western fashion influence
- International and homegrown premium brands are scaling presence in Tier 1–3 markets, bolstered by technology-enabled shopping experiences
- Influenced by the "wrap-up 2024" trends, consumers are favouring wide-leg, high-waist, vintage, and distressed styles, with increasing demand for customizable fits and embellishments.
- India's denim export footprint is expanding; domestic producers are seizing opportunities from disruptions in Bangladesh and Vietnam through infrastructure investments to meet global brand sourcing needs
- National events like Denims and jeans India 2025 attracted global buyers spotlighting India's position as a key sustainability and innovation focus hub.

## 2. OPPORTUNITIES AND THREATS:

### a) Opportunities:

- **Global Sourcing Shift from Bangladesh & China**
  US tariffs on Bangladesh (35%) and a political crisis in Bangladesh are prompting western brands to diversify sourcing to India, presenting an immediate export opportunity for garment makers. India's apparel exports grew 11.3% YoY in May, signalling momentum from redirected orders.

- **Enhanced Government Incentives**
  The PLI scheme expansion targets small textile firms, aiming to grow garment exports to USD 50 billion by 2030. The India–UK Free Trade Agreement (May 2025) eliminates duties on UK imports and boosts export potential with luxury labels.

- **Sustainability-Driven Differentiation**
  Rising consumer and brand demand for organic cotton, recycled materials, and water-efficient dyeing enables premium positioning and access to niche eco-markets. Participation in circular fashion ecosystems—including take-back programs and recycled-content lines—enhances brand image and captures environmentally aware consumers.

- **Technology-Led Value Creation**
  Adoption of laser finishing, digital printing, IoT quality controls, and AI-driven design-to-production systems enhances efficiency, reduces waste, and supports customized offerings. Smart fabrics (e.g., UV-blocking, stretchable, moisture-wicking) cater to rising demand in performance and athleisure segments.

- **Customization & Premiumization**
  A rise in personalized denim—from custom fits to embellishments—driven by youth and urban consumers**.** Premium and designer denim is gaining traction thanks to higher disposable incomes and participation of fashion weeks (e.g., Lakmé, other platforms) showcasing innovative denim eco-lines

- **Tier-2/3 & E-commerce Expansion**
  Rapid urbanization and internet retailing are opening new frontiers in smaller cities and rural India via platforms like Myntra, Flipkart, and brand D2C channels. This enables cost-effective, scalable entry into emerging markets, bypassing traditional retail infrastructure challenges.

- **Vertical Integration Momentum**
  Gujarat-based mills are expanding into garment manufacturing, encouraged by Gujarat Textile Policy 2024. This offers scope for end-to-end supply services, higher margins, and greater control in the value chain.

- **Free Trade Agreements & Market Access**
  New and prospective FTAs with Australia, ASEAN, UK, EU allow duty-free or reduced tariffs for Indian exports, strengthening competitiveness.

### b) Threats:

- **High Raw-Material & Energy Costs**
  Cotton and input prices remain elevated compared to global benchmarks: spandex-30% costlier, polyester-25%, cotton>10% higher—significantly affecting manufacturing margins during FY 24-25. Denim production is energy-intensive, especially in dyeing and finishing, making margins vulnerable to energy price spikes.

- **Intense Global & Regional Competition**
  Indian mills face pricing pressure from low-cost producers like Bangladesh, Pakistan, and Vietnam. Pakistan's lower labour costs and streamlined export policies present a tangible competitive threat. Despite looming U.S. tariffs on Bangladesh, the sustained price competition requires India to constantly optimize cost and efficiency.

- **Supply Chain Disruptions & Trade Slowdowns**
  Global disruptions such as the Red Sea shipping crisis spiked freight rates by up to 5× via the Suez Canal, squeezing timelines and increasing working capital cycles for Indian exporters. Softening demand in developed regions (e.g., Europe, Japan) during late 2023 and early 2024 weakened overall export volumes.

- **Regulatory and Labor Hindrances**

Complex labour laws and high compliance burdens (e.g., licenses, shift restrictions, worker facilities) obstruct scalability and inflate operational costs. Cumbersome export-import processes and high duties on textile inputs (e.g., synthetic yarns) hinder competitiveness.

- **Environmental and Social Compliance Pressures**
  Denim manufacturing is under scrutiny for high water usage (~22,500 L per kg cotton), disruptive dyeing waste, fossil-fuel energy consumption, and chemical pollution. Failure to meet global ESG norms could result in lost business, especially from brands prioritizing sustainability certifications and low environmental footprints.

- **Domestic Demand Challenges**
  Despite rising aspirations, India's discretionary consumer base is limited: only ~130–140 million Indians fall into the real consumer class, constraining growth in premium denim. Competitive threat from fast fashion entrants is intensifying price pressures in the value segment.

- **Counterfeiting & Intellectual Property Risks**
  The prevalence of counterfeit or unbranded denim erodes margins and brand equity for authentic players.

## 3. SEGMENT WISE REVENUE PERFORMANCE:

| F.Y. | Denim | Solar Energy | Wind Energy | Total |
|---|---|---|---|---|
| 2024-25 | 23603.38 | 103.77 | 522.52 | 24229.66 |
| % | 97.42% | 0.42% | 2.16% | 100.00% |

## 4. OUTLOOK:

The Indian textile industry at large, as well as the denim industry in specific, is expected to grow further in the coming years. The global industry also has a promising future. This implies growth opportunities for R & B Denims Limited, in the domestic as well as global market. Owing to the growth in demand of apparels, especially from developing countries, as well as rise in income, the demand for denim has significantly increased and will continue to grow. Over the last 4-5 years, denim demand has increased steadily and several Indian denim players, including our company, have increased their capacity under the prevailing government incentive scheme. The industry has become more competitive in these terms. The company's values that focus on constant evolution and product innovation will help it in maintaining its strong standing in the industry and will eventually help in growing further in the future.

The outlook for the Indian denim industry remains optimistic. With supportive government policies, increasing domestic demand, and a focus on sustainable manufacturing, the industry is poised for continued growth. The adoption of advanced technologies and expansion into new markets will further enhance the global competitiveness of Indian denim manufacturers.

R & B Denims is well-positioned due to its capacity, sustainability initiatives, and improved profitability. The management plans to continue leveraging its integrated, eco-friendly model while expanding into higher-margin denim segments, so that the company can outperform peers in the evolving Indian denim landscape.

## 5. RISK AND CONCERNS:

The company is exposed to specific risks that are particular to its business and environment within which it operates, including Foreign Exchange Risk, Interest Rate Risk, Commodity Price Risk, Risk of Product Concentration and other Business Risk. While risk is an inherent aspect of any business, the company is conscious of the need to have an effective monitoring mechanism and has put in place appropriate measure for its mitigation including business portfolio risk, financial risk and legal risk and internal process risk.

The list of the potential risks the industry is exposed to domestically/internationally is given below:

a. **Business Operational Risk:** The business operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people and systems, or from external events like economic and market conditions, cut throat competitions at local as well as at international level, introduction of new players in textile markets, even events which are not directly connected with the organization like natural disasters, political and military turmoil etc.

   It can be minimized by decreasing labour turnover, power cost, logistics, balancing demand & supply risks, implementing latest technologies to create new and innovative designs of textile products, techniques required to upgrade plants, boiler house, machines, equipment, uninterrupted availability of raw material at competitive prices so as to avoid production loss, maintenance of quality and harmonizing production for completing the orders in time as well. Fluctuations in yarn prices in international market which can impact the price / cost of a particular product(s) and its blend(s) is also a part of business operational risk.

b. **Environmental Risk:** The safety of environment is important because of its ecological, economic or social significance to an ecosystem. If environment get impact/suffer more due to highly polluting nature or due to violation of any environmental law/norms by the industry/business, then it may get adverse remarks from the Regulator/Statutory Authority or may have to face penal provisions as well as implications. An effort should be made to recycle the waste, make reusable products, use natural resources instead of hazardous chemicals to protect the environment.

c. **Raw material risk:** There is always a risk of inadequate or non-availability of raw materials in the market due to volatility in the prices of cotton, transportation cost etc. which could impede business profits and prospects.

d. **Quality risk:** Easy entry of various competitors in the market could affect the quality of products in order to match the competitive prices. Also, inability to match the stringent quality standards of leading retails brands consistently could impact product off take.

e. **Working capital risk:** To expand the business operations requires increased working capital and its proper management.

f. **Purchasing power risk:** It means loss of purchasing power due to the effect of inflation. This risk is also known as inflation risk. When there is inflation in the economy, the currency loses its value due to the rising price level in the economy. The higher the inflation rate, the faster the money loses its value.

g. **Financial Risk:** It is the uncertainty associated with how firms finance its business like by issue of shares, debentures, taking loans from government / financial institutions etc. Such financial transactions also include risk of default in payment of interest, dividend or repayment of capital due to various internal or external factors like increase in credit days of debtors, inflation, interest rate fluctuations, change in government policies etc. It may lead to loss of liquidity, falling assets value, significant change in cash inflow and outflow etc.

h. **Liquidity Risk:** Liquidity Risk reflects the possibility/position that a party may have insufficient funds to settle an obligation for full value when due because of insufficient capital or difficulty in selling as asset or an investment to generate capital, but will have funds to cover settlement obligations on some unspecified date thereafter. In non-bankruptcy situations, the allowable methods to cover short positions are generally driven by local market conventions. As a result, liquidity could be adversely affected by prohibitions on transactions such as Repos, Reverse Repos, Securities Lending and other allied components.

i. **Global Risk:** Global risk refers to an uncertain event or condition that can cause significant negative impact to several countries or industries for a long period of time. India is still emerging in the market of textile industries. There is a tremendous competition around the world. Indian manufacturers will have to face a tough fight to sustain in the competition. Due to poor infrastructure facilities, the production and transaction cost remain high in India. Also, India's logistic disadvantage due to its geographical location can give it a major thumbs-down in global trade. As a result, high cost of shipments and longer lead time coupled with lack of infrastructure facility may prove to be a major hindrance. To overcome this problem, India needs to increase the size of its industrial infrastructure to capture the efficiencies of the economies of scale and it must cluster the textile production.

j. **Political Risk:** Political risk may be defined as the probability that a political event will impact adversely on a firm's profit. It represents the financial risk that a country's government will suddenly change its policies. A new law or a change in an existing could have a significant impact on an investment. Whatever laws the government passes today may be extinct tomorrow. This risk covers restriction on remittances in the buyer's country or any government action which may block or delay payment to the exporter, war, revolution or civil commotion in the buyer's country, cancellation or imposition of new export / import licensing restrictions in the buyer's country, any other kind of loss occurring either in India or outside India which is not within the control of the exporter or the buyer.

k. **Technological risk:** Technology can response corporate culture and facilitate innovative procedures. In a garment manufacturing industry, the firm is constantly required to make changes and transformations in the production process over time, upgrade their machinery besides creating new facilities and additional capacities in order to survive in the highly competitive market.

## 6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The company maintains an efficient internal control system commensurate with the size, nature and complexity of its business. The internal control system is responsible for addressing the evolving risks in the business, reliability of financial information, timely reporting of operational and financial transactions, safeguarding of assets and stringent adherence to the applicable laws and regulations. The internal auditors of the company are responsible for regular monitoring and review of these controls. The Audit Committee periodically reviews the audit reports and ensures correction of any

variance, as may be required. Key observations are communicated to the management who undertakes prompt corrective actions.

## 7. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFOMRMANCE:

During the FY 2024-25, your company recorded total revenue of Rs. 23,613.76 Lakhs against Rs. 26,226.44 Lakhs in the previous year, representing a decrease of 9.92% during the year but Net Profit for the year 2024-25 stood at Rs. 2,091.85 Lakhs as compared to Rs. 1,872.75 Lakhs in financial year 2023-24 which has increased by 11.69% (Standalone basis)

During the current year, your company recorded total revenue of Rs. 36,678.27 Lakhs against Rs. 34,905.12 Lakhs in the previous year, representing an increase of 5.08% during the year and Net Profit for the year 2024-25 stood at Rs. 2,747.40 Lakhs as compared to Rs. 2,197.65 Lakhs in financial year 2024-25 which has increased by 25.02%. (Consolidated basis)

To conserve resources for the company's future growth plans, no dividend is being recommended by the Directors for the year ended 31st March, 2025.

## 8. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES:

At R & B Denims Limited, employees are its prime assets and a vital key to its success. The company is committed to creating a professional culture to nurture and enable people to grow in their careers alongside Company's success. The Company aims to build an inclusive and empowering work environment, focused on enhancing employee experiences. The Company's philosophy for People, Process, Policies and Practices contributes towards building an agile and performance-oriented organization. The company constantly strives to strengthen its manpower in alignment with the business needs and continue to engage them through various initiatives in the realm of learning & development opportunities, reward & recognition, employee engagement activities and career growth. The company now has a pool base of more than 300+ employees which are contributing daily to the growth of the company.

## 9. DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIO :

| Ratio | 2024-25 | 2023-24 | Variance |
|---|---|---|---|
| Debtor's Turnover Ratio | 5.31 | 6.40 | -16.96% |
| Inventory Turnover Ratio | 10.23 | 28.45 | -64.06% |
| Interest Coverage Ratio | 12.14 | 11.31 | 07.34% |
| Current Ratio | 2.20 | 2.45 | -10.29% |
| Debt-Equity Ratio | 0.26 | 0. 20 | 29.48% |
| Operating Profit Ratio | 0.12% | 0.09% | 33.33% |
| Net Profit Ratio | 8.86% | 7.14% | 24.06% |

**Explanation for Change in the Ratio by more than 25% as compared to previous year:**

**Inventory Turnover Ratio:** The Inventory turnover ratio has decreased due to higher closing stock retention in the current year.
**Debt-Equity Ratio:** The ratio has increased as the company has utilised more cash credit facility increasing the debt base with respect to previous year.
**Operating Profit Margin:** Increase in Earnings before interest and tax lead to increase in operating profit margin

## 10. RETURN ON NET WORTH AS COMPARE TO IMMEDIATELY PREVIOUS FINANCIAL YEARALONG WITH A DETAILED EXPLANATION THEREOF:

Return on net worth has decreased to 12.15% in FY 2024-25 as compared to 15.52% in FY 2023-24 due to increase in average shareholder's equity in the current year.

| **Financial Year** | **2024-25** | **2023-24** |
|---|---|---|
| Net Profit after tax | 2,096.22 | 1,872.75 |
| Average Shareholder's Equity | 17,248.50 | 12,064.03 |
| Return on Net Worth | **12.15%** | **15.52%** |

## 11. SUSTAINABLE DEVELOPMENT:

Sustainability has been deeply embedded into the Company's business and has become an integral part of its decision-making process while considering social, economic and environmental dimensions. During the year 2024-25, a Sustainable Development Strategy was developed with a focus on the following areas:

- **Water Pollution Control Measures**
  Our company is a member of Gujarat Eco-Textile Park (GETP) since 2014; The Park helps us to reduce water pollution. The company has made sure that it implements various measures across all its operations to control fugitive emissions from polluting our water bodies.

- **Air Pollution Control Measures**
  Initiatives have been taken to reduce air pollution which is caused due to production processes. Our company has obtained a license from Gujarat Pollution Control Board (GPCB) to ensure pollution control. Gujarat Pollution Control Board (GPCB)ensures that the pollution control limits are maintained by surprise inspections at the factory. These inspection samples are then tested in their own laboratory and report is issued. The Company has also installed Air Receiver in the weaving department to reduce and control on toxin emissions.

## 12. HEALTH & SAFETY:

The company believes Health & Safety as an indispensable province. Company has placed suitable facilities for all workers and employees like proper lighting, ventilation, no congestion, medical kits, stretchers, fire extinguishers etc. at prominent places. Personnel at supervisory level have been trained in basic life support techniques. The safety measures taken by the company has resulted in improving the conditions under which workers are employed and work, consequently increasing the productivity.

## 13. INFRASTRUCTURE:

The company is equipped with modern infrastructure facilities which assist in smooth production. The company's manufacturing unit is outfitted with advanced machines and equipment and a trained staff, who have years of experience behind them. To sell products to the clients, the company has facilitated a smooth transportation mechanism through a strong base of transporters and traders.

## 14. CAUTIONARY STATEMENT:

The above Management Discussion and Analysis contains certain forward-looking statements within the meaning of applicable security laws and regulations. These pertain to the Company's future business prospects and business profitability, which are subject to several risks and uncertainties and the actual results could materially differ from those in such forward-looking statements. The risks and uncertainties relating to these statements include, but are not limited to, risks and uncertainties, regarding a fluctuation in earnings, our ability to manage growth, competition, economic growth in India, ability to attract and retain highly skilled professionals, time and cost over runs on contracts, government policies and actions with respect to investments, fiscal deficits, regulation etc. In accordance with the Code of Corporate Governance approved by the Securities and Exchange Board of India, shareholders and readers are cautioned that in the case of data and information external to the Company, no representation is made on its accuracy or comprehensiveness though the same are based on sources thought to be reliable. The company does not undertake to make any announcement in case any of these forward-looking statements become materially incorrect in future or update any forward-looking statements made from time to time on behalf of the company.

**Date:** 11th July, 2025
**Place:** Surat

For and on behalf of the Board of Directors
**R & B Denims Limited**

**Sd/-**
**Amit Dalmia**
Chairman & Managing Director
DIN: 00034642

**ANNEXURE – 7**

## The disclosures pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 are as under:

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2024-25, ratio of the remuneration of the employees of the company for the financial year 2024-25 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the company are as under:

| Sr. No. | Name of Director/KMP and Designation | Remuneration^ of Director/KMP for F.Y. 2024-25 | % increase in Remuneration in the F.Y. 2024-25 | Ratio of Remuneration of each Director/to median remuneration of employees |
|---|---|---|---|---|
| 1 | Mr. Amit Dalmia<br>Executive Chairman & Managing Director | 1,50,000 p.m. | 140% | 5.75:1 |
| 2 | Mr. Rajkumar Mangilal Borana<br>Executive Director | 85,000 p.m. | 36% | 3.26:1 |
| 3 | Mr. Deepak Dalmia<br>Executive Whole-Time Director | 85,000 p.m. | 36% | 3.26:1 |
| 4 | Mr. Ankur Mangilal Borana<br>Executive Director | 1,50,000 p.m. | 140% | 5.75:1 |
| 5 | Mr. Nirmit Dalmia*<br>Executive Whole-Time Director | 75,000 p.m. | N.A. | 2.87:1 |
| 6 | Mrs. Anita Pankaj Jain<br>Non-Executive Independent Director | NIL | NIL | N.A. |
| 7 | Mr. Kanav Sham Sunder Arora<br>Non-Executive Independent Director | NIL | NIL | N.A. |
| 8 | Ms. Radhika Arun Kanodiya<br>Non-Executive Independent Director | NIL | NIL | N.A. |
| 9 | Mr. Krishna Omprakash Agarwal<br>Non-Executive Independent Director | NIL | NIL | N.A. |
| 10 | Mr. Arvind Kumar Rathi**<br>Non-Executive Independent Director | NIL | NIL | N.A. |
| 11 | Mr. Parkin Khushmanbhai Jariwala<br>Chief Financial Officer | 75,000 p.m. | 15.38% | N.A. |
| 12 | Mrs. Sujata Chirag Dudharejiya<br>Company Secretary & Compliance Officer | 12,500 p.m. | NIL | N.A. |

*^Remuneration excludes sitting fees.*
** Mr. Nirmit Dalmia has been appointed as the Whole-time Director of the company w.e.f. 30th September, 2025*
*** Mr. Arvind Kumar Rathi has been appointed as Non-Executive Independent Director of the company w.e.f. 30th September, 2025*

i. Names of the top ten employees in terms of remuneration drawn from the company in the financial year 2024-25:

| Sr. No. | Name and Designation | Qualification and Experience | Remuneration (Rs.) | Date of Appointment | Age (In years) | Particulars of Last Employment | Relative of Director/ Manager | % of Equity Shares as on 31st March, 2025 |
|---|---|---|---|---|---|---|---|---|
| 1 | Amit Dalmia - Managing Director | B. Com (24 years) | 18,00,000 | 17/10/2010 | 47 | N.A. | Brother of Deepak Dalmia & Father of Nirmit Dalmia | 10.03% |
| | Ankur Mangilal Borana – Executive Director | B. Com (22 years) | 18,00,000 | 17/10/2010 | 44 | N.A. | Brother of Rajkumar Mangilal Borana | 09.07% |
| 2 | Alpeshkumar Punamchand Patel– Plant Head | Diploma Textiles (25 years) | 15,00,000 | 01/04/2012 | 49 | Tarachand Impex | N.A. | - |
| 3 | Sudhaben Patel – Technical Executive | H.S.C. (21 years) | 13,20,000 | 01/04/2015 | 48 | Tarachand Impex | N.A. | - |
| 4 | Rajkumar Mangilal Borana - Executive Director | B.Com (24 years) | 10,20,000 | 17/10/2010 | 47 | N.A. | Brother of Ankur Mangilal Borana | 11.41 % |
| | Deepak Dalmia - Whole-time Director | B.Com (22 years) | 10,20,000 | 17/10/2010 | 45 | N.A. | Brother of Amit Dalmia | 10.11% |
| 5 | Sanjay Jotiram Patel – Weaving Manager | Diploma Textiles (20 years) | 9,89,113 | 01/07/2015 | 47 | Soma Textiles | N.A. | - |
| 6 | Manoj Shivram Singh – Dyeing sizing | B. Tech Textiles (23 years) | 9,60,000 | 09/04/2022 | 52 | Jindal Denims Inc | N.A. | - |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Manager | | | | | | | |
| 7 | Satish Tiwari – QA Lab Manager | B. Tech Textiles (18 years) | 9,25,895 | 02/01/2023 | 39 | Oswal Denim | N.A. | - |
| 8 | Rekha Manoj Singh- Technical Executive | B.Sc (20 years) | 9,06,754 | 09/04/2022 | 44 | Jindal Denims Inc | N.A. | - |
| 9 | Parkin Jariwala – CFO | B.Com (25 years) | 9,00,000 | 01/04/2014 | 48 | N.A. | N.A. | 0.01% |
| 10 | Surya Narayan Samanta – PPC Executive | Diploma Textile (18 years) | 7,92,505 | 01/07/2016 | 43 | Jindal Denims Inc | N.A. | - |

ii. The median remuneration of employees of the company during the financial year was Rs. 26,091/- p.m. (Calculated based on salary as on 31st March, 2025)
iii. In FY 2024-25, the median remuneration of employees is increased by 2.72%. (Calculated based on salary as on 31st March, 2025 and 31st March, 2024)
iv. There were 356 permanent employees on the rolls of the company as on 31st March, 2025.
v. Average percentage increase made in the salaries of employees other than the managerial personnel in comparison of the last financial year is 2.00%. There is an average increase of 80.00% in the managerial remuneration in comparison to the last financial year.
vi. Employees who are employed throughout the year and in receipt of remuneration aggregating Rs. 1,02,00,000/- (One Crore and Two Lakh Rupees) or more per year: NIL.
vii. Employees who are employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than Rs. 8,50,000/- (Eight Lakh and Fifty Thousand Rupees) per month: NIL
viii. Employees who are employed throughout the year or part thereof, is in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the Managing Director or Whole Time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company : NIL.
ix. The remuneration of KMP is as per the recommendations of the Nomination & Remuneration Committee.
x. It is hereby affirmed that the remuneration paid is as per the remuneration policy for Directors, Key Managerial Personnel and other Employees.

**Date:** 11th July, 2025
**Place:** Surat

For and on behalf of the Board of Directors
**R & B Denims Limited**

**Sd/-**
**Amit Dalmia**
Chairman & Managing Director
DIN: 00034642

**ANNEXURE - 8**

## Certificate in terms of Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Board of Directors
**R & B Denims Limited**

Dear Sir(s)/Madam,

In accordance with Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I certify that:

I, Parkin Khushmanbhai Jariwala, Chief Financial Officer of M/s R & B Denims Limited, certify that:

(A) I have reviewed the financial statements and the cash flow statement of R & B Denims Limited for the year ended 31st March, 2025 and that to the best of my knowledge and belief:
   i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
   ii. These statements together present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

(B) There are, to the best my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

(C) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the listed entity pertaining to financial reporting. I have not come across any reportable deficiencies in the design or operation of such internal controls.

(D) I have indicated to the auditors and the audit committee:
   i. There has not been any significant change in internal control over financial reporting during the financial year ended 31st March, 2025;
   ii. There has not been any significant change in accounting policies during the financial year ended 31st March, 2025; and
   iii. I am not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the company's internal control system over financial reporting.

For and on behalf of the Board of Directors
**R & B Denims Limited**

**Sd/-**
**Parkin Khushmanbhai Jariwala**
**Chief Financial Officer**

Date: 11th July, 2025
Place: Surat

**ANNEXURE - 9**

## STATEMENT ON RISK MANAGEMENT

Our Company recognizes that effective risk management is integral to achieving our strategic objectives and ensuring sustainable growth. As a textile manufacturing company operating in a dynamic and competitive environment, we are exposed to a wide range of internal and external risks that could impact our operational and financial performance.

We have established a robust Risk Management Framework that identifies, assesses, monitors, and mitigates key risks across all levels of the organization. The framework is designed in line with the principles of good corporate governance and the regulatory requirements under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The key risks identified and addressed by our risk management process include:

- **Raw Material Price Volatility:** Fluctuations in the prices of cotton, yarn, dyes, and chemicals could significantly impact our cost structure. We mitigate this through strategic procurement, maintaining buffer stocks, and entering into long-term contracts where feasible.

- **Regulatory & Compliance Risks:** Changes in environmental laws, labour regulations, and export-import policies may affect operations. We ensure regular monitoring and compliance through a dedicated legal and compliance team.

- **Market and Demand Risks:** Demand variations in domestic and international markets can influence sales. Our diversified product range, strong brand presence, and continuous market research help us adapt proactively.

- **Environmental and Sustainability Risks:** Being a high water- and energy-intensive industry, we are conscious of our environmental footprint. We have adopted eco-friendly production techniques, energy-efficient machinery, and waste management practices to reduce environmental risks.

- **Technological Disruptions:** Technological changes in manufacturing and consumer preferences could render existing processes obsolete. We invest in continuous modernization and innovation to stay competitive.

- **Labour and Human Resource Risks:** Labour unrest or shortage of skilled workers can disrupt operations. We maintain a positive employee relationship climate and focus on training and skill development.

The Risk Management Committee, along with the senior management, reviews the risk exposure periodically and ensures the implementation of appropriate mitigation strategies. Our commitment to proactive risk management helps us protect stakeholder interests and ensures business continuity under various scenarios.

**Date:** 11th July, 2025
**Place:** Surat

For and on behalf of the Board of Directors
**R & B Denims Limited**

**Sd/-**
**Amit Dalmia**
Chairman & Managing Director
DIN: 00034642

**ANNEXURE - 10**

## DECLARATION BY MANAGING DIRECTOR THAT THE MEMBERS OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL HAVE AFFIRMED WITH THE CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT

All the members of the Board of Directors of the company and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year ended 31st March, 2025 as applicable to them as laid down in Companies Act, 2013 with the code of conduct of board members and senior management personnel.

**Date:** 11th July, 2025
**Place:** Surat

For and on behalf of the Board of Directors
**R & B Denims Limited**

**Sd/-**
**Amit Dalmia**
Managing Director
DIN: 00034642

**ANNEXURE – 11**

## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
**R & B Denims Limited.**

We have examined the compliance of the conditions of Corporate Governance by **R & B Denims Limited** (The Company); for the year ended 31st March, 2025 as stipulated in Regulation 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of the conditions of Corporate Governance is the responsibility of the company's management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statement of the company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the directors and the management and considering the relaxations granted by the ministry of corporate affairs and Securities and Exchange Board of India, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on 31st March, 2025.

We state that no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the Stakeholder, Shareholders and Investors Grievances Committee.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with the management has conducted the affairs of the company.

**For R P R & Co.**
**Chartered Accountants**

Sd/-
Raunaq Kankaria
Partner
M. No. 138361
FRN No. 131964W
UDIN: 25138361BMGBTJ3561

Place: Surat
Date: 11th July, 2025

**ANNEXURE – 12**

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
**R & B DENIMS LIMITED**
(CIN: L17120GJ2010PLC062949)
Block No. 467 Sachin Palsana Road,
Palsana, Surat, Gujarat, India, 394315

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **R & B DENIMS LIMITED** having CIN: L17120GJ2010PLC062949 and having registered office at Block No. 467 Sachin Palsana Road, Palsana, Surat, Gujarat, India, 394315 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me by the company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| S. No. | Name of Director | DIN | Date of appointment in Company |
|---|---|---|---|
| 1. | AMIT DALMIA | 00034642 | 17/11/2010 |
| 2. | DEEPAK DALMIA | 00050547 | 17/11/2010 |
| 3. | ANKUR MANGILAL BORANA | 01091164 | 17/11/2010 |
| 4. | RAJKUMAR MANGILAL BORANA | 01091166 | 17/11/2010 |
| 5. | NIRMIT DALMIA | 10751198 | 30/09/2024 |
| 6. | ANITA PANKAJ JAIN | 08010993 | 27/12/2017 |
| 7. | KANAV SHAM SUNDER ARORA | 00933401 | 01/09/2023 |
| 8. | RADHIKA ARUN KANODIYA | 07862908 | 01/09/2023 |
| 9. | KRISHNA OMPRAKASH AGARWAL | 10278104 | 01/09/2023 |
| 10. | ARVIND KUMAR RATHI | 07842066 | 30/09/2024 |

Ensuring the eligibility for the appointment / continuity of every director on the board is the responsibility of the management of the company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

Date: 11th July, 2025
Place: Surat

Sd/-
Name of PCS: Ranjit Binod Kejriwal
FCS No.: 6116
C P No.: 5985
UDIN: F006116G000758417

**ANNEXURE-13**

## Form AOC-1
## Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures
**(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies Accounts) Rules, 2014)**

**Part "A": Subsidiaries**

(In Rs.)

| Sr. No. | Particulars | Details | Details |
|---|---|---|---|
| 1. | Name of the Subsidiary | RB Industries | Ricon Industries |
| 2. | The date since when subsidiary was acquired | 01/05/2015 | 01/09/2023 |
| 3. | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | 01/04/2024 to 31/03/2025 | 1/04/2024 to 31/03/2025 |
| 4. | Reporting currency and Exchange rate as on the last Date of the relevant Financial year in the case of foreign subsidiaries | N.A. | N.A. |
| 5. | Capital | 35,77,32,536 | 61,93,94,275 |
| 6. | Reserves & Surplus | - | - |
| 7. | Total Assets | 50,65,43,830 | 1,09,20,53,947 |
| 8. | Total Liability | 14,88,11,294 | 47,26,59,672 |
| 9. | Investments (quoted & unquoted) | 10,99,34,008 | - |
| 10. | Turnover | 1,29,77,86,177 | 2,09,04,70,780 |
| 11. | Profit before taxation | 2,56,94,570 | 7,24,63,767 |
| 12. | Provision for taxation | 67,20,684 | 2,58,82,582 |
| 13. | Profit after taxation | 1,89,73,886 | 4,65,81,185 |
| 14. | Proposed Dividend | - | - |
| 15. | Extent of shareholding (in %) | 20% | 20% |

**Notes:**
**1. Names of subsidiaries which are yet to commence operations-N.A**
**2. Names of subsidiaries which have been liquidated or sold during the year-N.A**

**Part "B": Associate and Joint Ventures : N.A.**

**Notes:**
**1. Names of associates or joint ventures which are yet to commence operations-**N.A
**2. Names of associates or joint ventures which have been liquidated or sold during the year-**N.A

**Date:** 11th July, 2025
**Place:** Surat

For and on behalf of the Board of Directors
**R & B Denims Limited**

**Sd/-**
**Amit Dalmia**
Managing Director
DIN: 00034642

# Financial Statements

FY 2024-25



# INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF**
**R & B DENIMS LIMITED**

## Report on the Audit of Standalone Financial Statements:

### Opinion

We have audited the accompanying standalone financial statements of R & B Denims Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit (including other comprehensive income/ (loss)), its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have not identified any matter to be a key audit matter for the purpose of it to be communicated in our report.

### Information other than the Standalone Financial Statements and Auditor's Report thereon

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material

misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including the accounting standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

**Auditor's Responsibility for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error; to design and perform audit procedures responsive to those risks; and to obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or

conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economics decisions of a reasonably knowledgeable user of the financial statement may be influenced. We consider quantitative materiality and qualitative factor in (i) planning the scope of our audit work and in evaluating the result of our work and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 (hereinafter referred to as 'order'), and on the basis of test check as we considered appropriate and according to information and explanation provided to us, we enclose in the Annexure "A" statement on the matters specified in paragraphs 3 and 4 of the said Order.

2. As required by section 143(3) of the Act, based on our audit we report that:

   2.1 We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.

   2.2 In our opinion, proper books of account as required by law have been kept by the Company as far as appears from our examination of those books.

   2.3 The Company does not have any branches therefore the reporting under this clause is not applicable.

   2.4 The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flows dealt with by this report are in agreement with the relevant books of account.

   2.5 In our opinion, the aforesaid financial statements comply with the Ind As specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

2.6 There are no observations or comments on financial transactions or matters which have any adverse effect on the functioning of the Company.

2.7 On the basis of written representations received from the directors, as on March 31, 2025, taken on record by the Board of directors, none of the directors are disqualified as on March 31, 2025 from being appointed as a director under section 164(2) of the Act.

2.8 With respect to the adequacy of internal financial controls over financial reporting of the company and the operative effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;

2.9 With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and

2.10 With respect to the other matters to be included in the auditor's report in accordance with Rule 11 of the companies (audit and auditors) rules 2014, in our opinion and to the best of our information and according to the explanations given to us.

(i) There were no pending litigations which would impact the financial position of the company.

(ii) The company did not have any material foreseeable losses on long term contracts including derivative contracts.

(iii) There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company.

(iv)(i) As per management's representation, no funds other than disclosed by way of notes to accounts have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) As per management's representation, There were no funds which have been received by the company from any person(s) or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

(v) No dividend has been declared by the Company during the year.

(vi) Based on our examination of the books of account and other relevant records of the Company, and according to the information and explanations given to us, we report that the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility.

Further, in accordance with the requirements of the proviso to rule 3(1) of the Companies (Accounts) Rules, 2014, applicable with effect from April 1, 2023, the audit trail feature has been operated throughout the financial year ended March 31, 2025, for all transactions recorded in the software, and the audit trail has not been tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

**For R P R & Co.**
Chartered Accountants
Firm Reg. No. 131964W

Place: Surat
Date: 15/05/2025

**CA Raunaq Kankaria**
(Partner)
Membership Number: 138361
PAN: AANFR3923J
UDIN: 25138361BMGBTE8817

**Annexure "A" to Auditors' Report**

(Referred to in of our report of even date to the members of R & B DENIMS LIMITED as on the financial statements for the year ended March 31, 2025)

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of audit, we state that:

**1 Property, Plant, Equipment and Intangible Assets**

| | | |
|---|---|---|
| **(a)** | Whether the company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant, equipment and intangible assets. | Yes |
| **(b)** | Whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account; | The management conducted physical verification of certain fixed assets in accordance with its policy of physical verification in a phased manner. In our opinion, such frequency is reasonable having regard to the size of the Company and the nature of its fixed assets. As explained to us, the discrepancies noticed on physical verification as compared to book records maintained, were not material and have been properly dealt with in the books of account. |
| **(c)** | Whether title deeds of immovable properties are held in the name of the company. If not, provide details thereof. | NA |
| **(d)** | Whether the company has revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year and, if so, whether the revaluation is based on the valuation by a Registered Valuer. | No |
| **(e)** | Whether any proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. | No |

**2 Inventories**

| | | |
|---|---|---|
| **(a)** | Whether physical verification of inventory has been conducted at reasonable intervals by the management and whether any material discrepancies were noticed and if so, how they have been dealt with in the books of account; | The management conducted physical verification of inventory in accordance with its policy of physical verification in a phased manner. In our opinion, such frequency is reasonable having regard to the size of the Company and the nature of its inventory. As explained to us, the discrepancies noticed on physical verification as compared to book records maintained, were not material and have been properly dealt with in the books of account. |
| **(b)** | Whether Company has availed Working Capital Loan(s) from banks or financial institutions by pledging current assets and the sanction limit(s) by combining limit of all banks or financial institutions exceed Rs 5 Crore and if so. Whether quarterly result or statement filed by the company with such banks or financial institutions are in line with the accounting books. | Yes |

**3 Loan Granted**

| | | |
|---|---|---|
| | Whether the company has made investment in, provide any guarantee or security or granted any loans, secured or unsecured to companies, firms, LLPs or any other parties. | Yes |
| **(a)** | Whether the investment made, guarantees provided, security given and terms and conditions of the grant of such loans are not prejudicial to the company's interest; | As per explanation provided to us, Yes. |
| **(b)** | Whether receipt of the principal amount and interest are regular. If not provide details thereof; and | Yes |
| **(c)** | if amount is overdue then total amount overdue for more than 90 days and whether reasonable steps have been taken by the company for recovery of the principal and interest; | NA |
| **(d)** | Whether any loan or advances granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loan given to the same party, If so, specify the aggregate amount of such dues renewed or extended or settled by fresh loan and the percentage of the aggregate to the total loans or advances in the nature of loan granted during the year. | No |

| | | |
|---|---|---|
| **(e)** | whether the company has granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, if so, specify the aggregate amount, percentage thereof to the total loans granted, aggregate amount of loans granted to promoters, related parties as defined in clause (76) of the section 2 of the companies Act 2013 | No |

**4** **Loans, Investments and guarantees**

| | | |
|---|---|---|
| | In respect of loans, investments and guarantees, whether provisions of Section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide details thereof. | As explained to us and from the records verified, the company has generally complied the provision of section 185 and 186 of The Companies Act, 2013. |

**5** **Deposit**

| | | |
|---|---|---|
| | In case the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable, have been complied with? If not, the nature of such contraventions be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not? | Nil. |

**6** **Cost Records**

| | | |
|---|---|---|
| | Whether maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and whether such accounts and records have been so made and maintained; | Yes |

**7** **Statutory dues**

| | | |
|---|---|---|
| **(a)** | whether the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, , service tax, duty of customs, duty of excise, value added tax, and any other statutory dues with the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated by the auditor. | According to the information and explanations given to us and the record examined by us, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employee's State Insurance, Income–tax, Sales-tax and other material Statutory Dues applicable to it. There were no arrears as at, 31st March, 2025 for a period of more than six months from the date they became payable. |
| **(b)** | Where dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not be treated as a dispute). | NA |

| | **Particulars** | **F.Y.** | **AMOUNT (In Rs.)** | **STATUS** |
|---|---|---|---|---|
| | | | | |
| | | | | |

**8** **Income Disclosed in Tax Assessment but not properly accounted in Books of Accounts.**

| | | |
|---|---|---|
| | Whether any transactions not recorded in books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, if so, whether the previously unrecorded income has been properly recorded by the company in the books of accounts during the year. | NA |

**9** **Default in Repayment**

| | | |
|---|---|---|
| **(a)** | Whether the company has defaulted in repayment of dues to a financial institution or bank or debenture holders? If yes, the period and amount of default to be reported (in case of banks and financial institutions, lender wise details to be provided). | No |
| **(b)** | Whether the company has been disclosed wilful defaulter by any financial institution (including Banks) | No |
| **(c)** | Whether term loan were applied for the purpose for which the loans were obtained, if not, the amount of loan so diverted and the purpose for which it is used. | Yes |

| | | |
|---|---|---|
| **(d)** | Whether fund raised on short term basis have been utilised for long term purpose, if yes, the nature and amount to be indicated | No |
| **(e)** | Whether the company has taken any fund from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures, if so, details thereof with nature of such transaction and the amount in each case. | No |
| **(f)** | Whether the company has raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies, if so, provide details thereof and also report if the company has defaulted in repayment of such loan raised. | No |

**10 Money raised**

| | | |
|---|---|---|
| **(a)** | Whether moneys raised by way of initial public offer or further public offer (including debt instrument) were applied for the purposes for which those are raised. If not, the details together with delays / default and subsequent rectification, if any, as may be applicable, be reported; | NA |
| **(b)** | Whether the company has made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year under review and if so, as to whether the requirement of Section 42 and section 62 of the Companies Act, 2013 have been complied with and the fund raised have been used for the purpose for which the fund were raised, if not , the details in respect of amount involved and nature of non compliances. | NA |

**11 Fraud**

| | | |
|---|---|---|
| **(a)** | Whether any fraud by the company or any fraud on the Company by its officers/ employees has been noticed or reported during the year; If yes, the nature and the amount involved be indicated. | To the best of our knowledge and according to the information and explanations given to us, there have been no cases of fraud on or by the Company noticed or reported during the year under report |
| **(b)** | whether any report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government; | No |
| **(c)** | whether the auditor has considered whistle-blower complaints, if any, received during the year by the company | No |

**12 Nidhi Company**

| | | |
|---|---|---|
| | Whether the Nidhi Company has complied with the Net Owned Fund in the ratio of 1:20 to meet out the liability and whether the Nidhi Company is maintaining 10% liquid assets to meet out the unencumbered liability. | NA |

**13 Related Parties Transactions**

| | | |
|---|---|---|
| | Whether all transactions with the related parties are in compliance with Section 188 and 177 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc as required by the accounting standards and Companies Act, 2013. | As per the information and explanation provided to us and records produced before us, the company has generally complied with the provisions. |

**14 Internal Audit**

| | | |
|---|---|---|
| | Whether the company has an internal audit system commensurate with the size and nature of its business, if Yes, whether the reports of the Internal Auditors for the period under audit were considered. | Yes |

**15 Non-cash Transactions**

| | | |
|---|---|---|
| | Whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether provisions of Section 192 of Companies Act, 2013 have been complied with. | NA |

**16 Registration with RBI**

| | | |
|---|---|---|
| **(a)** | Whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration is obtained. | NA |
| **(b)** | Whether the company has conducted Non-Banking or Housing Finance activities without a valid Certificate of Registration (CoR) from RBI as per Reserve Bank of India Act, 1934 | NA |

| | | | |
|---|---|---|---|
| | **(c)** | Whethe the company is Core Investment Company (CIC) as defined in the regulations made by the RBI, if so, whether it continue to fulfill the criteria of a CIC, and in case the company is an exempted or unregistered CIC, whether it continues to fulfill such criteria. | NA |
| **17** | | **Cash Losses** | |
| | | Whether the company has incurred cash losses in the financial year and in the immediately preceding financial year if so the amount of cash losses. | No |
| **18** | | **Resignation of Previous Statutory Auditor** | |
| | | Whether there has been any resignation of the Statutory Auditor during the year, if so, whether consideration has been taken for the issues, objections or concerns raised by the outgoing auditors. | Yes |
| **19** | | **Material Uncertainty** | |
| | | On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, whether the auditor is of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date; | Yes |
| **20** | | **Corporate Social Responsibility** | |
| | **(a)** | whether, in respect of other than ongoing projects, the company has transferred unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act; | No |
| | **(b)** | whether any amount remaining unspent under sub-section (5) of section 135 of the Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance with the provision of sub-section (6) of section 135 of the said Act; | No |
| **21** | | **Qualification or Adverse Remark for CFS Companies** | |
| | | Whether there have been any qualification or adverse remark by the respective auditors in the Companies (Auditor's Report) order (CARO) reports of the companies included in the Consolidated Financial Statement, if yes the details of the companies and the paragraph number of the CARO report containing the qualifications or adverse remark. | No |

**For RPR & CO**
Chartered Accountants

**Raunaq Kankaria**
Partner
M No: 138361
FRN: 131964W

15-05-2025
Place: Surat

## ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **R & B DENIMS LIMITED** ("The Company") as of 31 March 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Responsibilities of Management and Those Charged with Governance for Internal Financial Controls**

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Standalone Financial Statements**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

**Meaning of Internal Financial Controls with Reference to the Standalone Financial Statements**

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding

prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

n our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such controls were operating effectively as at 31 March 2025, based on internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**For RPR & Co.**
Chartered Accountants
Firm Reg. No. 131964W

Place: Surat
Date: 15/05/2025

**CA Raunaq Kankaria**
(Partner)
Membership Number: 138361
PAN: AANFR3923J

## STANDALONE STATEMENT OF ASSETS & LIABILITIES AS AT March 31, 2025

( Amount in lakhs)

| | Particulars | Note No. | As at 31st Mar, 2025 | As at 31st Mar, 2024 |
|---|---|---|---|---|
| | **ASSETS** | | | |
| (1) | **Non-Current Assets** | | | |
| a | Property, Plant and Equipment | 3 | 3,829.13 | 4,536.60 |
| b | Capital work-in-progress | | - | - |
| c | Investment Property | | - | - |
| d | Goodwill | | - | - |
| e | Other Intangible Assets | | - | - |
| f | Intangible assets under development | | - | - |
| g | Biological Assets other than bearer plants | | - | - |
| h | Financial Assets | | | |
| | (i) Investments | 4 | 8,401.16 | 6,196.04 |
| | (ii) Trade Receivables | 5 | - | 28.64 |
| | (iii) Loans | | - | - |
| | (iv) Other Financial Assets | | - | - |
| i | Deferred Tax Assets (Net) | | - | - |
| j | Other Non Current Assets | 6 | 75.14 | 66.64 |
| | **Total Non-Current assets** | | **12,305.43** | **10,827.91** |
| (2) | **Current Assets** | | | |
| a | Inventories | 7 | 3,105.91 | 1,809.57 |
| b | Financial Assets | | | |
| | (i) Investments | | - | - |
| | (ii) Trade Receivables | 5 | 3,922.71 | 4,969.81 |
| | (iii) Cash and Cash Equivalents | 8 | 681.33 | 212.53 |
| | (iv) Bank balances other than (iii) above | | - | - |
| | (v) Loans | 9 | 4,132.41 | 3,552.36 |
| | (vi) Other Financial Assets | | - | - |
| c | Current Tax Assets (Net) | | - | - |
| d | Other Current Assets | 10 | 790.98 | 1,020.08 |
| | **Total Current assets** | | **12,633.34** | **11,564.35** |
| | **Total Assets** | | **24,938.76** | **22,392.26** |
| | **EQUITY AND LIABILITIES** | | | |
| (1) | **Equity** | | | |
| | (i) Equity Share capital | 11 | 1,799.47 | 1,799.47 |
| | (ii) Other Equity | 12 | 16,497.14 | 14,400.92 |
| | **Total Equity** | | **18,296.61** | **16,200.39** |
| (2) | **Liabilities** | | | |
| | **Non-Current Liabilities** | | | |
| a | Financial Liabilities | | | |
| | (i) Borrowings | 13 | 698.49 | 1,235.56 |
| | (ia) Lease liabilities | | | |
| | (ii) Trade Payables | 14 | | - |
| | (A) Total outstanding dues of micro enterprises and small enterprises; and | | - | 0.09 |
| | (B) Total Outstanding dues of creditors other than micro and small enterprises | | - | 0.13 |
| | (iii) Other Financial Liabilities | | - | - |
| b | Provisions | 15 | 27.68 | 21.29 |
| c | Deferred tax liabilities (Net) | 16 | 176.71 | 221.91 |
| d | Other non-Current Liabilities | | - | - |
| | **Total non-current liabilities** | | **902.88** | **1,478.98** |

| | | | | |
|---|---|---|---|---|
| (3) | **Current liabilities** | | | |
| a | Financial Liabilities | | | |
| | (i) Borrowings | 13 | 4,060.70 | 2,019.06 |
| | (ia) Lease liabilities | | - | - |
| | (ii) Trade payables | 14 | | |
| | (A) Total outstanding dues of micro enterprises and small enterprises; and | | - | 123.06 |
| | (B) Total Outstanding dues of creditors other than micro and small enterprises | | 1,299.19 | 1,975.52 |
| | (iii) Other Financial Liabilities | 17 | 16.07 | 0.88 |
| b | Other Current liabilities | 18 | 168.96 | 342.45 |
| c | Provisions | 15 | 65.35 | 58.59 |
| d | Current Tax Liabilities (Net) | 19 | 128.99 | 193.32 |
| | **Total current liabilities** | | **5,739.27** | **4,712.89** |
| | **Total Equity and Liabilities** | | **24,938.76** | **22,392.26** |

The accompanying notes 1 to 36 including other explanatory information form an integral part of the financial statements.

As per our report of even date
**For RPR & Co.**
Chartered Accountants

**For and on behalf of the Board Of Directors of R & B Denims Limited**

**Rajkumar M. Borana**
Director
DIN : 01091166

**Amit A. Dalmia**
Managing Director
DIN : 00034642

**CA Raunaq Kankaria**
Partner
M.No. 138361
FRN.131964W

Date : 15/05/2025
Place: Surat

**Parkin Jariwala**
Chief Financial Officer

**Sujata Dudharejiya**
Company Secretary

## STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2025

(Amount in lakhs)

| | PARTICLULARS | Note No. | 31st Mar, 2025 | 31st Mar, 2024 |
|---|---|---|---|---|
| **I** | Revenue From Operations | 20 | 23,613.76 | 26,226.44 |
| **II** | Other income | 21 | 1,183.42 | 274.84 |
| **III** | **TOTAL INCOME** | | **24,797.18** | **26,501.29** |
| **IV** | **Expenditures** | | | |
| | Cost of Materials Consumed | 22 | 20,290.23 | 20,956.96 |
| | Changes in inventory of finished goods, work-in-progress and Stock-in-Trade | 23 | (1,644.50) | (213.08) |
| | Employee benefit expenses | 24 | 1,303.32 | 1,235.33 |
| | Financial costs | 25 | 325.16 | 326.65 |
| | Depreciation & Amortization | 3 | 703.30 | 736.37 |
| | Other Expenses | 26 | 1,081.54 | 1,006.76 |
| **V** | **TOTAL EXPENSES** | | **22,059.05** | **24,049.00** |
| **VI** | Profit before Exceptional items & tax | | 2,738.14 | 2,452.29 |
| | Add /Less : Exceptional Items | | 1.55 | 38.11 |
| **VII** | Profit Before Tax | | **2,739.69** | **2,490.39** |
| | Tax expense :- | | | |
| | Current Tax | | (692.66) | (594.32) |
| | Deferred Tax | | 45.20 | (23.32) |
| | Earlier Year Taxes | | (0.38) | - |
| **VIII** | **Profit /(Loss) from Continuing Operations** | | 2,091.85 | 1,872.75 |
| **IX** | Profit /(Loss) from Discontinuing Operations | | - | - |
| | Less: Tax Expenses of Discontinuing Operations | | - | - |
| **X** | **Profit /(Loss) from Discontinuing Operations after Tax** | | - | - |
| **XI** | **Profit / (Loss) for the year** | | 2,091.85 | 1,872.75 |
| **XII** | **Other Comprehensive Income** | | | |
| | A (i) Items that will not be reclassified to Profit & loss | | 5.85 | (0.04) |
| | (ii) Income Tax relating to items that will not be reclassified to profit & loss | | (1.47) | 0.01 |
| | B (i) Items that will be reclassified to profit & loss | | - | - |
| | (ii) Income Tax relating to items that will be reclassified to profit & loss | | - | - |
| | Other comprehensive income for the year, net of tax | | 4.37 | (0.03) |
| | **Total comprehensive income for the year** | | **2,096.22** | **1,872.72** |
| **XIII** | **Earning per Equity Share** | | | |
| | Basic | | 2.33 | 2.64 |
| | Diluted | | 2.33 | 2.64 |

The accompanying notes 1 to 36 including other explanatory information form an integral part of the financial statements.

As per our report of even date

**For RPR & Co.**
Chartered Accountants

**For and on behalf of the Board Of Directors of R & B Denims Limited**

**CA Raunaq Kankaria**
Partner
M.No. 138361
FRN.131964W

**Rajkumar M. Borana**
Director
DIN : 01091166

**Amit A. Dalmia**
Managing Director
DIN : 00034642

Date : 15/05/2025
Place: Surat

**Parkin Jariwala**
Chief Financial Officer

**Sujata Dudharejiya**
Company Secretary

## STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2025

**(Amount in lakhs)**

| | Particulars | Year ended 31st March, 2025 | Year ended 31st March, 2024 |
|---|---|---|---|
| **A** | **CASH FLOW FROM OPERATING ACTIVITIES** | | |
| | Profit before tax | 2,739.69 | 2,490.39 |
| | **Adjustment For:** | | |
| | Depreciation | 703.30 | 736.37 |
| | (Profit) on sale of Fixed Assets | -43.22 | -40.97 |
| | Dividend Income | -3.01 | -1.61 |
| | Sub-lease income | -0.30 | -0.30 |
| | Interest Income | -1,031.62 | -153.08 |
| | Profit on sale of Investments | -6.83 | - |
| | Share of profit from partnership firm | -113.40 | -83.67 |
| | Unrealised Gain on Financial Assets | -24.35 | - |
| | Interest Expense | 308.85 | 309.15 |
| | **Operating Profit before Working Capital Changes** | **2,529.11** | **3,256.30** |
| | **Adjustment For:** | | |
| | (Increase)/decrease in trade receivables | 1,047.09 | -1,795.71 |
| | (Increase)/decrease in inventories | -1,296.34 | -75.87 |
| | (Increase)/decrease in other current assets | 229.10 | -467.61 |
| | Increase/(decrease) in trade payables | -799.61 | 209.84 |
| | Increase/(decrease) in other current financial liabilities | 15.18 | 130.96 |
| | Increase/(decrease) in other current liabilities | -173.49 | 50.07 |
| | Increase/(decrease) in Current Tax Liabilities (Net) | -64.33 | - |
| | Increase/(decrease) in provisions | 13.15 | 10.30 |
| | **Cash Generated From Operations before taxes** | **1,499.88** | **1,318.28** |
| | Income taxes paid | -594.35 | -374.13 |
| | **NET CASH FLOW FROM OPERATING ACTIVITIES (A)** | **905.52** | **944.15** |
| **B** | **CASH FLOW FROM INVESTING ACTIVITIES:** | | |
| | Purchase of Fixed Assets | -119.94 | -602.51 |
| | Adjustment/Sale of Fixed Assets | 126.00 | 65.19 |
| | (Investment)/Drawings from partnership firm | -1,863.80 | -3,918.67 |
| | Investment made during the year | -341.32 | -4.22 |
| | (Increase)/decrease in other non-current assets | -8.50 | -2.14 |
| | Profit on sale of Investments | 6.83 | - |
| | Share of profit from partnership firm | 113.40 | 83.67 |
| | Sub - lease income | 0.30 | 0.30 |
| | Dividend Income | 3.01 | 1.61 |
| | Interest Received | 1,031.62 | 153.08 |
| | **NET CASH USED IN INVESTING ACTIVITIES (B)** | **-1,052.41** | **-4,223.70** |
| **C** | **CASH FLOW FROM FINANCING ACTIVITIES:** | | |
| | (Increase)/decrease in Loans & Advances given | -580.05 | -2,843.02 |
| | Share Capital & Security Premium Received | - | 6,400.00 |
| | Increase/(decrease) in short term borrowings | 2,041.64 | 1,137.68 |
| | Increase/(decrease) in long term borrowings | -537.06 | -1,440.13 |
| | Interest Paid | -308.85 | -309.15 |
| | **NET CASH FLOW FROM FINANCING ACTIVITIES (C)** | **615.69** | **2,945.38** |
| | **Net Increase in Cash & Cash equivalents [A+B+C]** | 468.80 | -334.18 |
| **D** | Cash and Cash equivalents at the beginning of the year (D) | 212.53 | 546.71 |
| **E** | **Cash and Cash equivalents at the end of the year (E)** | **681.33** | **212.53** |

## STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2025

**(Amount in lakhs)**

| Particulars | Year ended 31st March, 2025 | Year ended 31st March, 2024 |
|---|---|---|
| **Components of the Cash and Cash Equivalents** | | |
| Cash on Hand | 11.85 | 44.94 |
| With Banks - in form of current accounts | 0.42 | 0.44 |
| With Banks - in form of demand deposits | 669.07 | 167.15 |

The accompanying notes 1 to 36 including other explanatory information form an integral part of the financial statements.

Note: The above statement of Cash Flow has been prepared under the "Indirect method" as set out in Ind AS - 7 - Statement of Cash Flows.

As per our report of even date
**For RPR & Co.**
Chartered Accountants

**For and on behalf of the Board Of Directors of R & B Denims Limited**

**CA Raunaq Kankaria**
Partner
M.No. 138361
FRN.131964W

**Rajkumar M. Borana**
Director
DIN : 01091166

**Amit A. Dalmia**
Managing Director
DIN : 00034642

Date : 15/05/2025
Place: Surat

**Parkin Jariwala**
Chief Financial Officer

**Sujata Dudharejiya**
Company Secretary

## STANDLONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

**(a) Equity Share Capital** **(Amount in Lakhs)**

| Particulars | Number of Shares | Amount |
|---|---|---|
| **Equity Shares of Rs. 2/- each issued, subscribed and fully paid** | | |
| **As at March 31, 2023** | **6,99,73,440** | **1,399.47** |
| Changes in equity share capital during FY 2023-24 | | |
| Equity shares issued, subscribed and fully paid up during the year | 2,00,00,000 | 400.00 |
| **As at March 31, 2024** | **8,99,73,440** | **1,799.47** |
| Changes in equity share capital during FY 2024-25 | - | - |
| **As at March 31, 2025** | **8,99,73,440** | **1,799.47** |

**(b) Other Equity**

**For the year ended March, 2025** **(Amount in Lakhs)**

| Particulars | Reserves & Surplus | | Money Received against Share Warrant | Total equity attributable to Equity Holders |
|---|---|---|---|---|
| | Securities Premium Account | Surplus / (Deficit) in Statement of Profit and Loss | | |
| **As at March 31, 2024** | **7,442.44** | **6,958.49** | **-** | **14,400.92** |
| Addition during the year | - | - | - | - |
| Profit/(Loss) for the year | - | 2,091.85 | - | 2,091.85 |
| Utilised / transferred during the year | - | - | - | - |
| Other Comprehensive Income for the year (Net of Taxes) | - | 4.37 | - | 4.37 |
| **As at March 31, 2025** | **7,442.44** | **9,054.70** | **-** | **16,497.14** |

**For the year ended March, 2024** **(Amount in Rs.)**

| Particulars | Reserves & Surplus | | Money Received against Share Warrant | Total equity attributable to Equity Holders |
|---|---|---|---|---|
| | Securities Premium Account | Surplus / (Deficit) in Statement of Profit and Loss | | |
| **As at March 31, 2023** | **1,442.44** | **5,085.77** | **-** | **6,528.20** |
| Addition during the year | - | - | - | - |
| Profit for the year | - | 1,872.75 | - | 1,872.75 |
| Utilised / transferred during the year | - | - | - | - |
| Other Comprehensive Income for the year (Net of Taxes) | - | (0.03) | - | (0.03) |
| Issue of Equity shares during the year | 6,000.00 | | | 6,000.00 |
| **As at March 31, 2024** | **7,442.44** | **6,958.49** | **-** | **14,400.92** |

The accompanying notes 1 to 36 including other explanatory information form an integral part of the financial statements.

As per our report of even date
**For RPR & Co.**
**Chartered Accountants**

**For and on behalf of the Board Of Directors**
**of R & B Denims Limited**

**CA Raunaq Kankaria**
Partner
M.No. 138361
FRN.131964W

**Rajkumar M. Borana**
Director
DIN : 01091166

**Amit A. Dalmia**
Managing Director
DIN : 00034642

Date : 15/05/2025
Place: Surat

**Parkin Jariwala**
Chief Financial Officer

**Sujata Dudharejiya**
Company Secretary

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025.**

## 1. CORPORATE INFORMATION

R & B Denims Limited (Corporate Identity Number: L17120GJ2010PLC062949) ("the Company" or "R&B") having its registered office at Block No. 467, Sachin Palsana Road, Palsana, Surat, Gujarat, India – 394 315, is a public Company incorporated and domiciled in India. The Company was incorporated on November 11, 2010 under the provisions of erstwhile Companies Act, 1956.

The Company is engaged in the business of manufacturing of Denim Fabrics both for sale and rendering job-work services.

The Equity shares of the Company are listed on Bombay Stock Exchange ("BSE").

## 2. BASIS OF PREPARATION & PRESENTATION OF FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES

### 2.1. Statement of Compliance with Indian Accounting Standards ("Ind AS")

The standalone financial statements of the Company as at and for the year ended March 31, 2025 ("financial statements") have been prepared and presented in accordance with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 ("the Act") [Companies (Indian Accounting Standards) Rules, 2015] and presentation requirements of Division II of Schedule III to the Companies Act, 2013 as amended from time to time, guidelines issued by the Securities and Exchange Board of India ("SEBI") and other relevant provisions of the Act and accounting principles generally accepted in India. These standalone financial statements have been prepared by the Company on a going concern basis.

The Standalone Financial Statements of the Company comprises of its Standalone Statement of Assets and Liabilities as at March 31, 2025, and Standalone Statement of Profit and Loss, Standalone Statement of Changes in Equity and Standalone Statement of Cash Flows for the year then ended.

The Standalone Statement of Cash Flows has been prepared and presented as per the "Indirect Method" prescribed under Ind AS 7 – Statement of Cash Flows.

### 2.2. Statement of Consistency of Accounting Policy

The accounting policies are applied consistently to all the periods presented in the financial statements, except where a newly issued accounting standard is initially adopted or a revision to an existing standard requires a change in the accounting policy hitherto in use.

### 2.3. Functional and Presentation Currency and rounding of amounts

The financial statements are presented in Indian Rupee (Rs.) which is also the functional currency of the Company. All amounts disclosed in the financial statements and notes have been rounded-off to the nearest lakh with two decimal thereof as per the requirement of Schedule III, unless otherwise stated.

### 2.4. Basis of Measurement

The financial statements have been prepared on a historical cost basis and on accrual basis, except for the following:

- Financial assets and liabilities are measured at fair value or at amortised cost depending on classification;
- Derivative financial instruments and contingent consideration is measured at fair value;
- Assets held for sale – measured at fair value less cost to sell;
- Defined benefit plans – plan assets measured at fair value;
- Lease liability and Right-of-use assets – measured at fair value; and
- Asset and liabilities assumed as part of business combination – measured at fair value.

A historical cost is a measure of value used for accounting in which the price of an asset on the balance sheet is based on its historical cost, it is generally fair value of consideration given in exchange for goods and services at the time of transaction or original cost when acquired by the company.

Fair value is the price that is likely to be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the company takes into account the characteristics of the asset or liability that market participants would take into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the financial statements is determined on such a basis, except for share based payment transactions that are within the scope of Ind AS 102 – Share Based Payment and leasing transactions that are within the scope of Ind AS 116 – Leases.

Fair value measurements under Ind AS are categorised into fair value hierarchy based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are prescribed as follows:

- Level one quoted prices (unadjusted) in active markets for identical assets or liabilities that the company can access on measurement data;
- Level two inputs, other than quoted price is included within level one, that are observable for the asset or liability, either directly or indirectly; and
- Level three where observable inputs are used for the valuation of assets or liabilities.

### 2.5. Key Accounting Estimates and Judgements

The preparation of financial statements requires management of the Company to make judgements, estimates and assumptions that affect the reported assets and liabilities, revenue and expenses and disclosures relating to contingent liabilities. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Estimates and underlying assumptions are reviewed by management at each reporting date. Actual results could differ from these estimates. Any revision of these estimates is recognised prospectively in the current and future periods.

**Following are the critical judgements made by the Management while compiling the financial statements of the Company:**

#### a) Income Taxes

Significant judgements are involved in determining the provision for income taxes including judgement on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods. The recognition of taxes that are subject to certain legal or economic limits or uncertainties is assessed individually by Management based on the specific facts and circumstances.

In assessing the realisability of deferred tax assets, Management considers whether some portion or all of the deferred tax assets will not be realised. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future

taxable income over the periods in which the deferred income tax assets are deductible, Management believes that the Company will realise the benefits of those deductible differences. The amount of the deferred income tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

**b) Provisions and Contingent Liabilities**

The Company exercises judgement in determining if a particular matter is possible, probable or remote. The Company also exercises judgement in measuring and recognising provisions and the exposures to contingent liabilities related to pending litigation or other outstanding claims subject to negotiated settlement, mediation, government regulation, as well as other contingent liabilities. Judgement is necessary in assessing the likelihood that a pending claim will succeed, or a liability will arise and to quantify the possible range of the financial settlement. Because of the inherent uncertainty in this evaluation process, actual losses may be different from the originally estimated provision. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

**c) Leases**

Ind AS 116 - Leases requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

**Following are the critical estimates made by the Management while compiling the financial statements of the Company:**

**a) Useful lives of property, plant and equipment and intangible assets**

Property, plant and equipment and intangibles assets represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after

determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

**b) Expected credit loss**

In accordance with Ind AS 109 - Financial Instruments, the Company applies ECL model for measurement and recognition of impairment loss on the trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115 - Revenue from Contracts with Customers.

For this purpose, the Company follows 'simplified approach' for recognition of impairment loss allowance on the trade receivable balances, contract assets and lease receivables. The application of simplified approach requires expected lifetime losses to be recognised from initial recognition of the receivables based on lifetime ECLs at each reporting date.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

In case of other assets, the Company determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to twelve months ECL is measured and recognised as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognised as loss allowance

**c) Accounting for defined benefit plans**

In accounting for post-retirement benefits, several statistical and other factors that attempt to anticipate future events are used to calculate plan expenses and liabilities. These factors include expected return on plan assets, discount rate assumptions and rate of future compensation increases. To estimate these factors, actuarial consultants also use estimates such as withdrawal, turnover and mortality rates which require significant judgement. The actuarial assumptions used by the Company may differ materially from actual results in future periods due to changing

market and economic conditions, regulatory events, judicial rulings, higher or lower withdrawal rates, or longer or shorter participant life spans.

**d) Impairment of Non-Financial Assets**

An impairment loss is recognised for the amount by which an asset's or cash-generating unit's carrying amount exceeds its recoverable amount. To determine the recoverable amount, management estimates expected future cash flows from each asset or cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows, management makes assumptions about future operating results. These assumptions relate to future events and circumstances. The actual results may vary and may cause significant adjustments to the Company's assets.

In most cases, determining the applicable discount rate involves estimating the appropriate adjustment to market risk and the appropriate adjustment to asset-specific risk factors.

**e) Fair value of Financial Instruments**

Management uses valuation techniques in measuring the fair value of financial instruments where active market quotes are not available. Details of the assumptions used are given in the notes regarding financial assets and liabilities. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

**2.6. Significant Accounting Policies**

**a) Current and Non-Current Classification**

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset it is classified as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within 12 months after the reporting period, or

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

- It is Expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within 12 months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has determined its operating cycle, as explained in schedule III of the Companies Act, 2013, as twelve months, having regard to the nature of business being carried out by the Company. The same has been considered for classifying assets and liabilities as current and non-current while preparing the financial statements.

**b) Property, Plant and Equipment and Capital work-in-progress**

*Recognition and Measurement*

Property, plant and equipment, is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any.

Cost of acquisition or construction of property, plant and equipment comprises its purchase price including import duties and non-refundable purchase taxes net of trade discounts, rebates and any directly attributable cost of bringing the item to its working condition for its intended use, including relevant borrowing costs and any expected costs of decommissioning.

Property, plant and equipment acquired in a business combination, other than common control combination, are recognised at fair value at the acquisition date. Property, plant and equipment

acquired under common control combination are recognised at carrying value at the acquisition date.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance cost are charged to the standalone statement of profit and loss during the period in which they are incurred.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Material items such as spare parts, stand-by equipment and service equipment are classified as property, plant and equipment when they meet the definition of property, plant and equipment as specified in Ind AS 16 – Property, Plant and Equipment.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as 'Capital work-in-progress'. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under 'Other Non-Current Assets'.

Capital work-in-progress included in non-current assets comprises of direct costs, related incidental expenses and attributable interest. Capital work-in-progress are not depreciated as these assets are not yet available for use.

*De-recognition*

An item of property, plant and equipment, is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the standalone statement of profit and loss.

**c) Intangible Assets**

*Recognition and Measurement*

Intangible assets such as marketing intangibles, trademarks, technical know-how, brands, customer relationship, computer software, product related intangibles, distribution network and non – compete rights acquired separately are measured on initial recognition at cost. Further,

payments to third parties for in-licensed products, generally take the form of up-front and milestones payments and are capitalised following a cost accumulation approach to variable payments (milestones) when receipt of economic benefits out of the separately purchased transaction is considered to be probable. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment loss, if any. Subsequent expenditures are capitalised only when they increase the future economic benefits embodied in the specific asset to which they relate.

Acquired research and development intangible assets that are under development are recognised as In-Process Research and Development assets ("IPR&D") or Intangible assets under development. IPR&D assets are not amortised but evaluated for potential impairment on an annual basis or when there are indications that the carrying value may not be recoverable. Subsequent expenditure on an In-Process Research or Development project acquired separately or in a business combination and recognised as an intangible asset is:

- recognised as an expense when incurred, if it is research expenditure;
- capitalised if the cost can be reliably measured, the product or process is technically and commercially feasible and the Company has sufficient resources to complete the development and to use and sell the asset;

Expenditure for obtaining regulatory approvals and registration of products for overseas markets is charged to the standalone statement of profit and loss.

*De-recognition*

Intangible assets are de-recognised either on their disposal or where no future economic benefits are expected from their use. Losses arising on such de-recognition are recorded in the profit or loss and are measured as the difference between the net disposal proceeds, if any and the carrying amount of respective intangible assets as on the date of de-recognition.

**d) Investment Properties**

Property that is held for long-term rental yields or for capital appreciation or both and that is not occupied by the Company, is classified as investment properties. Investment property is measured initially at its cost, including related transaction costs and borrowing costs where applicable. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably.

Investment properties are depreciated using the straight-line method over their estimated useful lives. Investment properties generally have a useful life of 5-60 years. The useful life has been determined based on technical evaluation performed by the management's expert.

### e) Inventories

Inventories consist of raw materials and packing materials, work-in-progress, stock-in-trade, finished goods, stores and spares, which are valued at lower of cost or net realisable value. The Company used First-In-First-Out (FIFO) for valuing its inventory.

Cost of inventory comprises all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and the estimated cost necessary to make the sale.

The Company reviews the condition of its inventories and makes provision against obsolete and slow – moving inventory items which are identified as no longer suitable for sale or use. Obsolete and slow – moving items are valued at cost or estimated net realisable value, whichever is lower. Any write down of inventories is recognised as an expense during the year.

### f) Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand and cash at bank including fixed deposit with original maturity period of three months or less and short-term highly liquid investments with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

### g) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**Financial Assets**

**Classification**

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), or fair value through profit or loss. The

classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them.

**Initial recognition and measurement**

All financial assets excluding trade receivables are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, in which case they are recognised at fair value. The Company's trade receivables do not contain any significant financing component and hence are measured at the transaction price measured under Ind AS 115 "Revenue from Contracts with Customers".

**Subsequent Measurement**

*Financial assets carried at amortised cost*

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset for collecting contractual cash flows and the contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the Statement of Profit or Loss. The losses arising from impairment are recognised in the Statement of Profit or Loss.

*Financial assets carried at fair value through other comprehensive income (FVTOCI)*

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets and the contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive

income (OCI). However, the company recognizes interest income, impairment losses and reversals in the Profit and Loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Profit and Loss. Interest earned whilst holding FVTOCI asset is reported as interest income using the EIR method.

Equity instruments, except for the ones held for trading, could also be classified as at FVTOCI, if the Company makes an irrevocable election to do so at the time of initial recognition. Such election is made on instrument-to-instrument basis. In case of equity instruments classified as at FVTOCI, all the fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. The Company has designated certain equity instruments as at FVTOCI.

*Financial assets carried at fair value through profit or loss (FVTPL)*

A financial asset which is not categorized as at amortised cost or as FVTOCI, is classified and subsequently measured as at FVTPL.

As per the requirements of Ind AS 109 - "Financial Instruments", all investments in equity instruments and contracts on those instruments are to be measured at FVTPL unless designated at FVTOCI. However, there might be situations where cost may be an appropriate estimate of fair value. That may be the case if insufficient information is available to measure fair value, or if there is a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

**De-recognition**

A financial asset (or, where applicable, a part of a financial asset) is primarily de-recognised (i.e., removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially

all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in OCI and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

**Financial Liabilities**

**Classification**

Financial liabilities are classified, at initial recognition, as subsequently measured at amortised cost, except for financial liabilities specifically classified and subsequently measured as at fair value through profit and loss.

**Initial recognition and measurement**

The Company initially measures a financial liability at its fair value plus, in the case of a financial liability not at fair value through profit or loss, transaction costs.

**Subsequent measurement**

*Financial liabilities carried at amortised cost*

The Company measures its financial liabilities at amortised cost using the effective interest rate method. The effective interest rate is the rate that exactly discounts, estimated future cash payments (including all fees, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost on initial recognition.

The interest expense (calculated based on effective interest method) and any gain or loss on derecognition is recognised in the Statement of Profit and Loss.

*Financial assets carried at fair value through profit or loss (FVTPL)*

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or is a derivative (except for effective hedge) or are designated upon initial recognition as FVTPL. Gains or losses, including any interest expense on liabilities held for trading are recognised in the Statement of Profit and Loss.

**De-recognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**h) Leases**

*Where Company is Lessee:*

The Company's lease asset classes primarily consist of leases for land, factory building and office building. The Company assesses whether a contract is or contains a lease, at the inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset;
- the Company has substantially all of the economic benefits from use of the asset through the period of the lease; and
- the Company has the right to direct the use of the asset.

The right-of-use asset is a lessee's right to use an asset over the life of a lease. At the date of commencement of the lease, the Company recognises a right-of-use asset ('ROU') and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases of low value assets. For these leases of low value assets, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease. The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

Lease liability is initially measured at the present value of future lease payments. Lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability and reducing the carrying amount to reflect the lease payments made. A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

*Where Company is lessor:*

The Company has given certain premises under operating lease or leave and license agreement. The Company retains substantially all risks and benefits of ownership of the leased asset and hence classified as operating lease. Lease income on such operating lease is recognised in profit or loss under 'Rent' as Other income.

**i) Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet and adjusted to reflect the current best estimates.

**j) Contingent Assets & Liabilities**

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. The Company does recognise a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

**k) Taxes**

Income tax expense comprises of current tax expense and deferred tax expense/benefit. Current and deferred taxes are recognised in the standalone statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity.

*Current Income Tax*

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the applicable income tax law of the respective jurisdiction. The current tax is calculated using tax rates that have been enacted or substantively enacted, at the reporting date and any adjustment to tax payable in respect of previous years. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

*Deferred Tax*

Deferred tax is recognised using the Balance Sheet approach on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be recovered or settled.

The Company recognises deferred tax liability for all taxable temporary differences associated with investments in subsidiaries and associates, except to the extent that both of the following conditions are satisfied:

- When the Company is able to control the timing of the reversal of the temporary difference; and
- It is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities.

### l) Employee Benefit Expenses

**Short-Term Employee Benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and are measured on undiscounted basis. Benefits such as

salaries, wages, etc. and the expected cost of ex gratia are recognised in the period in which the employee renders the related service. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**Post-Employment Benefits**

*Defined Contribution Plan*

Post-retirement contribution plans such as Employees' Pension scheme, Labour Welfare Fund, Employee State Insurance Corporation (ESIC) are charged to the standalone statement of profit and loss for the year when the contributions to the respective funds accrue. The Company does not have any obligation other than the contribution made.

*Defined Benefit Plans*

**Employee's Provident Fund**

In accordance with the Employees' Provident Fund and Miscellaneous Provision Act, 1952, all eligible employees of the Company are entitled to receive benefits under the provident fund plan in which both the employee and employer (at a determined rate) contribute monthly to Employee's Provident Fund, a Fund set up by the Government. The contributions made by the Company are recognised as an expense in the standalone statement of profit and loss under "Employee benefits expense".

**Gratuity Obligations**

Post-retirement benefit plans such as gratuity for eligible employees of the Company are calculated using projected unit credit method on the basis of actuarial valuation made by an independent actuary as at the reporting date. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is included in retained earnings and will not be reclassified to the standalone statement of profit and loss.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the standalone statement of profit and loss.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the standalone statement of profit and loss as past service cost.

**m) Revenue Recognition**

The Company derives revenue primarily from sale of Denim Fabrics and rendering of job-work service towards the same. Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. Revenue excludes amounts collected on behalf of government authorities such as Goods and Service Tax (GST), returns, trade allowances, rebates and amounts collected on behalf of third parties. To recognize revenues, the Company applies the following five step approach:

- Identify the contract with a customer,
- Identify the performance obligations in the contract,
- Determine the transaction price,
- Allocate the transaction price to the performance obligations in the contract, and
- Recognize revenues when a performance obligation is satisfied.

*Sale of Goods*

The Company recognizes revenue from sale of goods measured upon satisfaction of performance obligation which is at a point in time when control of the goods is transferred to the customer, generally on delivery of the goods. Depending on the terms of the contract, which differs from contract to contract, the goods are sold on a reasonable credit term. As per the terms of the contract, consideration that is variable, according to Ind AS 115, is estimated at contract inception and updated thereafter at each reporting date or until crystallisation of the amount.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, rebates, scheme allowances, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method based on accumulated experience and underlying

schemes and agreements with customers). Due to the short nature of credit period given to customers, there is no financing component in the contract.

*Rendering of Service*

Revenue from services rendered is recognised in the standalone statement of profit and loss as the underlying services are performed. Upfront non-refundable payments received under these arrangements are deferred and recognised as revenue over the expected period over which the related services are expected to be performed.

**n) Other Income**

*Interest Income*

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

*Dividends*

Dividend income from investments is recognised when the right to receive payment has been established, provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

*Other (Other than Interest and Dividend Income)*

Other Income consists of rent income, insurance claim, vendor settlement income and miscellaneous income and is recognised when it is probable that the economic benefits will flow to the Company and amount of income can be measured reliably.

**o) Finance Costs**

General and specific borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of such asset till such time the asset is ready for its intended use and borrowing cost are being incurred. A qualifying asset is an asset that necessarily takes a substantial time to get ready for its intended use. All other borrowing costs are recognised as an expense in the period they are incurred.

Borrowing cost includes interest expense, amortisation of discounts and ancillary costs incurred in connection with borrowing of funds. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

**p) Depreciation and Amortization**

*Depreciation*

Depreciation on property, plant and equipment (other than freehold land) is calculated on pro-rata on the straight line method based on the useful life of the assets as indicated under Part C of Schedule II of the Companies Act, 2013 except for certain assets where management believes and based on the technical evaluation and assessment that the useful lives adopted by it best represent the period over which an asset is expected to be available for use.

Freehold land has an unlimited useful life and therefore is not depreciated.

Depreciation on additions is provided on a pro – rata basis from the month of installation or acquisition and in case of projects from the date of commencement of commercial production. Depreciation on deductions / disposals is provided on a pro-rata basis up to the month preceding the month of deduction / disposals.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and, if expectations differ from previous estimates, the changes are accounted for as a change in an accounting estimate and adjusted prospectively.

The estimated useful lives are as follows:

| **Property, plant and equipment** | **Useful Life** |
|---|---|
| Buildings | 30 years |
| Plant and Equipment | 15 years |
| Furniture and Fixtures | 10 years |
| Vehicles | 8 years |
| Computer | 3 years |

*Amortisation*

The Company amortises intangible assets with a finite useful life using the straight-line method over the following useful lives:

| Intangible Asset | Useful Life |
|---|---|
| Software | 3 years |
| Trademark | 10 years |

The amortisation period and the amortisation method for intangible assets with a finite useful life are reviewed at each reporting date and adjusted prospectively, if appropriate.

The amortisation expense on intangible assets with finite life is recognised in standalone statement of profit and loss under the head depreciation, impairment and amortisation expense.

**q) Impairment**

*Impairment of Financial Assets*

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are measured at amortised cost
- Financial assets that are measured at FVTOCI
- Trade or other contractual receivables resulting from transactions that are within the scope of Ind AS 115

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade or other contractual receivables resulting from transactions that are within the scope of Ind AS 115. This approach doesn't require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

The Company follows 'general approach' for recognition of impairment loss allowance, on other financial assets, wherein the Company provides for 12-month ECL on 'Low Credit Risk' financial assets and lifetime time ECL on 'Moderate Credit Risk' and 'High Credit Risk' financial assets.

If, in a subsequent period, credit quality of the financial asset improves such that there is no longer a significant credit risk, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.
- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.

*Impairment of Non-Financial Assets*

The carrying amounts of the Company's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. For goodwill and intangible assets that have indefinite lives or that are not yet available for use, an impairment test is performed each year at 31st March.

An asset's recoverable amount is the higher of an asset's or cash generating unit's (CGU) fair value less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash-generating unit. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generate cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

The goodwill acquired in a business combination is, for the purpose of impairment testing, allocated to cash-generating units that are expected to benefit from the synergies of the combination.

An impairment loss is recognised in the standalone statement of profit and loss if the estimated recoverable amount of an asset or its cash-generating unit is lower than its carrying amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Goodwill that forms part of the carrying amount of an investment in an associate is not recognised separately and therefore is not tested for impairment separately. Instead, the entire amount of the investment in an associate is tested for impairment as a single asset when there is objective evidence that the investment in an associate may be impaired.

**r) Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The average weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### s) Investment in subsidiary, associate and joint venture

The Company has opted for accounting its investment in subsidiaries, associates and joint ventures at cost less impairment loss (if any), in accordance with Ind AS 27 – "Separate Financial Statements".

### t) Exceptional Items

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Company is treated as an exceptional item and the same is disclosed in standalone statement of profit and loss and in the notes forming part of the standalone financial statements.

## Note 3: Property, plant and equipment

**(Amount in lakhs)**

| Particulars | Wind Mill | Solar system | Building | Borewell | Computer | Electrification | Plant & Machinery | Water Tank | Vehicle | Others | Total | Capital W.I.P |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| ***GROSS BLOCK*** | | | | | | | | | | | | |
| **Gross carrying amount as on March 31, 2023** | **1,801.67** | **402.70** | **641.28** | **1.26** | **11.18** | **182.22** | **4,667.99** | **4.91** | **20.09** | **0.24** | **7,733.55** | **-** |
| Additions | - | - | - | - | 2.00 | 10.50 | 588.49 | 1.53 | - | - | 602.51 | - |
| Disposal/Adjustment | - | 5.19 | - | - | - | - | 132.21 | - | - | - | 137.39 | - |
| **Gross carrying amount as on March 31, 2024** | **1,801.67** | **397.51** | **641.28** | **1.26** | **13.18** | **192.72** | **5,124.27** | **6.44** | **20.09** | **0.24** | **8,198.67** | **-** |
| Additions | | | 64.79 | | 3.06 | 17.06 | 35.03 | | | | 119.94 | **124.77** |
| Disposal/Adjustment | | | | | | | 252.27 | | | | 252.27 | |
| **Gross carrying amount as on March 31, 2025** | **1,801.67** | **397.51** | **706.08** | **1.26** | **16.24** | **209.78** | **4,907.02** | **6.44** | **20.09** | **0.24** | **8,066.34** | **124.77** |
| ***ACCUMULATED DEPRECIATION*** | | | | | | | | | | | | |
| **Accumulated Depreciation as on March 31, 2023** | **336.79** | **80.67** | **316.16** | **1.19** | **10.06** | **132.70** | **2,142.05** | **2.70** | **16.52** | **0.02** | **3,038.87** | **-** |
| Depreciation/Amortization charge during the year | 186.49 | 34.82 | 30.73 | - | 1.41 | 10.43 | 471.14 | 0.25 | 1.11 | 0.01 | **736.37** | - |
| Accumulated depreciation on deletions | - | - | - | - | - | - | 113.17 | - | - | - | **113.17** | |
| **Accumulated Depreciation as on March 31, 2024** | **523.28** | **115.49** | **346.89** | **1.19** | **11.46** | **143.13** | **2,500.02** | **2.95** | **17.64** | **0.02** | **3,662.07** | **-** |
| Depreciation/Amortization charge during the year | 162.75 | 31.85 | 29.18 | - | 1.47 | 12.42 | 464.64 | 0.35 | 0.64 | 0.00 | **703.30** | |
| Accumulated depreciation on deletions | | | | | | | 3.39 | | | | **3.39** | |
| **Accumulated Depreciation as on March 31, 2025** | **686.03** | **147.33** | **376.07** | **1.19** | **12.93** | **155.55** | **2,961.27** | **3.30** | **18.28** | **0.03** | **4,361.98** | **-** |
| | | | | | | | | | | | | |
| **Net carrying amount as at March 31, 2025** | **1,115.65** | **250.18** | **330.01** | **0.07** | **3.31** | **54.23** | **1,945.76** | **3.14** | **1.81** | **0.22** | **3,704.36** | **124.77** |
| Net carrying amount as at March 31, 2024 | 1,278.39 | 282.03 | 294.39 | 0.07 | 1.72 | 49.59 | 2,624.25 | 3.49 | 2.45 | 0.22 | 4,536.60 | - |

(i) The title deeds of all the immovable properties are held in the name of the Company.
(ii) The Company has created the charge on property, plant and equipment for the working capital facilities and term loan obtained from the Banks.

**NOTES TO STANDALONE FINANCIAL STATEMENTS**

**(Amount in lakhs)**

NOTE 4

| **INVESTMENTS** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| **Financial instruments at FVTPL** | | |
| *Investment in unquoted securities:* | | |
| Shanti Spintex Ltd | **-** | 2.98 |
| *(Number of shares held as at March 31, 2025: NIL and March 31, 2024: 6000)* | | |
| TJSB Sahakari Bank Ltd | 0.02 | 0.02 |
| *(Number of shares held as at March 31, 2025: 40 and March 31, 2024: 40)* | | |
| The Cosmos Co-operative Bank Ltd. | 20.09 | 20.09 |
| *(Number of shares held as at March 31, 2025: 20091 and March 31, 2024: 20091)* | | |
| *Investment in quoted securities:* | | |
| *Sahasra Electronic Solutions Limited - Share* | 1.10 | **-** |
| *Adani Port & Sez Ltd - Shares* | 48.46 | **-** |
| *Cesc Ltd - Shares* | 19.99 | **-** |
| *Dhani Services Limited - Share* | 35.63 | **-** |
| *Indostar Capital Fin Ltd - Share* | 26.84 | **-** |
| *Reliance Infrastructure Ltd - Share* | 21.20 | **-** |
| *Reliance Power Ltd - Share* | 74.80 | **-** |
| *Tata Technologies Ltd - Shares* | 16.28 | **-** |
| Nexus Equity Growth Fund Sch-1 | 100.00 | **-** |
| *Investment in Partnership Firm :* | | |
| RB Industries Capital Account - 20% sharing ratio | 20.00 | 3,116.88 |
| Ricon Industries Capital Account - 20% sharing ratio | 40.00 | 3,056.06 |
| RB Industries Current Account - 20% sharing ratio | 3,298.29 | - |
| Ricon Industries Current Account - 20% sharing ratio | 4,678.46 | - |
| **Total** | **8,401.16** | **6,196.04** |

| **Aggregate market value as at the end of the year:** | **As at March 31, 2025** | **As at March 31, 2024** |
|---|---|---|
| Aggregate amount of: | | |
| - Quoted investments | 319.96 | **-** |
| - Market value thereof | 344.30 | **-** |
| Aggregate amount of Un-quoted investments | 20.11 | 23.09 |
| Aggregate amount of Investment in Partnership Firm | 8,036.75 | 6,172.94 |

NOTE 5

| **TRADE RECEIVABLES** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| Trade receivables - Considered Good - Unsecured | 3,922.71 | 4,998.44 |
| Trade receivables - which have significant increase in credit risk | - | - |
| Less : Allowance for expected credit loss | - | - |
| **Total** | **3,922.71** | **4,998.44** |
| Non - current | - | 28.64 |
| Current | 3,922.71 | 4,969.81 |
| | **3,922.71** | **4,998.44** |

**Note:** Trade Receivables are lien marked against financial facilities from the banks.

**Note:** Trade receivables include due from Partnership firm (Subsidiary Entity) of Rs. 232.97 Lakhs (Previous year Rs. 65.48 Lakhs) in the ordinary course of business.

**NOTES TO STANDALONE FINANCIAL STATEMENTS**

**(Amount in lakhs)**

**Trade Receivables Ageing Schedule as on March 31, 2025:**

| Particulars | Outstanding for the following period from the due date of Payment | | | | | Total |
|---|---|---|---|---|---|---|
| | Less Than 6 Months | 6 Months - 1 Year | 1-2 Years | 2-3 Years | More Than 3 Years | |
| (i) Undisputed Trade receivables - considered good | 3,917.81 | 0.18 | - | 0.02 | 4.70 | **3,922.71** |
| (ii) Undisputed Trade receivables - considered | - | - | - | - | - | **-** |
| (iii) Disputed Trade receivables - considered good | - | - | - | - | - | **-** |
| (iv) Disputed Trade receivables - considered doubtful | - | - | - | - | - | **-** |
| **Total** | **3,917.81** | **0.18** | **-** | **0.02** | **4.70** | **3,922.71** |

**Trade Receivables Ageing Schedule as on March 31, 2024:**

| Particulars | Outstanding for the following period from the due date of Payment | | | | | Total |
|---|---|---|---|---|---|---|
| | Less Than 6 Months | 6 Months - 1 Year | 1-2 Years | 2-3 Years | More Than 3 Years | |
| (i) Undisputed Trade receivables - considered good | 4,969.81 | - | 19.78 | - | 8.86 | **4,998.44** |
| (ii) Undisputed Trade receivables - considered | - | - | - | - | - | **-** |
| (iii) Disputed Trade receivables - considered good | - | - | - | - | - | **-** |
| (iv) Disputed Trade receivables - considered doubtful | - | - | - | - | - | **-** |
| **Total** | **4,969.81** | **-** | **19.78** | **-** | **8.86** | **4,998.44** |

NOTE 6

| **OTHER NON CURRENT ASSETS** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| Capital advances | 8.31 | 2.14 |
| Security Deposits | 66.49 | 64.16 |
| Balance with Government authorities | 0.34 | 0.34 |
| **Total** | **75.14** | **66.64** |

Note: Capital advance is advance given to vendor for purchase of Capital Goods
Note: Secutiry Deposit is for business purpose given to DGVCL, GETP, Surat Canal Division.
Note: Balance with Government Authorities is refundable customs duty pending with Customs Department.

NOTE 7

| **INVENTORIES** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| Raw Materials | 259.16 | 609.37 |
| Work-in-progress | 157.79 | 320.08 |
| Finished goods | 2,648.46 | 841.66 |
| Stores and spares | 40.51 | 38.46 |
| **Total** | **3,105.91** | **1,809.57** |

Note: Inventories are lien marked against financial facilities from the banks.

**NOTES TO STANDALONE FINANCIAL STATEMENTS**

**(Amount in lakhs)**

NOTE 8

| **CASH AND CASH EQUIVALENTS** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| **Balances with Banks** | | |
| Current accounts | 0.42 | 0.44 |
| Deposits with Banks | 669.07 | 167.15 |
| Cash on hand | 11.85 | 44.94 |
| **Total** | **681.33** | **212.53** |

**Note:**

Deposits with bank includes Fixed deposit made with banks.

Fixed Deposits are lienied against financial facilities from the banks and towards bank guarantees except 2 FD's (COSMOS FDR No-1102001019053 & 1102831046.

NOTE 9

| **LOANS** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| **Unsecured -Considered Good** | | |
| Other loans | 4,132.41 | 3,552.36 |
| **Total** | **4,132.41** | **3,552.36** |

Note: a) Advance to staff has been given in due course of business and is recoverable.

Note: b) Loan has been given to entities in due course of business and is repayable on demand.

Note: c) Interest rate on loans given varies from 9% p.a. to 15% p.a.

NOTE 10

| **OTHER CURRENT ASSETS** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| Prepaid Expenses | 20.16 | 23.05 |
| Advance to Suppliers | 197.46 | 431.98 |
| Balance with Government Authorities | 1,153.36 | 980.05 |
| Less: Advance Tax set-off against provision for tax | (580.00) | (415.00) |
| **Total** | **790.98** | **1,020.08** |

NOTE 11

| **EQUITY SHARE CAPITAL** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| **AUTHORISED** | | |
| **12,75,00,000 Equity Shares of ₹ 2 each fully paid up** | | |
| (P.Y. 12,75,00,000 Equity Shares of ₹ 2 each fully paid up) | 2,550.00 | 2,550.00 |
| **Total** | **2,550.00** | **2,550.00** |
| **ISSUED SUBSCRIBED & PAID UP** | | |
| **8,99,73,440 Equity Shares of ₹ 2 each fully paid up** | | |
| (P.Y. 8,99,73,440 Equity Shares of ₹ 2 each fully paid up) | 1,799.47 | 1,799.47 |
| **Total** | **1,799.47** | **1,799.47** |
| **SUBSCRIBED AND FULLY PAID UP CAPITAL** | | |
| **8,99,73,440 Equity Shares of ₹ 2 each fully paid up** | 1,799.47 | 1,799.47 |
| (P.Y. 8,99,73,440 Equity Shares of ₹ 2 each fully paid up) | | |
| **Total** | **1,799.47** | **1,799.47** |
| **SUBSCRIBED BUT NOT FULLY PAID UP CAPITAL** | - | - |
| **Total** | - | - |

**NOTES TO STANDALONE FINANCIAL STATEMENTS**

**(Amount in lakhs)**

| **Reconciliation of Shares** | **As at 31.03.2025** | | **As at 31.03.2024** | |
|---|---|---|---|---|
| | **Equity Shares** | | **Equity Shares** | |
| **Shares outstanding** | **Number** | **In Rs** | **Number** | **In Rs** |
| Shares outstanding at | 8,99,73,440 | 1,799.47 | 6,99,73,440 | 1,399.47 |
| Equity share issued during the year | - | - | 2,00,00,000 | 400.00 |
| Bonus Shares issued during the year | - | - | - | - |
| Preference share converted | - | - | - | - |
| Share bought back during the ye | - | - | - | - |
| Shares outstanding at end of the year | 8,99,73,440 | 1,799.47 | 8,99,73,440 | 1,799.47 |

**Shareholder(s) holding more than 5% shares**

| | **As at 31.03.2025** | | **As at 31.03.2024** | |
|---|---|---|---|---|
| **Equity shares of Rs. 2/- each** | **No. of shares held** | **% of holding** | **No. of shares held** | **% of holding** |
| Rajkumar Mangilal Borana | 1,02,64,605 | 11.41 | 1,02,64,605 | 11.41 |
| Amitkumar Anandbhai Dalmia | 90,25,855 | 10.03 | 89,95,855 | 10.00 |
| Deepak A Dalmia | 90,95,840 | 10.11 | 90,95,840 | 10.11 |
| Ankur Mangilal Borana | 81,64,590 | 9.07 | 81,64,590 | 9.07 |
| Rawatkhedia Silk Mill Llp | 75,00,000 | 8.34 | 75,00,000 | 8.34 |

**Shareholdings of Promoters / Promoters Group**

| **Share held by Promoters/Promoters Group at the end of Year** | | | | | **% Change during the Year** |
|---|---|---|---|---|---|
| **S. No.** | **Name** | **No. of shares** | **% of holding** | **No. of shares** | |
| | **Promoters** | | | | |
| 1 | Rajkumar Mangilal Borana | 1,02,64,605 | 11.41% | 1,02,64,605 | 0.00% |
| 2 | Amitkumar Anandbhai Dalmia | 90,25,855 | 10.03% | 89,95,855 | 0.33% |
| 3 | Deepak A Dalmia | 90,95,840 | 10.11% | 90,95,840 | 0.00% |
| 4 | Ankur Mangilal Borana | 81,64,590 | 9.07% | 81,64,590 | 0.00% |
| 5 | Rajkumar Mangilal Borana Huf | 9,15,000 | 1.02% | 9,15,000 | 0.00% |
| 6 | Amitkumar Anand Dalmia Huf | 30,000 | 0.03% | 30,000 | 0.00% |
| 7 | Deepak A Dalmia Huf | 30,000 | 0.03% | 30,000 | 0.00% |
| 8 | Ankur Mangilal Borana Huf | 4,27,500 | 0.48% | 4,27,500 | 0.00% |
| 9 | Sharmila Rajkumar Borana | 52,500 | 0.06% | 52,500 | 0.00% |
| 10 | Deepa Amitkumar Dalmia | 30,000 | 0.03% | 30,000 | 0.00% |
| 11 | Sunaina Deepak Dalmia | 30,000 | 0.03% | 30,000 | 0.00% |
| 12 | Dhwani Ankur Borana | 7,65,000 | 0.85% | 7,65,000 | 0.00% |
| 13 | Shashi Anand Dalmia | - | 0.00% | 30,000 | -100.00% |
| 14 | Mangilal Ambalal Borana | 15,00,000 | 1.67% | 15,00,000 | 0.00% |
| 15 | Mangilal Ambalal Borana Huf | 11,25,000 | 1.25% | 11,25,000 | 0.00% |
| 16 | Mohini Devi Mangilal Borana | 52,500 | 0.06% | 52,500 | 0.00% |
| 17 | Rawatkhedia Silk Mill Llp | 75,00,000 | 8.34% | 75,00,000 | 0.00% |
| 18 | Mayfair Vinimay Private Limited | 26,25,000 | 2.92% | 18,75,000 | 40.00% |
| 19 | Rawatkhedia Processors Private Limited | - | 0.00% | 7,50,000 | -100.00% |
| | **TOTAL** | **5,16,33,390** | **57.39%** | **5,16,33,390** | **0.00%** |

* Shashi Anand Dalmia and Rawatkheda Processors Pvt Ltd have been reclassified from Promoter group to Public as of January 2025.

~ No shares allotted for consideration other than cash (for period of five years preceding the B/S date)

**Unpaid calls**

By Directors NIL

By Officers

**(Amount in lakhs)**

**Terms / rights attached to shares:**
The company has only one class of equity shares having face value of Rs. 2 per share. Each holder of equity shares is entitled to one vote per share. No dividend has been proposed proposed by the Board of Directors.
In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholder.

NOTE 12

| **OTHER EQUITY** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| **SECURITIES PREMIUM RESERVE** | | |
| **Opening balance** | 7,442.44 | 1,442.44 |
| Add: Credited during the year | | 6,000.00 |
| Less: Utilised during the year | - | - |
| **Closing Balance** | **7,442.44** | **7,442.44** |
| **RETAINED EARNINGS** | | |
| **Opening balance** | 6,958.49 | 5,085.77 |
| (+)Total comprehensive income | 2,096.22 | 1,872.72 |
| (+)Transfer from reserves | | - |
| (-)Issue of bonus shares | | - |
| (-)Dividend paid | | - |
| (-)Transfer to reserves | - | - |
| **Closing Balance** | 9,054.70 | 6,958.49 |
| **Total** | **16,497.14** | **14,400.92** |

**Nature and Purpose of Reserves:**
**(i) Securities Premium Reserve**
Securities premium is used to record the premium on issue of shares or debentures. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.
**(ii) Retained Earning**
Surplus/ (Deficit) in statement of Profit and Loss represents reserves of the company which includes profit/ (loss) earned every year.

NOTE 13

| **BORROWINGS:** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| **Non- current** | | |
| ***UNSECURED:*** | | |
| Inter- corporate loans | 356.08 | 56.08 |
| ***SECURED:*** | | |
| Term loans from Banks | 1,041.26 | 2,027.13 |
| Less : Current Maturities of Long Term Debt | (698.85) | (847.65) |
| | **698.49** | **1,235.56** |
| **Current** | | |
| ***SECURED:*** | | |
| Current maturities of long term debt | 698.85 | 847.65 |
| Cash Credit | 3,361.85 | 1,171.41 |
| | **4,060.70** | **2,019.06** |
| **Total** | **4,759.20** | **3,254.62** |

**(Amount in lakhs)**

a) Cash credit facility availed from Axis Bank Limited of Rs 35.50 Crores sanctioned at Repo rate + 2.25% spread = 8.75% p.a. at the time of sanction with 12 months tenure.The limit is scured by charge on all Current Assets of the Company & Pari Passu charges on the Facory Land & Building at R S No 446, Block No 467, Village palsana, Sachin Highway road, Palsana, Surat, Gujarat in the name of Director's of the Company namely Mr. Amitkumar Dalmia, Mr. Deepak Dalmia, Mr. Rajkumar Borana & Mr. Ankur Borana and also their respective Personal Guarantee.

b) Cash credit facility availed from The Cosmos Co-operative Bank Ltd of Rs 10.00 Crores sanctioned at 9.55% p.a. with collateral security a. Factory land owned by Mr Amit Dalmia, Mr Dipak Dalmia, Mr Rajkumar Borana & Mr Ankur Borana alongwith leaseholds right on factory building constructed & owned by R & B Denims Ltd standing on RS No 446, Block No 467, situated at village Palsana, Sachin highway road, Palsana, Surat, Gujarat.

c) Term Loan sanctioned from The Cosmos Co-operative Bank Ltd of Rs 17.68 crores sanctioned at 9.55% p.a.. Remaining repayment tenure as on 31.032025 is 17 months.
i) Hypothecation of existing plant and machineries.
ii) Factory Land (lease hold), along with construction thereon made by the company, situated at Revenue Survey 446, Block No. 467, at Sachin-Palsana Highway Road, at Village Palsana, Dist. Surat, given as collateral security.
iii) Personal gaurantee by the Directors - Mr. Amitkumar Dalmia, Mr. Deepakkumar Dalmia, Mr. Rajkumar Borana and Mr. Ankur Borana.
d) Term Loan sanctioned from Axis Bank Ltd of Rs 126 lakh, 125 lakh & 1361 lakh sanctioned at Repo + 3% spread p.a. Remaining repayment tenure as on 31.03.2025 is 24, 20 and 19 months respectively.
i) Hypothecation of entire current assets of company including stock and receivables and movable property.
ii) Factory Land (lease hold), along with construction thereon made by the company, situated at Revenue Survey 446, Block No. 467, at Sachin-Palsana Highway Road, at Village Palsana, Dist. Surat, given as collateral security.

NOTE 14

| **TRADE PAYABLES** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| **Non- current** | | |
| ~ Total Outstanding dues of Micro and Small Enterprises; and* | - | 0.09 |
| ~ Total Outstanding dues of Creditors other than Micro and Small Enterprises | - | 0.13 |
| | **-** | **0.21** |
| **Current** | | |
| ~ Total Outstanding dues of Micro and Small Enterprises; and* | - | 123.06 |
| ~ Total Outstanding dues of Creditors other than Micro and Small Enterprises | 1,299.19 | 1,975.52 |
| | **1,299.19** | **2,098.58** |
| **Total** | **1,299.19** | **2,098.80** |

**Trade Payables aging schedule as on 31.03.2025**

| **Particulars** | **Outstanding for following periods from due date of payment** | | | | **Amount in Rs.** |
|---|---|---|---|---|---|
| | **Less Than 1 Years** | **1-2 Years** | **2-3 Years** | **More Than 3 Years** | **Total** |
| (i) MSME | - | - | - | - | - |
| (ii) Others | 1,299.19 | - | - | - | 1,299.19 |
| (iii) Disputed Dues- MSME | - | - | - | - | - |
| (iii) Disputed Dues- Others | - | - | - | - | - |
| TOTAL | 1,299.19 | - | - | - | **1,299.19** |

**Trade Payables aging schedule as on 31.03.2024**

| **Particulars** | **Outstanding for following periods from due date of payment** | | | | **Amount in Rs.** |
|---|---|---|---|---|---|
| | **Less Than 1 Years** | **1-2 Years** | **2-3 Years** | **More Than 3 Years** | **Total** |
| (i) MSME | 123.06 | - | - | 0.09 | 123.15 |
| (ii) Others | 1,975.52 | 0.13 | - | - | 1,975.65 |
| (iii) Disputed Dues- MSME | - | - | - | - | - |
| (iii) Disputed Dues- Others | - | - | - | - | - |
| TOTAL | 2,098.58 | 0.13 | - | 0.09 | **2,098.80** |

**(Amount in lakhs)**

Note: Trade payables include due to Partnership firm (Subsidiary Entity) of Rs. 536.18 Lakhs (Previous year Rs. 1589.94 Lakhs) in the ordinary course of business.
Note: Identification of Medium, small and micro enterprises is based on intimation received from vendors.

NOTE 15

| **PROVISIONS:** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| **Non- current** | | |
| Provision for Gratuity (P&L) | 88.06 | 75.83 |
| Provision for Gratuity (OCI) | (60.38) | (54.53) |
| | **27.68** | **21.29** |
| **Current** | | |
| Provision for employee benefits | 3.57 | 3.30 |
| Provision - Other Taxes | 0.71 | 0.34 |
| Auditor's Remuneration | 5.94 | 2.70 |
| Internal Audit Fees | 1.62 | 0.69 |
| GST Audit Fees | 0.54 | 0.54 |
| Electricity Expenses Payable | 52.97 | 51.01 |
| | **65.35** | **58.59** |
| **Total** | **93.03** | **79.88** |

Note 16 - **Deferred Tax Liabilities (Net)**

| **Particulars** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| Deferred Tax Asset on: | | |
| (a) Property Plant and Equipment | - | - |
| (b) Expenses u/s 35D | (6.64) | (9.97) |
| (c) Expenses u/s 43B | (20.76) | (17.68) |
| Deferred Tax Liability on: | | |
| (a) Property Plant and Equipment | 197.99 | 249.56 |
| (b) Expenses u/s 35D | - | - |
| (c) Expenses u/s 43B | - | - |
| (d) Revaluation of Investments | 6.13 | - |
| **Closing Deferred tax liabilty/(asset)** | **176.71** | **221.91** |
| **Opening Defered tax liability/(asset)** | **221.91** | **198.59** |
| **Difference charge to Profit & Loss A/c** | **45.20** | **(23.32)** |

NOTE 17

| **OTHER FINANCIAL LIABILITIES** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| Interest Payable and Due (Term Loan) | 16.07 | 0.88 |
| **Total** | **16.07** | **0.88** |

NOTE 18

| **OTHER CURRENT LIABILITIES** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| Unearned Revenue | 0.11 | 6.82 |
| Professional Tax Payable | 0.67 | 0.64 |
| TDS / TCS Payable | 9.44 | 8.52 |
| Other Payables | 158.74 | 326.47 |
| **Total** | **168.96** | **342.45** |

NOTE 19

| **Current Tax Liabilities (Net)** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| Provision for Direct Taxes | 708.99 | 608.32 |
| Less: Advance Tax Set-off | -580.00 | -415.00 |
| **Total** | **128.99** | **193.32** |

**SCHEDULES FORMING PART OF STATEMENT OF PROFIT AND LOSS**

**(Amount in lakhs)**

NOTE 20

| **REVENUE FROM OPERATIONS** | **March 31, 2025** | **March 31, 2024** |
|---|---|---|
| Sale of products | 20,947.91 | 22,429.28 |
| Sale of services | 2,353.28 | 3,726.00 |
| Other operating revenues* | 312.58 | 71.16 |
| **Total** | **23,613.76** | **26,226.44** |

*Includes Export Incentives

Note: Sale to RSWM Ltd during the year exceeds 10% of total sale in FY 2024-2025.

NOTE 21

| **OTHER INCOME** | **March 31, 2025** | **March 31, 2024** |
|---|---|---|
| **Interest income** | | |
| Interest on FDR | 10.60 | 12.88 |
| Interest on deposit with DGVCL | 3.69 | 2.56 |
| Interest on Investment | 591.16 | - |
| Interest From Party | 426.17 | 137.64 |
| **Dividend income** | 3.01 | 1.61 |
| **Other non-operating income** | | |
| Sub lease Income | 0.30 | 0.30 |
| Profit on Sale of Asset | 41.66 | 2.86 |
| Gain/Loss on investment | 6.83 | - |
| Share of profit from partnership firm | 113.40 | 83.67 |
| Gain/(Loss) on unrealised financial assets | 24.35 | - |
| Mark to Market Actual Profit | (43.55) | 11.54 |
| Mark to Market Notional Profit | 5.80 | 21.79 |
| **Total** | **1,183.42** | **274.84** |

NOTE 22

| **COST OF MATERIALS CONSUMED** | **March 31, 2025** | **March 31, 2024** |
|---|---|---|
| Consumption of Yarn | 6,125.18 | 5,051.17 |
| Consumption of Grey | 11,968.48 | 13,318.24 |
| Consumption of Coal/ Lignite | 384.02 | 501.54 |
| Consumption of Colour/ Chemical | 1,551.42 | 1,884.54 |
| Consumption Of Garmenting | 0.29 | - |
| Consumption of Stores/ Packing Materials | 260.84 | 201.48 |
| **Total** | **20,290.23** | **20,956.96** |

NOTE 23

| **CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS** | **March 31, 2025** | **March 31, 2024** |
|---|---|---|
| **Closing Stock** | | |
| Finished products | 2,648.46 | 841.66 |
| Work-in-progress | 157.79 | 320.08 |
| | **2,806.25** | **1,161.74** |
| **Less : Opening stock** | | |
| Finished products | 841.66 | 920.37 |
| Work-in-progress | 320.08 | 28.29 |
| | **1,161.74** | **948.67** |
| **Decrease/(Increase)** | **(1,644.50)** | **(213.08)** |

**SCHEDULES FORMING PART OF STATEMENT OF PROFIT AND LOSS**

**(Amount in lakhs)**

NOTE 24

| **EMPLOYEE BENEFIT EXPENSES** | **March 31, 2025** | **March 31, 2024** |
|---|---|---|
| Salary & Wages | 1,014.54 | 955.87 |
| Bonus | 198.67 | 193.72 |
| Leave Wages | 32.20 | 32.12 |
| Contribution to provident and other funds | 33.50 | 30.69 |
| Staff Welfare expenses | 24.41 | 22.94 |
| **Total** | **1,303.32** | **1,235.33** |

NOTE 25

| **FINANCIAL COSTS** | **March 31, 2025** | **March 31, 2024** |
|---|---|---|
| **Interest expense** | | |
| Bank Interest on Cash Credit | 92.55 | 16.70 |
| Bank Interest on Term Loan | 89.78 | 127.02 |
| Interest to Other parties | - | 0.59 |
| Interest on ECLGS | - | 9.22 |
| **Bank charges** | 16.31 | 17.50 |
| **Interest expense/Bank Charges (Wind Mill)** | | |
| Bank Interest on Term Loan | 98.75 | 123.94 |
| **Interest expense//Bank Charges (Solar)** | | |
| Bank Interest on Term Loan | 27.77 | 31.68 |
| **Total** | **325.16** | **326.65** |

NOTE 26

| **OTHER EXPENSES** | **March 31, 2025** | **March 31, 2024** |
|---|---|---|
| **Manufacturing Expenses** | | |
| Boiler Expenses | 1.83 | 2.38 |
| Factory Expenses | 2.54 | 1.11 |
| Insurance Expenses | 18.45 | 21.59 |
| Job work charges | 2.87 | 0.81 |
| Laboratory Expense | 1.27 | 0.55 |
| Power & Fuel Expense | 294.47 | 412.34 |
| Repairs & Maintenance | 24.58 | 29.57 |
| **Manufacturing Expenses (Wind Mill)** | | |
| Transmission Charges - Wind Mill (GETCO) | 44.05 | 49.25 |
| **Administrative Expenses** | | |
| Audit Fees | 5.00 | 3.00 |
| Internal Audit Fees | 1.00 | 0.75 |
| Brokerage Charges-Sec. | 5.71 | 5.17 |
| Computer Expenses | 5.63 | 3.89 |
| Courier Expenses | 6.42 | 5.64 |
| Pollution Control Exp | 73.53 | 77.99 |
| Professional & Legal Fees | 51.94 | 23.17 |
| Corporate Social Responsibility (CSR Expense) | 49.00 | 68.00 |
| Demat Charges | 0.02 | 0.02 |

**SCHEDULES FORMING PART OF STATEMENT OF PROFIT AND LOSS**

| | | (Amount in lakhs) |
|---|---|---|
| Donation | 0.27 | 0.70 |
| GST Audit Fees | 0.54 | 0.50 |
| GST Expense | 2.44 | 7.94 |
| Hotel Lodging & Boarding Expense | 4.50 | 3.40 |
| Insurance Expenses | 0.79 | 0.90 |
| Interest on late payment of TDS/TCS | 0.05 | 0.33 |
| Exchange Fee | 3.25 | 3.25 |
| License Fees | 0.03 | 0.21 |
| Membership & subscription | 1.67 | 2.34 |
| Miscellaneous Exps | 1.40 | 1.02 |
| Printing & Stationary | 5.45 | 5.28 |
| Rent Rate and Taxes | 3.58 | 3.58 |
| Repairs & Maintenance | 16.21 | 13.44 |
| ROC Exps | 0.29 | 0.13 |
| RTA & Depository Expense | 0.70 | 0.75 |
| Telephone Expenses | 1.14 | 1.08 |
| Travelling Exps | 9.22 | 8.25 |
| Income Tax Expense | - | 0.11 |
| Bad Debts W.Off | 4.16 | - |
| **Administrative Expenses (Wind Mill)** | | |
| Forecasting & Scheduling Charges | 3.04 | 2.90 |
| Certification Charges | 0.27 | 0.27 |
| Professional & Technical Fees | 1.04 | 0.63 |
| Office & General Exp | 0.13 | 0.08 |
| Repairs & Maintenance | 83.48 | - |
| Insurance Expenses | 8.63 | 3.07 |
| Carbon Credit Expense | - | 0.25 |
| **Administrative Expenses (Solar)** | | |
| Insurance Expenses | 0.12 | 0.53 |
| Wages | 6.00 | 6.00 |
| Miscellaneous Charges | - | 0.16 |
| **Selling & Distribution Expenses** | | |
| Advertisement Expense | 2.21 | 1.05 |
| Brokerage and Commission | 205.61 | 139.35 |
| Exibition Expense | 8.23 | 12.71 |
| Membership & Subscription | 0.31 | - |
| Foreign Tours | - | 0.54 |
| Sales Promotion Expenses | 1.99 | 2.61 |
| Insurance (Marine) | 5.87 | 7.04 |
| Clearing and Forwarding Charges (Export) | 20.93 | 6.51 |
| Loading and unloading expenses | 29.80 | 36.81 |
| Freight & Transportation | 59.67 | 27.75 |
| Written off balances | 0.24 | 0.07 |
| **Total** | **1,081.54** | **1,006.76** |

**SCHEDULES FORMING PART OF STATEMENT OF PROFIT AND LOSS**

Note 27:

**SEGMENT REPORTING:**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM"). The CODM is the Chief Executive Officer of the Group, who assesses the financial performance and position of the Group and makes strategic decisions. The Group's reportable segments are as follows:

1) Denim Manufacturing;
2) Solar Energy; and
3) Wind Energy;

The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the accounting policies.

Revenue and identifiable operating expenses in relation to segments are categorized based on items that are individually identifiable to that segment. The Management believes that it is not practical to provide segment disclosures relating to few costs and expenses, and accordingly these expenses are separately disclosed as "unallocated" and adjusted against the total income of the Group.

**Amount in lakhs**

| PARTICULARS | YEAR ENDED | |
|---|---|---|
| | 31.03.2025 | 31.03.2024 |
| | Audited | Audited |
| **A. Segment Revenue: Revenue from operations** | | |
| DENIM | 23,603.38 | 26,226.44 |
| SOLAR ENERGY | 103.77 | 112.39 |
| WIND ENERGY | 522.52 | 488.95 |
| **Total** | **24,229.66** | **26,827.79** |
| Less: Inter-segment revenue | 615.90 | 601.35 |
| **Revenue from operations** | **23,613.76** | **26,226.44** |
| | | |
| **B. Segment Results:** | | |
| DENIM | 2,579.71 | 2,500.14 |
| SOLAR ENERGY | 38.03 | 70.89 |
| WIND ENERGY | 120.39 | 246.02 |
| **Total segment results before exceptional items** | **2,738.14** | **2,817.04** |
| **OTHER UNALLOCABLE / EXCEPTIONAL ITEMS:** | | |
| Exceptional Items | 1.55 | - |
| Finance costs | - | (326.65) |
| **Profit/(loss) before tax** | **2,739.69** | **2,490.39** |
| | | |
| **C. Segment assets:** | | |
| DENIM | 23,572.94 | 20,831.84 |
| SOLAR ENERGY | 250.18 | 282.03 |
| WIND ENERGY | 1,115.65 | 1,278.39 |
| **Total Assets** | **24,938.76** | **22,392.26** |
| | | |
| **D. Segment liabilities:** | | |
| DENIM | 6,200.03 | 5,436.14 |
| SOLAR ENERGY | 77.63 | 162.55 |
| WIND ENERGY | 364.49 | 593.18 |
| **Total Liabilities** | **6,642.15** | **6,191.87** |

**SCHEDULES FORMING PART OF STATEMENT OF PROFIT AND LOSS**

Note 28:

**RELATED PARTY DISCLOSURES:**

The disclosures of transactions with the related parties as required by IND AS 24 "Related Party Disclosures" are given as under. Related parties have been identified on the basis of representation made by the management of the company and information available with the company.

**(i) Name of the related party and description of relationship:**

**A. Key Managerial Personnel (KMP) & Directors:**

RAJKUMAR MANGILAL BORANA (Executive Director)
AMIT DALMIA (Managing Director)
DEEPAK DALMIA (Executive Director)
ANKUR MANGILAL BORANA (Executive Director)
NIRMIT DALMIA (Executive Director)
ANITA PANKAJ JAIN (Independent Women Director)
RADHIKA ARUN KANODIYA (Independent Women Director)
ARVIND KUMAR RATHI (Independent Director)
KANAV SHAMSUNDER ARORA (Independent Director)
KRISHNA OMPRAKASH AGARWAL (Independent Director)
PARKIN KHUSHMANBHAI JARIWALA (Chief Financial Officer)
SUJATA CHIRAG DUDHAREJIYA (Company Secretary)

**B. Enterprises where control exists:**

RB INDUSTRIES (Partnership Firm where control exists)
RICON INDUSTRIES (Partnership Firm where control exists)

**C. Relatives of KMPs & Directors:**

SHARMILA RAJKUMAR BORANA
MANGILAL BORANA
MOHINIKUMARI MANGILAL BORANA
VIJAYA RATHOD
VIVAAN RAJKUMAR BORANA (Minor)
KANISHKA RAJKUMAR BORANA
RAJKUMAR MANGILAL BORANA HUF
MANGILAL BORANA HUF
DHWANI ANKUR BORANA
JINAY ANKUR BORANA (Minor)
JIYAAN ANKUR BORANA (Minor)
ANKUR MANGILAL BORANA HUF
PANKAJ HIRALAL JAIN
NANALAL JAIN
CHHAYA NANALAL JAIN
AARAV PANKAJ JAIN (Minor)
TITHI PANKAJ JAIN (Minor)
ARUN KANODIYA
SHALINI KANODIYA
GAURANG KANODIYA
RIDHIMA KANAV ARORA
SHAMSUNDER J ARORA
NEENA S ARORA
KYRA K ARORA (Minor)
SHIVANI S LAKHANI
DIMPLE PERKIN JARIWALA
MEET PERKIN JARIWALA (Minor)
MUKESH JARIWALA
MANISHA MAHESH LAD
DEEPA AMIT DALMIA
ANAND VASUDEV DALMIA
SHASHI ANAND DALMIA
NISHKA AMIT DALMIA (Minor)
VANDANA VIKAS GOYAL
AMITKUMAR ANAND DALMIA HUF
SUNAINA DEEPAK DALMIA
ARUSH DEEPAK DALMIA (Minor)
AASHVI DEEPAK DALMIA (Minor)
DEEPAK DALMIA HUF
DEEPIKA ARVIND RATHI
RAMPYARI DEVI RATHI
NARAYAN DHANRAJ RATHI
MANMOHAM RATHI
SAROJDEVI BHUTRA
SHANTIDEVI PRADEEP KUMAR KOTHARI
VAIBHAV RATHI (Minor)
KESHAV RATHI (Minor)
ARVIND RATHI HUF
KOMAL KRISHNA AGARWAL
GEETADEVI AGARWAL
DITYA KRISHNA AGARWAL (Minor)
KAPISH OMPRAKASH AGARWAL
SHWETA ANMOL SHAH
KRISHNA OMPRAKASH AGARWAL HUF
CHIRAG DUDHAREJIYA
MADHUBEN RAVISAHEB
PRAVEENBHAI RAVISAHEB
PRASHANT RAVISAHEB
NEHAL RAVISAHEB

**SCHEDULES FORMING PART OF STATEMENT OF PROFIT AND LOSS**

**D. Enterprises owned or significantly influenced by Directors, KMP or their relatives:**

RAWATKHEDIA SILK MILL LLP
WEALTHFORD CONSULTANCY LLP
BORANA INDUSTRIES LLP
BORANA WEAVES LIMITED
PANDESARA INFRASTRUCTURE LIMITED
BORANA FILAMENTS PRIVATE LIMITED
AETHER INDUSTRIES LIMITED
NEW NATIONAL FABRICS
RAJU ENTERPRISES (PROP. RAJKUMAR BORANA)
SHARMILA ENTERPRISES (PROP. SHARMILA BORANA)
VIJAYA TEXTILES (PROP. MANGILAL BORANA)
VIJAY CORPORATION (PROP. MOHINIKUMARI BORANA)
ARHAM WEAVES PRIVATE LIMITED
BTHERE TRENDZONE
KANISHKA FASHION (PROP. RAJKUMAR BORANA HUF)
LALITA TEXTILES (PROP. MANGILAL BORANA HUF)
LANDMARK AGGLO DÉCOR PVT LTD
ROMAN CURVES
STYLE LAB
KSA & CO.
VATSALYA PAPER INDUSTRIES LLP
BHAGWATI SYNTEX PRIVATE LIMITED
MAYFAIR VINIMAY PRIVATE LIMITED
RICON TEXTILE LIMITED
AADYA DYEING MILLS
RAWATKHEDIA PROCESSORS PRIVATE LIMITED
AMIT ENTERPRISES (PROP. AMIT DALMIA)
ANKUR ENTERPRISES (PROP. ANKUR BORANA)
SAROJ SYNTHETICS (PROP. DHWANI BORANA)
JINAY ENTERPRISES (PROP. ANKUR BORANA HUF)
HOJIWALA INFRASTRUCTURE LIMITED
HAMPS BIO LIMITED
CREDENCE ECOFIBRE PRIVATE LIMITED
RATHI AGARWAL & ASSOCIATES LLP
GEETA LOGISTICS (PROP. KAPISH AGARWAL)
ESTYLE FASHION (PROP. KRISHNA AGARWAL HUF)
SHREE ROADWAYS PRIVATE LIMITED
NAKSHATRA CREATIONS PVT LTD
NAKSHATRA FASHION
NAKSHATRA TRENDZ
JAI BHOLE ENTERPRISE
MARUTI EXIM

**(ii) Transaction during the year with the related parties and closing balances as on 31.03.2025**

**(Amount in Lakhs)**

| Nature of Transaction | Value of Transaction for the year ended 31.03.2025 | | |
|---|---|---|---|
| | Key Managerial Personnel (KMP) & Director | Relatives of KMP & Director | Enterprises where control exists or are owned or significantly influenced by KMP or their relatives |
| Director's Remuneration | 60.90 | - | - |
| Salary Expenses | 10.50 | - | - |
| Lease Rentals | 0.96 | - | - |
| Sitting Fees | 2.21 | - | - |
| Factory Expenses | - | - | 0.81 |
| Sales of Finished Fabrics | - | - | - |
| Sale of Yarn | - | - | 126.94 |
| Job-work Income | - | - | 1,938.21 |
| Sub-Leasing Income | - | - | 0.30 |
| Purchase of Yarn | - | - | 2,308.74 |
| Purchase of Fabrics | - | - | 11,997.88 |
| Interest Income | - | - | 591.16 |
| Other Operating Revenues / Discounts | - | - | 195.94 |
| Loan Taken | - | - | 300.00 |
| Investment / Drawings from Subsidiary (net) | - | - | 1,863.80 |

**Purchase, Sales and Other Operating Reveues are exclusive of GST.*

| Nature of Transaction | Closing Balance as on 31.03.2025 | | |
|---|---|---|---|
| | Key Managerial Personnel (KMP) & Director | Relatives of KMP & Director | Enterprises where control exists or are owned or significantly influenced by KMP or their relatives |
| Remuneration, Rent & Salary payable | 6.33 | - | - |
| Trade Receivables | - | - | 232.97 |
| Trade Payables | - | - | 536.18 |
| Investment in Subsidiary (Current Account) | - | - | 7,976.75 |

**SCHEDULES FORMING PART OF STATEMENT OF PROFIT AND LOSS**

**(iii) Transaction during the year with the related parties and closing balances as on 31.03.2024**

**(Amount in Lakhs)**

| Nature of Transaction | Value of Transaction for the year ended 31.03.2024 | | |
|---|---|---|---|
| | Key Managerial Personnel (KMP) & Director | Relatives of KMP & Director | Enterprises where control exists or are owned or significantly influenced by KMP or their relatives |
| Director's Remuneration | 30.00 | - | - |
| Salary Expenses | - | - | - |
| Lease Rentals | 0.96 | - | - |
| Sitting Fees | 1.30 | - | - |
| Factory Expenses | - | - | - |
| Sales of Finished Fabrics | - | - | 1.91 |
| Sale of Yarn | - | - | 607.66 |
| Job-work Income | - | - | 2,169.44 |
| Sub-Leasing Income | - | - | 0.30 |
| Purchase of Yarn | - | - | 1,951.86 |
| Purchase of Grey Fabrics | - | - | 13,325.15 |
| Quantity Discount | - | - | 109.28 |
| Interest Income | | | - |
| Other Operating Revenues / Discount | - | - | |
| Loan Taken | - | - | - |
| Investment / Drawings from Subsidiary (net) | - | - | 3,918.67 |

**Purchase, Sales and Other Operating Reveues are exclusive of GST.*

| Nature of Transaction | Closing Balance as on 31.03.2024 | | |
|---|---|---|---|
| | Key Managerial Personnel (KMP) & Director | Relatives of KMP & Director | Enterprises where control exists or are owned or significantly influenced by KMP or their relatives |
| Remuneration, Rent & Salary payable | | - | - |
| Trade Receivables | - | - | 65.48 |
| Trade Payables | - | - | 1,589.94 |
| Investment in Subsidiary (Current Account) | - | - | 6,112.94 |

**SCHEDULES FORMING PART OF STATEMENT OF PROFIT AND LOSS**

Notes 29:

**CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE:**

As per section 135 of the Companies Act, 2013, amount required to be spent by the Company during the year ended March 31, 2025 is as per details given below:

| | | |
|---|---|---|
| (i) | Amount required to be spent by the company during the year | 45.88 |
| (ii) | Surplus of the Previous Year | 31.70 |
| (iii) | Net Amount required to be spent by the company during the year Current (i-ii) | 14.18 |
| (iv) | Amount of Expenses incurred during the current Year | 49.00 |
| (v) | Surplus of the Current F.Y. (iv-iii) | 34.82 |
| (vi) | Shortfall at the end of the year | Nil |
| (vii) | Total of Previous Year Shortfall | Nil |
| (viii) | Reason for Shortfall | NA |
| (ix) | Nature of CSR Activities | Promoting Education, Health Care |
| (x) | Related Party Transaction | No Related party transaction |

Notes 30:

**EARNING PER SHARE:**

| **PARTICULARS** | **01 Apr 2024 to 31 Mar 2025** | **01 Apr 2023 to 31 Mar 2024** |
|---|---|---|
| **Basic:** | | |
| Profit after tax as per accounts | 2,091.85 | 1,872.75 |
| Weighted average number of shares outstanding | 899.73 | 710.15 |
| Basic EPS | 2.33 | 2.64 |
| **Diluted:** | | |
| Profit after tax as per accounts | 2,091.85 | 1,872.75 |
| Weighted average number of shares outstanding | 899.73 | 710.15 |
| Add: Weighted average no. of potential equity shares | - | - |
| Weighted average no. of shares o/s for diluted EPS | 899.73 | 710.15 |
| Diluted EPS | 2.33 | 2.64 |

**SCHEDULES FORMING PART OF STATEMENT OF PROFIT AND LOSS**

Notes 31:
**EMPLOYEE'S BENEFIT PLAN:**

**Actuarial Assumption**

| Particulars | Gratuity (F.Y. 2024-25) | Gratuity (F.Y. 2023-24) |
|---|---|---|
| Discount Rate (Per annum) | 6.65% per annum | 7.19% per annum |
| Salary Growth Rate | 5.00% per annum | 5.00% per annum |
| Retirement Age | 60 Years | 60 Years |
| Mortality | IALM 2012-14 (Urban) | IALM 2012-14 (Urban) |
| Withdrawal Rate (For service 4 year & below) | 30.00% per annum | 30.00% per annum |
| Withdrawal Rate (For service 5 year & above) | 2.00% per annum | 2.00% per annum |

**Table Showing Present Value of Obligation**

**( Amount in Lakhs)**

| Period | 01-04-2024 to 31-03-2025 | 01-04-2023 to 31-03-2024 |
|---|---|---|
| **Present Value of Obligation at the beginning of the Period** | **21.29** | **13.17** |
| Interest Cost | 1.53 | 0.97 |
| Current Service Cost | 10.70 | 8.34 |
| Past Service Cost | - | - |
| Benefits Paid (if any) | - | - |
| Actuarial (gain)/loss | -5.85 | -1.18 |
| **Present Value of Obligation at the end of the Period** | **27.68** | **21.29** |

**Amount Recognised in the Balance Sheet**

**( Amount in Lakhs)**

| Period | As on 31-03-2025 | As on 31-03-2024 |
|---|---|---|
| Present Value of Obligation at the end of the Period | (27.68) | (21.29) |
| Fair Value of plan assets at the end of period | - | - |
| Net Liability/(asset) recognized in Balance Sheet and related analysis | (27.68) | (21.29) |
| Funded Status- Surplus/ (Deficit) | (27.68) | (21.29) |

**Expense recognized in the statement of Profit and Loss:**

**( Amount in Lakhs)**

| Period | 01-04-2024 to 31-03-2025 | 01-04-2023 to 31-03-2024 |
|---|---|---|
| Interest Cost | 1.53 | 0.97 |
| Current Service Cost | 10.70 | 8.34 |
| Past Service Cost | - | - |
| Expected Return on plan asset | - | - |
| **Expenses to be recognized in P&L** | **12.23** | **9.30** |

**Balance Sheet Reconciliation**

**( Amount in Lakhs)**

| Period | 01-04-2024 to 31-03-2025 | 01-04-2023 to 31-03-2024 |
|---|---|---|
| **Opening Net Liability** | **21.29** | **13.17** |
| Expenses Recognized in Statement of Profit or Loss | 12.23 | 9.30 |
| Expenses Recognized in OCI | -5.85 | -1.18 |
| **Net Liability/(Asset) Transfer In** | **6.38** | **8.13** |
| Net (Liability)/Asset Transfer Out | - | - |
| (Benefit Paid Directly by the Employer) | - | - |
| (Employer's Contribution) | - | - |
| **Net Liability/(Asset) Recognized in the Balance Sheet** | **27.68** | **21.29** |

**Maturity Profile of Defined Benefit Obligation: Maturity analysis of benefit obligations.**

**( Amount in Lakhs)**

| PARTICULARS | As on 31-03-2025 | As on 31-03-2024 |
|---|---|---|
| 1st following year | 0.13 | 0.12 |
| 2nd following year | 0.47 | 0.29 |
| 3rd following year | 0.67 | 0.57 |
| 4th following year | 0.84 | 0.86 |
| 5th following year | 0.94 | 0.79 |
| payable thereafter | 94.41 | 79.09 |

**Sensitivity Analysis Gratuity Plan**

Sensitivity Analysis: Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

**( Amount in Lakhs)**

| Period | As on 31-03-2025 | As on 31-03-2024 |
|---|---|---|
| Defined Benefit Obligation on current assumption | 27.68 | 21.29 |
| Delta effect of +1% change in Rate of Discounting | (3.87) | (2.90) |
| Delta effect of -1% change in Rate of Discounting | 4.80 | 3.58 |
| Delta Effect of +1% Change in Rate of Salary Increase | 4.83 | 3.63 |
| Delta Effect of -1% Change in Rate of Salary Increase | (3.95) | (2.98) |
| Delta Effect of +1% Change in Rate of Employee Turnover | 0.00 | 0.12 |
| Delta Effect of -1% Change in Rate of Employee Turnover | (0.16) | (0.27) |

**SCHEDULES FORMING PART OF STATEMENT OF PROFIT AND LOSS**

Note 32

**Reconciliation of Effective Tax Rate:**

Provision for current tax is made in the accounts on the basis of estimated tax liability as per the applicable provisions of the Income Tax Act, 1961.

The reconciliation between the income before income taxes and the income tax provision to the amount computed by applying the statutory income tax rate is summarized below.

**(Amount in Lakhs)**

| **PARTICULARS** | **March 31, 2025** | **March 31, 2024** |
|---|---|---|
| Current Tax | 692.66 | 594.32 |
| Deferred Tax | -45.20 | 23.32 |
| Short/Excess Tax Provision of the earlier year | 0.38 | - |
| **Total Income Tax Expenses** | **647.84** | **617.64** |
| | | |
| **Reconciliation:** | | |
| Profit from Continuing Operations | 2,739.69 | 2,490.39 |
| Profit from Discontinuing Operations | - | - |
| **Profit before tax** | **2,739.69** | **2,490.39** |
| Applicable Tax Rate | 0.25 | 0.25 |
| **Taxes at applicable rate** | **689.52** | **626.78** |
| ***Tax Effect for:*** | | |
| Exempted / Non-taxable income | -36.13 | -26.54 |
| Disallowed Expenses | 16.11 | 19.74 |
| Other deductions | - | -4.38 |
| Other disallowances / adjustments | 23.16 | -21.29 |
| Income chargeable at special rates | - | - |
| Adjustment for earlier year taxes | 0.38 | - |
| Deferred Tax Adjustments | -45.20 | 23.32 |
| **Net Income Tax Expenses recognised in profit & loss** | **647.84** | **617.64** |

**SCHEDULES FORMING PART OF STATEMENT OF PROFIT AND LOSS**

Note 33:

**FINANCIAL INSTRUMENTS:**

**A. Accounting classification and fair value measurement:**

The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

**The following methods and assumptions were used to estimate the fair values:**

The carrying amount of trade receivable, trade payable, loans, cash and cash equivalents, other bank balances and other receivables as at 31st March, 2025 and 31st March, 2024 are considered to be the same as their fair values, due to their short-term nature. Financial Instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rate and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.

**Fair value hierarchy**

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of following:

**Level 1** - Category includes financial assets and liabilities, that are measured in whole or in significant part by reference to published quoted price (unadjusted) in an active market.

**Level 2** - Category includes financial assets and liabilities measured using a valuation technique based on assumptions that are supported by prices from observable current market transactions. These include assets and liabilities for which pricing is obtained via pricing services, but where prices have not been determined in an active market, financial assets with fair values based on broker quotes and assets that are valued using the Company's own valuation models whereby the material assumptions are market observable. The majority of Company’s over-the-counter derivatives and several other instruments not traded in active markets fall within this category.

**Level 3** - Category includes financial assets and liabilities measured using valuation techniques based on non market observable inputs. This means that fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. However, the fair value measurement objective remains the same, that is, to estimate an exit price from the perspective of the Company. The main asset classes in this category are unlisted equity investments as well as unlisted funds.

**SCHEDULES FORMING PART OF STATEMENT OF PROFIT AND LOSS**

**The carrying value and fair value of financial instruments by categories as on March 31, 2025 were as follows:**

**(Amount in Lakhs)**

| PARTICULARS | CARRYING AMOUNT | | | | FAIR VALUE | | | |
|---|---|---|---|---|---|---|---|---|
| | FVTPL | FVTOCI | AMORTISED COST / COST | TOTAL | LEVEL 1 | LEVEL 2 | LEVEL 3 | TOTAL |
| **FINANCIAL ASSETS** | | | | | | | | |
| Non-Current Investments: | | | | | | | | |
| - Investments in Unquoted Securities | 20.11 | - | - | **20.11** | - | - | 20.11 | **20.11** |
| - Investments in Quoted Securities | 344.30 | - | - | **344.30** | 344.30 | - | - | **344.30** |
| - Investment in Partnership Firms | 8,036.75 | - | - | **8,036.75** | - | - | 8,036.75 | **8,036.75** |
| Trade Receivables | - | - | 3,922.71 | **3,922.71** | - | - | - | **-** |
| Cash and Cash Equivalents | - | - | 681.33 | **681.33** | - | - | - | **-** |
| Current Loans | - | - | 4,132.41 | **4,132.41** | - | - | 4,132.41 | **4,132.41** |
| **TOTAL** | **8,401.16** | **-** | **8,736.45** | **17,137.61** | **344.30** | **-** | **12,189.27** | **12,533.57** |
| | | | | | | | | |
| **FINANCIAL LIABILITIES** | | | | | | | | |
| Borrowings | | | | | | | | |
| - Inter-Corporate Loans | - | - | 356.08 | **356.08** | - | - | 356.08 | **356.08** |
| - Borrowings from Banks | - | - | 4,403.12 | **4,403.12** | - | - | 4,403.12 | **4,403.12** |
| Trade Payables | - | - | 1,299.19 | **1,299.19** | - | - | - | **-** |
| Other Financial Liabilities | - | - | 16.07 | **16.07** | - | - | 16.07 | **16.07** |
| **TOTAL** | **-** | **-** | **6,074.46** | **6,074.46** | **-** | **-** | **4,775.26** | **4,775.26** |

**SCHEDULES FORMING PART OF STATEMENT OF PROFIT AND LOSS**

**The carrying value and fair value of financial instruments by categories as on March 31, 2024 were as follows:**

**(Amount in Lakhs)**

| PARTICULARS | CARRYING AMOUNT | | | | FAIR VALUE | | | |
|---|---|---|---|---|---|---|---|---|
| | FVTPL | FVTOCI | AMORTISED COST / COST | TOTAL | LEVEL 1 | LEVEL 2 | LEVEL 3 | TOTAL |
| **FINANCIAL ASSETS** | | | | | | | | |
| Non-Current Investments: | | | | | | | | |
| - Investments in Unquoted Securities | 23.09 | - | - | **23.09** | - | - | 23.09 | **23.09** |
| - Investments in Quoted Securities | - | - | - | **-** | - | - | - | **-** |
| - Investment in Partnership Firms | 6,172.94 | - | - | **6,172.94** | - | - | 6,172.94 | **6,172.94** |
| Trade Receivables | - | - | 4,998.44 | **4,998.44** | - | - | - | **-** |
| Cash and Cash Equivalents | - | - | 212.53 | **212.53** | - | - | - | **-** |
| Current Loans | - | - | 3,552.36 | **3,552.36** | - | - | 3,552.36 | **3,552.36** |
| **TOTAL** | **6,196.04** | **-** | **8,763.33** | **14,959.37** | **-** | **-** | **9,748.40** | **9,748.40** |
| | | | | | | | | |
| **FINANCIAL LIABILITIES** | | | | | | | | |
| Borrowings | | | | | | | | |
| - Inter-Corporate Loans | - | - | 56.08 | **56.08** | - | - | 56.08 | **56.08** |
| - Borrowings from Banks | - | - | 3,198.54 | **3,198.54** | - | - | 3,198.54 | **3,198.54** |
| Trade Payables | - | - | 2,098.80 | **2,098.80** | - | - | - | **-** |
| Other Financial Liabilities | - | - | 0.88 | **0.88** | - | - | 0.88 | **0.88** |
| **TOTAL** | **-** | **-** | **5,354.30** | **5,354.30** | **-** | **-** | **3,255.50** | **3,255.50** |

**SCHEDULES FORMING PART OF STATEMENT OF PROFIT AND LOSS**

Note 33:

**FINANCIAL INSTRUMENTS:**

**B. Financial risk management objectives and policies:**

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance.

The Company's financial liabilities comprise of trade payable and other liabilities to manage its operation and financial assets include trade receivables, security deposits, loans and advances, etc, arises from its operation.

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company has implemented a robust Business Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimise adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level.

The Audit Committee of the Board periodically reviews the risk management framework.

**1) MARKET RISK:**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices. The Company's size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

a) currency risk;
b) other price risk; and
c) interest rate risk

The above risks may affect the Company's income and expenses, or the value of its financial instruments. The Company's exposure to and management of these risks are explained below.

**(Amount in Lakhs)**

| Particulars | As at March, 2025 | |
|---|---|---|
| | USD Dealings | Total |
| **Financial Assets** | | |
| Trade Receivable (Net) | 7.52 | **7.52** |
| | **7.52** | **7.52** |
| **Financial Liabilities** | | |
| Commission Payable | 0.01 | **0.01** |
| | **0.01** | **0.01** |

| Particulars | As at March, 2024 | |
|---|---|---|
| | USD Dealings | Total |
| **Financial Assets** | | |
| Trade Receivable (Net) | 4.99 | **4.99** |
| | **4.99** | **4.99** |
| **Financial Liabilities** | | |
| Commission Payable | | **-** |
| | **-** | **-** |

**SCHEDULES FORMING PART OF STATEMENT OF PROFIT AND LOSS**

**Sensitivity Analysis:-**

A 5% change in the exchange rate of INR against key foreign currencies would result in the following impact on the Group's profit before tax:

**Increase/ (Decrease) Company's Profit and Equity** **(Amount in Lakhs)**

| | | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **2)** | 5% weakening of Indian Rupee | 0.38 | 0.25 |
| | 5% Strengthening of Indian Rupee | (0.38) | (0.25) |

**a) Credit risk management:**

i) Credit risk rating:

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk

B: Moderate credit risk

C: High credit risk

The Company provides for expected credit loss based on the following:

| Asset group | Provision for expected credit loss |
|---|---|
| Low credit risk | 12 month expected credit loss |
| Moderate credit risk | Life time expected credit loss |
| High credit risk | Life time expected credit loss or fully provided for |

Cash and cash equivalents carry no credit risk and hence are not classified under either of the asset groups.

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

Summary of expected credit loss provided by the management is as follows:

**(Amount in lakhs)**

| FINANCIAL ASSET | ASSET GROUP | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Investments | Low credit risk | - | - |
| Trade Receivables | Low credit risk | - | - |
| Loans | Low credit risk | - | - |

ii) Concentration of trade receivables

The Company's exposure to credit risk for trade receivables is as follows - **(Amount in lakhs)**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Related Party | 232.97 | 1,589.94 |
| Others | 3,689.75 | 3,408.50 |
| Total | **3922.71135** | **4998.4423** |

**b) Credit loss assessment for trade receivables:**

Customer credit risk is managed by the management subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit review and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored. At the year end the Company does not have any significant concentrations of bad debt risk. An impairment analysis is performed at each reporting date on an individual basis for major clients. The calculation is based on historical data. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets.

**3) LIQUIDITY RISK:**

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions. The Company maintained a cautious liquidity strategy, with a positive cash balance throughout the year ended 31st March, 2025 and 31st March, 2024. Cash flow from operating activities provides the funds to service the financial liabilities on a day-to-day basis. The Company regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short-term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits and other highly marketable investments with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

**Maturities of financial liabilities**

The table below summarises the maturity profile of the Group's non-derivative financial liabilities based on contractual undiscounted payments.

**(Amount in Lakhs)**

| As at March 31, 2025 | Less than 1 year | 1-2 year | 2-3 year | More than 3 years | Total |
|---|---|---|---|---|---|
| Term borrowings from financial institutions | 698.85 | 342.41 | - | - | **1,041.26** |
| Working Capital borrowings from financial institutions | 3,361.85 | - | - | - | **3,361.85** |
| Other borrowings* | - | 356.08 | - | - | **356.08** |
| Trade payable | 1,299.19 | - | - | - | **1,299.19** |
| Other financial liabilities | 16.07 | - | - | - | **16.07** |
| **Total** | **5,375.96** | **698.49** | **-** | **-** | **6,074.46** |

| As at March 31, 2024 | Less than 1 year | 1-2 year | 2-3 year | More than 3 years | Total |
|---|---|---|---|---|---|
| Term borrowings from financial institutions | 847.65 | 698.85 | 443.58 | 37.05 | **2,027.13** |
| Working Capital borrowings from financial institutions | 1,171.41 | - | - | - | **1,171.41** |
| Other borrowings* | - | 56.08 | - | - | **56.08** |
| Trade payable | 2,098.80 | - | - | - | **2,098.80** |
| Other financial liabilities | 0.88 | - | - | - | **0.88** |
| **Total** | **4,118.74** | **754.93** | **443.58** | **37.05** | **5,354.30** |

*There's no determined or contractual repayment period for other borrowings, hence their maturity profile is stated based upon management expectation.

**SCHEDULES FORMING PART OF STATEMENT OF PROFIT AND LOSS**

Note 34:

**CAPITAL MANAGEMENT:**

**A. Risk management**

Capital includes equity attributable to the equity holders to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the year ended March 31, 2025 and March 31,2024.

The Company monitors capital using a gearing ratio, which is net debt divided by total equity.

Net debt = Total borrowings (including lease liabilities) less (Cash and cash equivalents + Bank balance other than cash and cash equivalents (excluding balance earmarked for unclaimed dividend and other liabilities) + Current investments).

**(Amount in Lakhs)**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Total Debt | 4,759.20 | 3,254.62 |
| Less: Cash and cash equivalent including mutual fund and bank deposit with original maturity between 3 to 12 months | 681.33 | 212.53 |
| **Net Debt (A)** | **4,077.87** | **3,042.09** |
| Total Equity (B) | 18,296.61 | 16,200.39 |
| **Net Debt to Equity Ratio (A/B)** | **0.22** | **0.19** |

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowings

**SCHEDULES FORMING PART OF STATEMENT OF PROFIT AND LOSS**

Note 35:
**OTHER NOTES:**

**a. Accounting for Goods & Services Taxes (Indirect Taxes):**

The Company is recording sales and purchases on exclusive method and GST are not passed through the profit and Loss accounts of the company.The Effect of Indirect Taxes (GST) on Sales will be as under:

| | | (Amount in Lakhs) |
|---|---|---|
| **PARTICULARS** | **As on 31.03.2025** | **As on 31.03.2024** |
| Gross Sales | 24,840.07 | 27,496.15 |
| Less: GST | 1,226.31 | 1,340.86 |
| **Net Sales** | **23,613.76** | **26,155.28** |

**b. Auditor's Remuneration:**

| | | (Amount in Lakhs) |
|---|---|---|
| **PARTICULARS** | **01 Apr 2024 to 31 Mar 2025** | **01 Apr 2023 to 31 Mar 2024** |
| As Statutory Auditors | 4.50 | 2.50 |
| As Tax Auditors | 0.50 | 0.50 |
| **TOTAL** | **5.00** | **3.00** |

**c. Foreign currency transactions:**

| | | (Amount in Lakhs) |
|---|---|---|
| **PARTICULARS** | **01 Apr 2024 to 31 Mar 2025** | **01 Apr 2023 to 31 Mar 2024** |
| Income in Foreign Currency | 1,624.90 | 970.39 |
| Expenses in Foreign Currency | 26.77 | 21.50 |
| Capital Goods purchased in Foreign Currency | 17.78 | 512.66 |

**d. Disclosure under Sec 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED):**

| The principal amount and the interest thereon due to any supplier as at the year end | The amount of payment made to the supplier beyond the appointed day and the interest thereon, during the year | The amount of interest due and payable for the period of delay in making payment | The amount of interest accrued and remaining unpaid at the end of the year | The amount of further interest remaining due and payable in the succeeding year |
|---|---|---|---|---|
| NIL | NIL | NIL | NIL | NIL |

Identification of micro and small enterprises is based on intimation received from vendors

**e.** Figures pertaining to the previous years/period have been regrouped/rearranged, reclassified and restated wherever considered necessary, to make them comparable with those of current year/period.

**f.** There are no subsequent events that occurred after the reporting date, that need to be adjusted in the financial statements.

**g.** The Company has a process whereby periodically all long-term contracts (including derivative contracts) are assessed for material foreseeable losses. At the year end, the Company did not have any long-term contracts (including derivative contracts) for which there were any material foreseeable losses.

**h. Contingent liabilities and commitments:**

(i) Contingent Liabilities:

**(Amount in Lakhs)**

| PARTICULARS | As on 31.03.2025 | As on 31.03.2024 |
|---|---|---|
| | | |
| **Guarantees in lieu of Deposits** | | |
| - Dakshin Gujarat Vij Company Limited | 83.40 | 83.40 |
| - Gujarat Energy Transmission Company Limited | 80.74 | - |
| | | |
| **Performance Guarantee** | | |
| - Directorate General of Foreign Trade | 23.25 | 31.05 |
| - Commissioner of Customs | 19.50 | 19.50 |

The case of company stands pending before Customs Excise & Serivce Tax Appelate Tribunal for payment of customs duty. The amount of customs duty involved is Rs 1,93,179/- which is contingent in nature.

The Appeal stands pending before Commissioner Appeals, GST for reversal of ITC received for disposing service of effluent treatment and waste water treatment . The amount of ITC to be reversed involved is Rs ,43,66,118/- which is contingent in nature.

The Appeal filed before Commissioner of Income Tax (Appeals) for for A.Y. 2016-17 has been settled and closed under Vivad se Vishwas Scheme, 2024 . The effect of closure of appeal is still pending and tax demand is reflecting on Income Tax Website.

The Appeal filed before Commissioner of Income Tax (Appeals) for for A.Y. 2018-19 has been settled and closed under Vivad se Vishwas Scheme, 2024 . The effect of closure of appeal is still pending and tax demand is reflecting on Income Tax Website.

(ii) Commitments:

**(Amount in Lakhs)**

| PARTICULARS | As on 31.03.2025 | As on 31.03.2024 |
|---|---|---|
| **Where the company is the lessee:** | | |
| Charged to Statement of Profit & Loss | 1.30 | 1.30 |
| Not later than one year | 1.30 | 1.30 |
| Later than 1 year but not not later than 5 years | 4.86 | 5.20 |
| Later than 5 years | 15.44 | 16.40 |
| **Where the company is the lessor:** | | |
| Charged to Statement of Profit & Loss | 0.30 | 0.30 |
| Not later than one year | 0.30 | 0.30 |
| Later than 1 year but not not later than 5 years | 0.63 | 0.03 |
| Later than 5 years | - | - |

**i.** The financial statements for the year ended 31st March, 2025 were approved by the Board of Directors on 15th May, 2025.

**SCHEDULES FORMING PART OF STATEMENT OF PROFIT AND LOSS**

Notes 36:

**OTHER REGULATORY NOTES:**

**a.** The Company does not have any benami property, where any proceeding has been initiated or pending against the company for holding any Benami Property.

**b.** The Company does not have any transactions with companies struck off.

**c.** The Company has registered charges or satisfaction which are in the name of company with ROC within statutory period.

**d.** The company have not traded or invest in Crypto currency or Virtual currency during the financial year.

**e.** The company have not advanced or given loan or invested fund (either borrowed fund or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

**f.** The company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding party) with the understanding (whether recorded in writing or otherwise) that the company shall:

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

**g.** The company does not have any such tranasaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961 (such as, search or survey or any other relevent provisions of the Income Tax Act, 1961)

**h.** The company has not been declared as Wilful defaulter by the Banks, Financial institution or other lenders.

**i.** The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

**j.** The Company does not has any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), whose title deeds are not held in the name of company.

**k.** The Company does not has revalued its Property, Plant & Equipments (including Right-of-use Assets) and intangible assets during the year.

**l.** The Company has not granted any loan or advances in nature of loans to directors, promoters, KMPs, and the Related Parties during the year either jointly or severally whether repayable on demand or without specifying any terms or period.

**m.** The Quarterly return or statements (Stock Statement) of current assets filed by the company with banks or financial institutions are in agreement with the books of accounts.

**n. Financial ratios:**

| | Ratios | Methodology | Variance | As at 31.03.2025 | As at 31.03.2024 |
|---|---|---|---|---|---|
| **1** | Current Ratio | Current assets/Current liabilities | -10.29% | 2.20 | 2.45 |
| **2** | Debt Equity Ratio | Total debt/Shareholders Equity | 29.48% | 0.26 | 0.20 |
| **3** | Debt Service Coverage Ratio | Earning available for Debt Service/ Interest exp + Principal repayment | 4.42% | 2.63 | 2.52 |
| **4** | Return On Equity Ratio | PAT-Preference Share dividend (if any)/Average Shareholders Fund** | -21.87% | 12.13% | 15.52% |
| **5** | Inventory Turnover Ratio | Cost of Goods Sold/Average inventory | -64.06% | 10.23 | 28.45 |
| **6** | Trade Receivables Turnover Ratio | Net Sales / AverageTrade Receivable | -16.96% | 5.31 | 6.40 |
| **7** | Trade Payables Turnover Ratio | Net Purchases/Average trade payable | 11.67% | 11.74 | 10.51 |
| **8** | Net Capital Turnover Ratio | Net Sales/ Average Working Capital | -34.51% | 2.50 | 3.82 |
| **9** | Net Profit Ratio | Net profit after tax/ Net Sales × 100 | 24.06% | 8.86% | 7.14% |
| **10** | Return On Capital Employed | Profit before Interest and Tax/Capital Employed × 100 | 0.27% | 15.88% | 15.84% |
| **11** | Return On Investment | Interest on Loan & advances & FD/Monthly Average Balance of Loan & FD | -13.79% | 10.30% | 11.95% |

* Note: Ratio has changed in Previous year due to change in disclosures and formulae of calculation.

**Explanation for variances exceeding 25%**

1 No deviation beyond 25%.
2 The Debt equity ratio has increased as the company has utilised more cash credit facility increasing the debt base with respect to previous year.
3 No deviation beyond 25%.
4 No deviation beyond 25%.
5 The Inventory turnover ratio has decreased due to higher closing stock retention in the current year.
6 No deviation beyond 25%.
7 No deviation beyond 25%.
8 The ratio has declined by 35.33% in current year. The reason for downfall is Sale has declined by 9.96%. The average working capital has also increased by 44.68%, reason being increase in closing stock at year end by the company & decrease in Current liabilities.
9 No deviation beyond 25%.
10 No deviation beyond 25%.
11 No deviation beyond 25%.

| | | ( Amount in lakhs) | |
|---|---|---|---|
| **Notes:** | | **As at 31.03.2025** | **As at 31.03.2024** |
| a. Average shareholders fund | (Opening shareholders fund+Closing shareholders fund)/2 | 17,248.50 | 12,064.03 |
| b. Cost of goods sold | (Opening stock+ Purchases- Closing stock) | 20,290.23 | 25,066.54 |
| c. Average inventory | (Opening stock+Closing stock)/2 | 1,983.99 | 881.02 |
| d. Average Trade receivable | (Opening trade receivable+Closing trade receivable)/2 | 4,446.26 | 4,100.59 |
| e. Average Trade payable | (Opening trade payable+Closing trade payable)/2 | 1,699.00 | 1,993.88 |
| f. Working Capital | Current Assets-Current Liability(Excluding short term borrowing) | 10,954.77 | 8,870.52 |
| g. Average Working Capital | (Opening Working Capital+ Closing Working Capital)/2 | 9,912.64 | 6,851.46 |
| h. Capital Employed | Total assets- Current liabilities | 19,199.49 | 17,679.37 |

As per our report of even date
**For RPR & Co.**
Chartered Accountants

**For and on behalf of the Board Of Directors**
**of R & B Denims Limited**

**CA Raunaq Kankaria**
Partner
M.No. 138361
FRN.131964W

**Rajkumar M. Borana**
Director
DIN : 01091166

**Amit A. Dalmia**
Managing Director
DIN : 00034642

Date : 15/05/2025
Place: Surat

**Parkin Jariwala**
Chief Financial Officer

**Sujata Dudharejiya**
Company Secretary

# INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF**
**R & B DENIMS LIMITED**

## Report on the Audit of Consolidated Financial Statements:

### Opinion

We have audited the accompanying consolidated financial statements of R & B Denims Limited ('the Holding Company'), and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), which comprise the Consolidated Balance Sheet as at 31 March 2025, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flow and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2025, and its consolidated profit (including other comprehensive income/ (loss)), its consolidated cash flows and the consolidated changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have not identified any matter to be a key audit matter for the purpose of it to be communicated in our report.

### Information other than the Consolidated Financial Statements and Auditor's Report thereon

The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India, including the accounting standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors (Management) is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors (Management) either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors are also responsible for overseeing the financial reporting process of the entities included in the Group.

**Auditor's Responsibility for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error; to design and perform audit procedures responsive to those risks; and to obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are

responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information/ financial statements of the entities or business activities within the Group, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the consolidated financial statements, of which we are the independent auditors.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economics decisions of a reasonably knowledgeable user of the financial statement may be influenced. We consider quantitative materiality and qualitative factor in (i) planning the scope of our audit work and in evaluating the result of our work and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 (hereinafter referred to as 'order'), and on the basis of test check as we considered appropriate and according to information and explanation provided to us, we enclose in the Annexure "A" statement on the clause (xxi) specified in the said Order.

2. As required by section 143(3) of the Act, based on our audit of the Holding Company, as the reporting under sec. 143(3) of the Act was not applicable to the subsidiary entities, we report that:

2.1 We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

2.2 In our opinion, proper books of account as required by law have been kept by the Holding Company as far as appears from our examination of those books.

2.3 The Holding Company does not have any branches therefore the reporting under this clause is not applicable.

2.4 The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this report are in agreement with the relevant books of account.

2.5 In our opinion, the aforesaid consolidated financial statements comply with the Ind As specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

2.6 There are no observations or comments on financial transactions or matters which have any adverse effect on the functioning of the Holding Company.

2.7 On the basis of written representations received from the directors, as on March 31, 2025, taken on record by the Board of directors, none of the directors of the Holding Company are disqualified as on March 31, 2025 from being appointed as a director under section 164(2) of the Act.

2.8 With respect to the adequacy of internal financial controls over financial reporting of the Holding Company and the operative effectiveness of such controls, refer to our separate report in “Annexure B”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Holding Company’s internal financial controls over financial reporting;

2.9 With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and

2.10 With respect to the other matters to be included in the auditor’s report in accordance with Rule 11 of the companies (audit and auditors) rules 2014, in our opinion and to the best of our information and according to the explanations given to us.

(i) There were no pending litigations which would impact the financial position of the Holding Company.

(ii) The Holding Company did not have any material foreseeable losses on long term contracts including derivative contracts.

(iii) There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Holding Company.

(iv)(i) As per management’s representation, no funds other than disclosed by way of notes to accounts have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company to or in any other person or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) As per management’s representation, There were no funds which have been received by the Holding Company from any person(s) or entities, including foreign entities (“Funding

Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

(v) No dividend has been declared by the Holding Company during the year.

(vi) Based on our examination of the books of account and other relevant records of the Holding Company, and according to the information and explanations given to us, we report that the Holding Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility.

Further, in accordance with the requirements of the proviso to rule 3(1) of the Companies (Accounts) Rules, 2014, applicable with effect from April 1, 2023, the audit trail feature has been operated throughout the financial year ended March 31, 2025, for all transactions recorded in the software, and the audit trail has not been tampered with and the audit trail has been preserved by the Holding Company as per the statutory requirements for record retention.

**For R P R & Co.**
Chartered Accountants
Firm Reg. No. 131964W

Place: Surat
Date: 15/05/2025

**CA Raunaq Kankaria**
(Partner)
Membership Number: 138361
PAN: AANFR3923J
UDIN: 25138361BMGBTF1736

**Annexure "A" to Auditors' Report**

(Referred to in of our report of even date to the members of R & B DENIMS LIMITED as on the consolidated financial statements for the year ended March 31, 2025)

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of audit, we state that:

**21 Qualification or Adverse Remark for CFS Companies**

| | | |
|---|---|---|
| | Whether there have been any qualification or adverse remark by the respective auditors in the Companies (Auditor's Report) order (CARO) reports of the companies included in the Consolidated Financial Statement, if yes the details of the companies and the paragraph number of the CARO report containing the qualifications or adverse remark. | No |

**For RPR & CO**
Chartered Accountants

**Raunaq Kankaria**
Partner
M No: 138361
FRN: 131964W

15-05-2025
Place: Surat

## ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

**Report on the Internal Financial Controls with reference to Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **R & B DENIMS LIMITED** ("The Holding Company") as of 31 March 2025 in conjunction with our audit of the consolidated financial statements of the Group for the year ended on that date.

The requirements of sec. 143(3)(i) of the Act are not applicable to the subsidiary entities of the Holding Company.

**Responsibilities of Management and Those Charged with Governance for Internal Financial Controls**

The Holding Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Holding Company's business, including adherence to the Holding Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Consolidated Financial Statements**

Our responsibility is to express an opinion on the Group's internal financial controls with reference to financial statements of the Holding Company and its subsidiaries based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls with reference to financial statements.

**Meaning of Internal Financial Controls with Reference to the Consolidated Financial Statements**

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and

dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Holding Company has, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such controls were operating effectively as at 31 March 2025, based on internal controls over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**For RPR & Co.**
Chartered Accountants
Firm Reg. No. 131964W

Place: Surat
Date: 15/05/2025

**CA Raunaq Kankaria**
(Partner)
Membership Number: 138361
PAN: AANFR3923J

## CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES AS AT 31.03.2025

(Amounts in Lakhs)

| | Particulars | Note No. | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|---|---|
| | **ASSETS** | | | |
| **(1)** | **Non-Current Assets** | | | |
| a | Property, plant and equipment | 3 | 8,314.56 | 9,838.20 |
| b | Capital work-in-progress | 4 | 528.86 | 1.10 |
| c | Investment Property | | - | - |
| d | Goodwill | | - | - |
| e | Other Intangible assets | 5 | 0.13 | 0.17 |
| f | Intangible assets under development | | - | - |
| g | Biological Assets other than bearer plants | | - | - |
| h | Financial Assets | | | |
| | (i) Investments | 6 | 1,463.75 | 202.04 |
| | (ii) Trade receivables | 7 | - | 28.64 |
| | (iii) Loans | | - | - |
| | (iv) Other Financial Assets | | - | - |
| i | Deferred tax assets (net) | 19 | (0.60) | 10.90 |
| j | Other Non-current assets | 8 | 468.47 | 135.03 |
| | **Total Non-Current assets** | | **10,775.17** | **10,216.08** |
| **(2)** | **Current Assets** | | | |
| a | Inventories | 9 | 6,807.46 | 5,317.26 |
| b | **Financial Assets** | | | |
| | (i) Investments | | - | - |
| | (ii) Trade Receivables | 7 | 6,314.17 | 6,817.04 |
| | (iii) Cash and Cash Equivalents | 10 | 1,166.18 | 404.18 |
| | (iv) Bank Balances Other than (iii) above | | - | - |
| | (v) Loans | 11 | 4,835.53 | 3,729.82 |
| | (vi) Other Financial Asset | | - | - |
| c | Current Tax Assets (Net) | | - | - |
| d | Other Current Assets | 12 | 1,868.51 | 1,705.29 |
| | **Total Current assets** | | **20,991.85** | **17,973.59** |
| | **Total Assets** | | **31,767.03** | **28,189.67** |
| | **EQUITY AND LIABILITIES** | | | |
| **(1)** | **Equity** | | | |
| | (i) Equity Share capital | 13 | 1,799.47 | 1,799.47 |
| | (ii) Other Equity | 14 | 16,497.14 | 14,391.79 |
| | (iii) Non Controlling Interest | 15 | 1,734.52 | 1,777.06 |
| | **Total Equity** | | **20,031.13** | **17,968.32** |
| **(2)** | **Liabilities** | | | |
| | **Non-Current Liabilities** | | | |
| a | Financial Liabilities | | | |
| | (i) Borrowings | 16 | 1,666.68 | 2,808.38 |
| | (ia) Lease Liabilities | | - | - |
| | (ii)Trade Payables | 17 | | |
| | (A) total outstanding dues of micro enterprises and small enterprises; and | | - | 0.09 |
| | (B) total outstanding dues of creditors other than micro enterprises and small enterprise | | - | 0.25 |
| | (iii)Other financial liabilities | | - | - |
| b | Provisions | 18 | 45.99 | 37.38 |
| c | Deferred tax liabilities (Net) | 19 | 181.78 | 221.91 |
| d | Other non-current liabilities | | - | - |
| | **Total non-current liabilities** | | **1,894.46** | **3,068.01** |

| | | | | |
|---|---|---|---|---|
| | **Current liabilities** | | | |
| | **Financial Liabilities** | | | |
| | (i) Borrowings | 16 | 7,756.70 | 3,997.38 |
| | (ia) Lease Liabilities | | - | - |
| | (ii) Trade payables | 17 | | |
| | (A) total outstanding dues of micro enterprises and small enterprises; and | | - | 123.06 |
| | (B) total outstanding dues of creditors other than micro enterprises and small enterprises | | 1,419.35 | 1,676.00 |
| | (iii) Other financial liabilities | 20 | 18.68 | 9.34 |
| | Other Current liabilities | 21 | 360.20 | 812.62 |
| | Provisions | 18 | 111.69 | 160.81 |
| | Current Tax Liabilities (Net) | 22 | 174.83 | 374.13 |
| | **Total current liabilities** | | **9,841.44** | **7,153.35** |
| | **Total Liabilities** | | **11,735.90** | **10,221.36** |
| | **Total Equity and Liabilities** | | **31,767.03** | **28,189.67** |

The accompanying notes 1 to 39 including other explanatory information form an integral part of the consolidated financial statements.

As per our report of even date
**For RPR & CO**
Chartered Accountants

**For and on behalf of the Board of Directors of R & B Denims Limited**

**Rajkumar M. Borana**
Managing Director
DIN : 01091166

**Amit A. Dalmia**
Managing Director
DIN : 00034642

**CA Raunaq Kankaria**
Partner
M.No. 138361
FRN.131964W

**Parkin Jariwala**
Chief Financial Officer

**Sujata Dudharejiya**
Company Secretary

Date : 15/05/2025
Place : SURAT

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2025

(Amounts in Lakhs)

| | PARTICULARS | Note No | 31-03-2025 | 31-03-2024 |
|---|---|---|---|---|
| I | Revenue from Operations | 23 | 36,678.27 | 34,905.12 |
| II | Other Income | 24 | 1,609.73 | 312.88 |
| III | **Total Income** | | **38,288.00** | **35,218.01** |
| IV | **Expenditures:** | | | |
| | Cost of Materials Consumed | 25 | 27,088.24 | 25,843.52 |
| | Purchases of Stock-in-Trade | | - | - |
| | Changes in Inventories of Finished Goods, Work-in-Progress | 26 | (1,955.04) | (208.68) |
| | Employee Benefit Expenses | 27 | 2,605.10 | 2,165.84 |
| | Finance Costs | 28 | 748.77 | 534.13 |
| | Depreciation / Amortisation and Depletion Expense | 3 | 1,646.17 | 1,664.97 |
| | Other Expenses | 29 | 4,450.36 | 2,221.77 |
| V | **Total Expenses** | | **34,583.60** | **32,221.56** |
| VI | **Profit before Exceptional items and Tax** | | **3,704.41** | **2,996.45** |
| | Add/Less: Exceptional items | | 16.87 | 38.11 |
| VII | **Profit before Tax** | | **3,721.27** | **3,034.56** |
| | Tax Expense: | | | |
| | Current tax | | (1,008.97) | (815.87) |
| | Deferred Tax | | 36.69 | (21.03) |
| | Earlier Year Tax | | (1.59) | - |
| VIII | Profit/ (Loss) for the period from Continuing Operations | | **2,747.40** | **2,197.65** |
| IX | Profit/Loss from Discontinuing Operations | | - | - |
| | Less: Tax Expense of Discontinuing Operations | | - | - |
| X | **Profit/ (Loss) from Discontinuing Operations (after Tax)** | | - | - |
| XI | **Profit for the period** | | **2,747.40** | **2,197.65** |
| XII | Other Comprehensive Income | | - | |
| | A (i) Items that will not be reclassified to Statement of profit and loss | | 13.36 | (9.69) |
| | (ii) Income Tax relating to items that will not be reclassified | | (4.10) | 3.38 |
| | B (i) Items that will be reclassified to statement of profit and loss | | - | - |
| | (ii) Income Tax relating to items that will be reclassified to profit and loss | | - | - |
| | Other comprehensive income for the year, net of tax | | 9.26 | (6.31) |
| XIII | **Total comprehensive income for the year (11+12)** | | **2,756.66** | **2,191.34** |
| XIV | **Net Profit attributable to:** | | | |
| | a. Owners of the company | | 2,222.96 | 1,868.65 |
| | b. Non controlling interest | | 524.44 | 329.00 |
| XV | **Other Comprehensive Income attributable to:** | | | |
| | a. Owners of the company | | 5.35 | (1.29) |
| | b. Non controlling interest | | 3.91 | (5.02) |
| XVI | **Total Comprehensive Income attributable to:** | | | |
| | a. Owners of the company | | 2,228.31 | 1,867.36 |
| | b. Non controlling interest | | 528.35 | 323.98 |

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2025

**(Amounts in Lakhs)**

| PARTICULARS | Note No | 31-03-2025 | 31-03-2024 |
|---|---|---|---|
| **XVII Earnings Per Equity Share** | 33 | | |
| Basic | | 3.06 | 3.09 |
| Diluted | | 3.06 | 3.09 |

The accompanying notes 1 to 39 including other explanatory information form an integral part of the consolidated financial statements.

As per our report of even date

**For RPR & CO**
Chartered Accountants

**For and on behalf of the Board of Directors of R & B Denims Limited**

**CA Raunaq Kankaria**
Partner
M.No. 138361
FRN.131964W

**Rajkumar M. Borana**
Managing Director
DIN : 01091166

**Amit A. Dalmia**
Managing Director
DIN : 00034642

Date : 15/05/2025
Place : SURAT

**Parkin Jariwala**
Chief Financial Officer

**Sujata Dudharejiya**
Company Secretary

## CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 MARCH 2025

(Amounts in Lakhs)

| | Particulars | Year ended 31st March, 2025 | Year ended 31st March, 2024 |
|---|---|---|---|
| **A** | **CASH FLOW FROM OPERATING ACTIVITIES** | | |
| | Profit before tax | 3,721.27 | 3,034.56 |
| | **Adjustment For:** | | |
| | Depreciation | 1,646.17 | 1,664.97 |
| | (Profit) on sale of Fixed Assets | (43.22) | (40.97) |
| | Unrealised Gain on Financial Assets | (24.35) | - |
| | Share of Profit from Partnership Firm | (113.40) | - |
| | Profit on sale of Investments | (6.83) | - |
| | Sub-Lease Income | (0.30) | - |
| | Dividend Income | (29.07) | (10.07) |
| | Interest Income | (1,031.62) | (264.41) |
| | Interest Expense | 1,323.91 | 459.94 |
| | **Operating Profit before Working Capital Changes** | **5,442.56** | **4,844.03** |
| | **Adjustment For:** | | |
| | (Increase)/decrease in trade receivables | 1,037.34 | (1,222.30) |
| | (Increase)/decrease in inventories | (1,481.24) | (1,034.39) |
| | (Increase)/decrease in other current assets | 147.46 | 553.29 |
| | Increase/(decrease) in trade payables | (892.31) | (606.16) |
| | Increase/(decrease) in other current financial liabilities | 15.18 | 681.95 |
| | Increase/(decrease) in other current liabilities | (988.66) | (121.70) |
| | Increase/(decrease) in Current Tax Liabilities (Net) | (64.33) | - |
| | Increase/(decrease) in provisions | 21.61 | (73.35) |
| | **Cash Generated From Operations before taxes** | **3,237.61** | **3,021.36** |
| | Income taxes paid | (916.00) | (581.51) |
| | **NET CASH FLOW FROM OPERATING ACTIVITIES (A)** | **2,321.61** | **2,439.85** |
| **B** | **CASH FLOW FROM INVESTING ACTIVITIES:** | | |
| | Purchase of Fixed Assets | (774.37) | (603.80) |
| | Adjustment / Sale of Fixed Asset | 126.00 | 65.96 |
| | Sub-Lease Income | 0.30 | - |
| | Share of profit from partnership firm | (1,749.90) | (1,856.00) |
| | Profit on sale of Investments | 6.83 | - |
| | (Increase)/decrease in other non-current assets | (308.52) | (3.54) |
| | (Increase)/decrease in Investments | (1,261.71) | (37.60) |
| | Dividend Income | 29.07 | 10.07 |
| | Interest Received | 1,031.62 | 264.41 |
| | **NET CASH FLOW USED IN INVESTING ACTIVITIES (B)** | **-2,900.68** | **-2,160.49** |
| **C** | **CASH FLOW FROM FINANCING ACTIVITIES:** | | |
| | Share Capital & Security Premium Received | - | 6,400.00 |
| | Increase in Partner's Capital | 1,161.00 | - |
| | Increase/(decrease) in short term borrowings | 4,312.26 | 401.84 |
| | Increase/(decrease) in long term borrowings | (1,694.64) | (4,280.50) |
| | (Increase)/decrease in Loans and Advances | (1,113.64) | (2,867.22) |
| | Interest Paid | (1,323.91) | (459.94) |
| | **NET CASH FLOW FROM/(USED IN) FINANCING ACTIVITIES (C)** | **1,341.07** | **(805.81)** |
| | **Net Increase in Cash & Cash equivalents [A+B+C]** | 762.00 | (526.46) |
| **D** | Cash and Cash equivalents at the beginning of the year | 404.18 | 796.98 |
| | Add: on formation of new subsidiary | - | 133.65 |
| **E** | **Cash and Cash equivalents at the end of the year** | **1,166.18** | **404.18** |

## CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 MARCH 2025

(Amounts in Lakhs)

| Particulars | Year ended 31st March, 2025 | Year ended 31st March, 2024 |
|---|---|---|
| **Components of the Cash and Cash Equivalents** | | |
| Cash on Hand | 16.84 | 58.23 |
| With Banks - in form of current accounts | 23.95 | 2.11 |
| With Banks - in form of demand deposits | 1,125.39 | 343.84 |

The accompanying notes 1 to 39 including other explanatory information form an integral part of the consolidated financial statements.

Note: The above statement of Cash Flow has been prepared under the "Indirect method" as set out in Ind AS - 7 - Statement of Cash Flows.

Note: The above statement of Cash Flow has been prepared by line by line summation of standalone cash flow statements.

As per our report of even date
**For RPR & CO**
Chartered Accountants

**For and on behalf of the Board of Directors of R & B Denims Limited**

**CA Raunaq Kankaria**
Partner
M.No. 138361
FRN.131964W

**Rajkumar M. Borana**
Managing Director
DIN : 01091166

**Amit A. Dalmia**
Managing Director
DIN : 00034642

Date : 15/05/2025
Place : SURAT

**Parkin Jariwala**
Chief Financial Officer

**Sujata Dudharejiya**
Company Secretary

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025**

**(Amounts in Lakhs)**

**(a) Equity Share Capital**

| Particulars | Number of Shares | Amount |
|---|---|---|
| **Equity Shares of Rs. 2/- each issued, subscribed and fully paid** | | |
| **As at March 31, 2023** | **6,99,73,440** | **1,399.47** |
| Changes in equity share capital during FY 2023-24 | | |
| Equity shares issued, subscribed and fully paid up during the year | 2,00,00,000 | 400.00 |
| **As at March 31, 2024** | **8,99,73,440** | **1,799.47** |
| Changes in equity share capital during FY 2024-25 | - | - |
| **As at March 31, 2025** | **8,99,73,440** | **1,799.47** |

**(b) Other Equity**

**For the year ended March, 2025**

| Particulars | Reserves & Surplus | | Money Received against Share Warrant | Total equity attributable to Equity Holders of Company | Non-Controlling Interest | TOTAL |
|---|---|---|---|---|---|---|
| | Securities Premium Account | Surplus / (Deficit) in Statement of Profit and Loss | | | | |
| **As at March 31, 2024** | **7,442.44** | **6,949.36** | **-** | **14,391.79** | **1,777.06** | **16,168.85** |
| Addition during the year | - | - | - | - | (570.89) | (570.89) |
| Profit/(Loss) for the year (Net of Taxes) | - | 2,222.96 | - | 2,222.96 | 524.44 | 2,747.39 |
| Utilised / transferred during the year | - | - | - | - | - | - |
| Other Comprehensive Income for the year (Net of Taxes) | - | 5.35 | - | 5.35 | 3.91 | 9.26 |
| Other Adjustments | - | (9.56) | - | (9.56) | - | (9.56) |
| Reserves on common control transactions | - | (113.40) | - | (113.40) | - | (113.40) |
| **As at March 31, 2025** | **7,442.44** | **9,054.70** | **-** | **16,497.14** | **1,734.52** | **18,231.66** |

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025**

**(Amounts in Lakhs)**

**For the year ended March, 2024**

| Particulars | Reserves & Surplus | | Money Received against Share Warrant | Total equity attributable to Equity Holders of Company | Non-Controlling Interest | TOTAL |
|---|---|---|---|---|---|---|
| | Securities Premium Account | Surplus / (Deficit) in Statement of Profit and Loss | | | | |
| **As at March 31, 2023** | **1,442.44** | **5,086.18** | **-** | **6,528.61** | **18.01** | **6,546.62** |
| Addition during the year | - | - | - | - | 1,435.07 | 1,435.07 |
| Profit for the year (Net of Taxes) | - | 1,868.65 | - | 1,868.65 | 329.00 | 2,197.65 |
| Utilised / transferred during the year | - | - | - | - | - | - |
| Other Comprehensive Income for the year (Net of Taxes) | - | (1.29) | - | (1.29) | (5.02) | (6.31) |
| Reserves on common control transactions | - | (4.18) | - | (4.18) | - | (4.18) |
| Issue of Equity shares during the year | 6,000.00 | - | - | 6,000.00 | - | 6,000.00 |
| **As at March 31, 2024** | **7,442.44** | **6,949.36** | **-** | **14,391.79** | **1,777.06** | **16,168.85** |

The accompanying notes 1 to 39 including other explanatory information form an integral part of the consolidated financial statements.

As per our report of even date
**For RPR & Co.**
**Chartered Accountants**

**For and on behalf of the Board Of Directors**
**of R & B Denims Limited**

**CA Raunaq Kankaria**
Partner
M.No. 138361
FRN.131964W

**Rajkumar M. Borana**
Director
DIN : 01091166

**Amit A. Dalmia**
Managing Director
DIN : 00034642

Date : 15/05/2025
Place: Surat

**Parkin Jariwala**
Chief Financial Officer

**Sujata Dudharejiya**
Company Secretary

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025.**

## 1. CORPORATE INFORMATION

R & B Denims Limited (Corporate Identity Number: L17120GJ2010PLC062949) ("the Company" or "R&B") having its registered office at Block No. 467, Sachin Palsana Road, Palsana, Surat, Gujarat, India – 394 315, is a public Company incorporated and domiciled in India. The Company was incorporated on November 11, 2010 under the provisions of erstwhile Companies Act, 1956.

The Company is engaged in the business of manufacturing of Denim Fabrics both for sale and rendering job-work services.

The Equity shares of the Company are listed on Bombay Stock Exchange ("BSE").

The consolidated financial statements comprise financial statements of R & B Denims Limited ('the Company') and its subsidiary entities, i.e., M/s. RB Industries and M/s. Ricon Industries (the Company and its subsidiaries together referred to as 'the Group').

## 2. BASIS OF PREPARATION & PRESENTATION OF FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES

### 2.1. Statement of Compliance with Indian Accounting Standards ("Ind AS")

The consolidated financial statements of the Group as at and for the year ended March 31, 2025 ("financial statements") have been prepared and presented in accordance with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 ("the Act") [Companies (Indian Accounting Standards) Rules, 2015] and presentation requirements of Division II of Schedule III to the Companies Act, 2013 as amended from time to time, guidelines issued by the Securities and Exchange Board of India ("SEBI") and other relevant provisions of the Act and accounting principles generally accepted in India. These consolidated financial statements have been prepared by the Group on a going concern basis.

The Consolidated Financial Statements of the Group comprises of its Consolidated Statement of Assets and Liabilities as at March 31, 2025, and Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year then ended.

The Consolidated Statement of Cash Flows has been prepared and presented as per the "Indirect Method" prescribed under Ind AS 7 – Statement of Cash Flows.

### 2.2. Statement of Consistency of Accounting Policy

The accounting policies are applied consistently to all the periods presented in the consolidated financial statements, except where a newly issued accounting standard is initially adopted or a revision to an existing standard requires a change in the accounting policy hitherto in use.

### 2.3. Functional and Presentation Currency and rounding of amounts

The consolidated financial statements are presented in Indian Rupee (Rs.) which is also the functional currency of the Company. All amounts disclosed in the financial statements and notes have been rounded-off to the nearest lakh with two decimals thereof as per the requirement of Schedule III, unless otherwise stated.

### 2.4. Basis of Measurement

The consolidated financial statements have been prepared on a historical cost basis and on accrual basis, except for the following:

- Financial assets and liabilities are measured at fair value or at amortised cost depending on classification;
- Derivative financial instruments and contingent consideration is measured at fair value;
- Assets held for sale – measured at fair value less cost to sell;
- Defined benefit plans – plan assets measured at fair value;
- Lease liability and Right-of-use assets – measured at fair value; and
- Asset and liabilities assumed as part of business combination – measured at fair value.

A historical cost is a measure of value used for accounting in which the price of an asset on the balance sheet is based on its historical cost, it is generally fair value of consideration given in exchange for goods and services at the time of transaction or original cost when acquired by the Group.

Fair value is the price that is likely to be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the company takes into account the characteristics of the asset or liability that market participants would take into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the financial statements is determined on such a basis, except for share

based payment transactions that are within the scope of Ind AS 102 – Share Based Payment and leasing transactions that are within the scope of Ind AS 116 – Leases.

Fair value measurements under Ind AS are categorised into fair value hierarchy based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are prescribed as follows:

- Level one quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access on measurement data;
- Level two inputs, other than quoted price is included within level one, that are observable for the asset or liability, either directly or indirectly; and
- Level three where observable inputs are used for the valuation of assets or liabilities.

### 2.5. Basis of Consolidation

The consolidated financial statements relate to R & B Denims Limited and its subsidiaries. The special purpose financial statements of the subsidiaries used for the purpose of consolidation are drawn up to the same reporting date as that of the Group.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner, as the Company's separate financial statements. The consolidated financial statements have been prepared on the following basis:

**Investment in Subsidiaries:**

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The net assets and results of acquired businesses are included in the consolidated financial statements from their respective dates of acquisition, being the date on which the Group obtains control. The results of disposed businesses are included in the consolidated financial statements up to their date of disposal, being the date control ceases. The financial statements of subsidiaries are included in these consolidated financial statements from the date that control commences until the date that control ceases.

The excess of cost to the Group of its investment in subsidiaries, on the acquisition dates over and above the Group's share of equity in the subsidiaries, is recognized as 'Goodwill on

Consolidation' in the consolidated financial statements. The said Goodwill is not amortised, however, it is tested for impairment at each Balance Sheet date and the impairment loss, if any, is provided for. On the other hand, where the share of equity in subsidiaries as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Other Equity' in the consolidated financial statements.

Non-controlling interests represent that part of the total comprehensive income and net assets of subsidiaries attributable to the interest which is not owned, directly or indirectly, by the Parent Company. Non-controlling interests in the net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet separately within equity. Non-controlling interests are valued based on the proportion of net assets of the acquired entity at the date of acquisition. Non-controlling interests in the net assets of consolidated subsidiaries consists of:

(a) The amount of equity attributable to noncontrolling interests at the date on which investment in a subsidiary is made; and
(b) The non- controlling interests share of movements in equity since the date parent subsidiary relationship came into existence.

The consolidated financial statements of the Group have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions and resulting unrealised profits. Unrealised losses resulting from intra-group transactions are eliminated unless cost cannot be recovered.

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

The profit and other comprehensive income attributable to non-controlling interest of subsidiaries are shown separately in the consolidated statement of profit and loss and consolidated statement of changes in equity.

Upon loss of control, the Group de-recognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any surplus or

deficit arising on the loss of control is recognised in the consolidated profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently, it is accounted for as an equity-accounted investee or as a FVTOCI or FVTPL financial asset, depending on the level of influence retained.

### 2.6. Key Accounting Estimates and Judgements

The preparation of consolidated financial statements requires management of the Group to make judgements, estimates and assumptions that affect the reported assets and liabilities, revenue and expenses and disclosures relating to contingent liabilities. Management believes that the estimates used in the preparation of the consolidated financial statements are prudent and reasonable. Estimates and underlying assumptions are reviewed by management at each reporting date. Actual results could differ from these estimates. Any revision of these estimates is recognised prospectively in the current and future periods.

**Following are the critical judgements made by the Management while compiling the consolidated financial statements of the Group:**

#### a) Income Taxes

Significant judgements are involved in determining the provision for income taxes including judgement on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods. The recognition of taxes that are subject to certain legal or economic limits or uncertainties is assessed individually by Management based on the specific facts and circumstances.

In assessing the realisability of deferred tax assets, Management considers whether some portion or all of the deferred tax assets will not be realised. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, Management believes that the Company will realise the benefits of those deductible differences. The amount of the deferred income tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

**b) Provisions and Contingent Liabilities**

The Group exercises judgement in determining if a particular matter is possible, probable or remote. The Group also exercises judgement in measuring and recognising provisions and the exposures to contingent liabilities related to pending litigation or other outstanding claims subject to negotiated settlement, mediation, government regulation, as well as other contingent liabilities. Judgement is necessary in assessing the likelihood that a pending claim will succeed, or a liability will arise and to quantify the possible range of the financial settlement. Because of the inherent uncertainty in this evaluation process, actual losses may be different from the originally estimated provision. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

**c) Leases**

Ind AS 116 - Leases requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Group’s operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

**Following are the critical estimates made by the Management while compiling the consolidated financial statements of the Group:**

**a) Useful lives of property, plant and equipment and intangible assets**

Property, plant and equipment and intangibles assets represent a significant proportion of the asset base of the Group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset’s expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Group's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

**b) Expected credit loss**

In accordance with Ind AS 109 - Financial Instruments, the Group applies ECL model for measurement and recognition of impairment loss on the trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115 - Revenue from Contracts with Customers.

For this purpose, the Group follows 'simplified approach' for recognition of impairment loss allowance on the trade receivable balances, contract assets and lease receivables. The application of simplified approach requires expected lifetime losses to be recognised from initial recognition of the receivables based on lifetime ECLs at each reporting date.

As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

In case of other assets, the Group determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to twelve months ECL is measured and recognised as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognised as loss allowance

**c) Accounting for defined benefit plans**

In accounting for post-retirement benefits, several statistical and other factors that attempt to anticipate future events are used to calculate plan expenses and liabilities. These factors include expected return on plan assets, discount rate assumptions and rate of future compensation increases. To estimate these factors, actuarial consultants also use estimates such as withdrawal, turnover and mortality rates which require significant judgement. The actuarial assumptions used by the Group may differ materially from actual results in future periods due to changing market and economic conditions, regulatory events, judicial rulings, higher or lower withdrawal rates, or longer or shorter participant life spans.

### d) Impairment of Non-Financial Assets

An impairment loss is recognised for the amount by which an asset's or cash-generating unit's carrying amount exceeds its recoverable amount. To determine the recoverable amount, management estimates expected future cash flows from each asset or cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows, management makes assumptions about future operating results. These assumptions relate to future events and circumstances. The actual results may vary and may cause significant adjustments to the Group's assets.

In most cases, determining the applicable discount rate involves estimating the appropriate adjustment to market risk and the appropriate adjustment to asset-specific risk factors.

### e) Fair value of Financial Instruments

Management uses valuation techniques in measuring the fair value of financial instruments where active market quotes are not available. Details of the assumptions used are given in the notes regarding financial assets and liabilities. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

## 2.7. Significant Accounting Policies

### a) Current and Non-Current Classification

The Group presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset it is classified as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within 12 months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

- It is Expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within 12 months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has determined its operating cycle, as explained in schedule III of the Companies Act, 2013, as twelve months, having regard to the nature of business being carried out by the Group. The same has been considered for classifying assets and liabilities as current and non-current while preparing the consolidated financial statements.

**b) Property, Plant and Equipment and Capital work-in-progress**

*Recognition and Measurement*

Property, plant and equipment, is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any.

Cost of acquisition or construction of property, plant and equipment comprises its purchase price including import duties and non-refundable purchase taxes net of trade discounts, rebates and any directly attributable cost of bringing the item to its working condition for its intended use, including relevant borrowing costs and any expected costs of decommissioning.

Property, plant and equipment acquired in a business combination, other than common control combination, are recognised at fair value at the acquisition date. Property, plant and equipment acquired under common control combination are recognised at carrying value at the acquisition date.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance cost are charged to the consolidated statement of profit and loss during the period in which they are incurred.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Material items such as spare parts, stand-by equipment and service equipment are classified as property, plant and equipment when they meet the definition of property, plant and equipment as specified in Ind AS 16 – Property, Plant and Equipment.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as 'Capital work-in-progress'. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under 'Other Non-Current Assets'.

Capital work-in-progress included in non-current assets comprises of direct costs, related incidental expenses and attributable interest. Capital work-in-progress are not depreciated as these assets are not yet available for use.

*De-recognition*

An item of property, plant and equipment, is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit and loss.

**c) Intangible Assets**

*Recognition and Measurement*

Intangible assets such as marketing intangibles, trademarks, technical know-how, brands, customer relationship, computer software, product related intangibles, distribution network and non – compete rights acquired separately are measured on initial recognition at cost. Further, payments to third parties for in-licensed products, generally take the form of up-front and milestones payments and are capitalised following a cost accumulation approach to variable payments (milestones) when receipt of economic benefits out of the separately purchased

transaction is considered to be probable. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment loss, if any. Subsequent expenditures are capitalised only when they increase the future economic benefits embodied in the specific asset to which they relate.

Expenditure for obtaining regulatory approvals and registration of products for overseas markets is charged to the consolidated statement of profit and loss.

*De-recognition*

Intangible assets are de-recognised either on their disposal or where no future economic benefits are expected from their use. Losses arising on such de-recognition are recorded in the profit or loss and are measured as the difference between the net disposal proceeds, if any and the carrying amount of respective intangible assets as on the date of de-recognition.

**d) Investment Properties**

Property that is held for long-term rental yields or for capital appreciation or both and that is not occupied by the Group, is classified as investment properties. Investment property is measured initially at its cost, including related transaction costs and borrowing costs where applicable. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably.

Investment properties are depreciated using the straight-line method over their estimated useful lives. Investment properties generally have a useful life of 5-60 years. The useful life has been determined based on technical evaluation performed by the management's expert.

**e) Inventories**

Inventories consist of raw materials and packing materials, work-in-progress, stock-in-trade, finished goods, stores and spares, which are valued at lower of cost or net realisable value. The Group used First-In-First-Out (FIFO) for valuing its inventory.

Cost of inventory comprises all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and the estimated cost necessary to make the sale.

The Group reviews the condition of its inventories and makes provision against obsolete and slow – moving inventory items which are identified as no longer suitable for sale or use. Obsolete and slow – moving items are valued at cost or estimated net realisable value, whichever is lower. Any write down of inventories is recognised as an expense during the year.

### f) Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand and cash at bank including fixed deposit with original maturity period of three months or less and short-term highly liquid investments with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

### g) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**Financial Assets**

**Classification**

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), or fair value through profit or loss. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

**Initial recognition and measurement**

All financial assets excluding trade receivables are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, in which case they are recognised at fair value. The Group's trade receivables do not contain any significant financing component and hence are measured at the transaction price measured under Ind AS 115 "Revenue from Contracts with Customers".

**Subsequent Measurement**

*Financial assets carried at amortised cost*

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset for collecting contractual cash flows and the contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the Consolidated Statement of Profit or Loss. The losses arising from impairment are recognised in the Consolidated Statement of Profit or Loss.

*Financial assets carried at fair value through other comprehensive income (FVTOCI)*

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets and the contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the company recognizes interest income, impairment losses and reversals in the Profit and Loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Profit and Loss. Interest earned whilst holding FVTOCI asset is reported as interest income using the EIR method.

Equity instruments, except for the ones held for trading, could also be classified as at FVTOCI, if the Group makes an irrevocable election to do so at the time of initial recognition. Such election is made on instrument-to-instrument basis. In case of equity instruments classified as at FVTOCI, all the fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to consolidated statement of profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity. The Group has designated certain equity instruments as at FVTOCI.

*Financial assets carried at fair value through profit or loss (FVTPL)*

A financial asset which is not categorized as at amortised cost or as FVTOCI, is classified and subsequently measured as at FVTPL.

As per the requirements of Ind AS 109 - "Financial Instruments", all investments in equity instruments and contracts on those instruments are to be measured at FVTPL unless designated at FVTOCI. However, there might be situations where cost may be an appropriate estimate of fair value. That may be the case if insufficient information is available to measure fair value, or if there is a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

**De-recognition**

A financial asset (or, where applicable, a part of a financial asset) is primarily de-recognised (i.e., removed from the Group's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in OCI and accumulated in equity is recognised in profit or loss if such

gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

**Financial Liabilities**

**Classification**

Financial liabilities are classified, at initial recognition, as subsequently measured at amortised cost, except for financial liabilities specifically classified and subsequently measured as at fair value through profit and loss.

**Initial recognition and measurement**

The Group initially measures a financial liability at its fair value plus, in the case of a financial liability not at fair value through profit or loss, transaction costs.

**Subsequent measurement**

*Financial liabilities carried at amortised cost*

The Group measures its financial liabilities at amortised cost using the effective interest rate method. The effective interest rate is the rate that exactly discounts, estimated future cash payments (including all fees, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost on initial recognition.

The interest expense (calculated based on effective interest method) and any gain or loss on derecognition is recognised in the Statement of Profit and Loss.

*Financial assets carried at fair value through profit or loss (FVTPL)*

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or is a derivative (except for effective hedge) or are designated upon initial recognition as FVTPL. Gains or losses, including any interest expense on liabilities held for trading are recognised in the Statement of Profit and Loss.

**De-recognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability

and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated statement of profit and loss.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**h) Leases**

*Where Group is Lessee:*

The Group's lease asset classes primarily consist of leases for land, factory building and office building. The Company assesses whether a contract is or contains a lease, at the inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset;
- the Group has substantially all of the economic benefits from use of the asset through the period of the lease; and
- the Group has the right to direct the use of the asset.

The right-of-use asset is a lessee's right to use an asset over the life of a lease. At the date of commencement of the lease, the Group recognises a right-of-use asset ('ROU') and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases of low value assets. For these leases of low value assets, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease. The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

Lease liability is initially measured at the present value of future lease payments. Lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liability is subsequently remeasured by increasing the

carrying amount to reflect interest on the lease liability and reducing the carrying amount to reflect the lease payments made. A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

*Where Group is lessor:*

The Group has given certain premises under operating lease or leave and license agreement. The Group retains substantially all risks and benefits of ownership of the leased asset and hence classified as operating lease. Lease income on such operating lease is recognised in profit or loss under 'Rent' as Other income.

**i) Provisions**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the consolidated statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet and adjusted to reflect the current best estimates.

**j) Contingent Assets & Liabilities**

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. The Group does recognise a contingent liability but discloses its existence in the consolidated financial statements.

Contingent assets are not recognised in the consolidated financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

**k) Taxes**

Income tax expense comprises of current tax expense and deferred tax expense/benefit. Current and deferred taxes are recognised in the consolidated statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity.

*Current Income Tax*

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the applicable income tax law of the respective jurisdiction. The current tax is calculated using tax rates that have been enacted or substantively enacted, at the reporting date and any adjustment to tax payable in respect of previous years. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

*Deferred Tax*

Deferred tax is recognised using the Balance Sheet approach on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be recovered or settled.

The Group recognises deferred tax liability for all taxable temporary differences associated with investments in subsidiaries and associates, except to the extent that both of the following conditions are satisfied:

- When the Group is able to control the timing of the reversal of the temporary difference; and
- It is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities.

### l) Employee Benefit Expenses

**Short-Term Employee Benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and are measured on undiscounted basis. Benefits such as salaries, wages, etc. and the expected cost of ex gratia are recognised in the period in which the employee renders the related service. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**Post-Employment Benefits**

*Defined Contribution Plan*

Post-retirement contribution plans such as Employees' Pension scheme, Labour Welfare Fund, Employee State Insurance Corporation (ESIC) are charged to the consolidated statement of profit and loss for the year when the contributions to the respective funds accrue. The Group does not have any obligation other than the contribution made.

*Defined Benefit Plans*

**Employee's Provident Fund**

In accordance with the Employees' Provident Fund and Miscellaneous Provision Act, 1952, all eligible employees of the Group are entitled to receive benefits under the provident fund plan in which both the employee and employer (at a determined rate) contribute monthly to Employee's Provident Fund, a Fund set up by the Government. The contributions made by the Group are recognised as an expense in the consolidated statement of profit and loss under "Employee benefits expense".

**Gratuity Obligations**

Post-retirement benefit plans such as gratuity for eligible employees of the Group are calculated using projected unit credit method on the basis of actuarial valuation made by an independent actuary as at the reporting date. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is included in retained earnings and will not be reclassified to the consolidated statement of profit and loss.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the consolidated statement of profit and loss.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the consolidated statement of profit and loss as past service cost.

**m) Revenue Recognition**

The Group derives revenue primarily from sale of Denim Fabrics and rendering of job-work service towards the same. Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those products or services. Revenue excludes amounts collected on behalf of government authorities such as Goods and Service Tax (GST), returns, trade allowances, rebates

and amounts collected on behalf of third parties. To recognize revenues, the Group applies the following five step approach:

- Identify the contract with a customer,
- Identify the performance obligations in the contract,
- Determine the transaction price,
- Allocate the transaction price to the performance obligations in the contract, and
- Recognize revenues when a performance obligation is satisfied.

*Sale of Goods*

The Group recognizes revenue from sale of goods measured upon satisfaction of performance obligation which is at a point in time when control of the goods is transferred to the customer, generally on delivery of the goods. Depending on the terms of the contract, which differs from contract to contract, the goods are sold on a reasonable credit term. As per the terms of the contract, consideration that is variable, according to Ind AS 115, is estimated at contract inception and updated thereafter at each reporting date or until crystallisation of the amount.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, rebates, scheme allowances, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method based on accumulated experience and underlying schemes and agreements with customers). Due to the short nature of credit period given to customers, there is no financing component in the contract.

*Rendering of Service*

Revenue from services rendered is recognised in the consolidated statement of profit and loss as the underlying services are performed. Upfront non-refundable payments received under these arrangements are deferred and recognised as revenue over the expected period over which the related services are expected to be performed.

**n) Other Income**

*Interest Income*

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective

interest rate applicable, which is the rate that discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

*Dividends*

Dividend income from investments is recognised when the right to receive payment has been established, provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

*Other (Other than Interest and Dividend Income)*

Other Income consists of rent income, insurance claim, vendor settlement income and miscellaneous income and is recognised when it is probable that the economic benefits will flow to the Group and amount of income can be measured reliably.

**o) Finance Costs**

General and specific borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of such asset till such time the asset is ready for its intended use and borrowing cost are being incurred. A qualifying asset is an asset that necessarily takes a substantial time to get ready for its intended use. All other borrowing costs are recognised as an expense in the period they are incurred.

Borrowing cost includes interest expense, amortisation of discounts and ancillary costs incurred in connection with borrowing of funds. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

**p) Depreciation and Amortization**

*Depreciation*

Depreciation on property, plant and equipment (other than freehold land) is calculated on pro-rata on the straight line method based on the useful life of the assets as indicated under Part C of Schedule II of the Companies Act, 2013 except for certain assets where management believes and based on the technical evaluation and assessment that the useful lives adopted by it best represent the period over which an asset is expected to be available for use.

Freehold land has an unlimited useful life and therefore is not depreciated.

Depreciation on additions is provided on a pro – rata basis from the month of installation or acquisition and in case of projects from the date of commencement of commercial production. Depreciation on deductions / disposals is provided on a pro-rata basis up to the month preceding the month of deduction / disposals.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and, if expectations differ from previous estimates, the changes are accounted for as a change in an accounting estimate and adjusted prospectively.

The estimated useful lives are as follows:

| **Property, plant and equipment** | **Useful Life** |
|---|---|
| Buildings | 30 years |
| Plant and Equipment | 15 years |
| Furniture and Fixtures | 10 years |
| Vehicles | 8 years |
| Computer | 3 years |

*Amortisation*

The Group amortises intangible assets with a finite useful life using the straight-line method over the following useful lives:

| **Intangible Asset** | **Useful Life** |
|---|---|
| Software | 3 years |
| Trademark | 10 years |

The amortisation period and the amortisation method for intangible assets with a finite useful life are reviewed at each reporting date and adjusted prospectively, if appropriate.

The amortisation expense on intangible assets with finite life is recognised in consolidated statement of profit and loss under the head depreciation, impairment and amortisation expense.

**q) Impairment**

*Impairment of Financial Assets*

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are measured at amortised cost
- Financial assets that are measured at FVTOCI
- Trade or other contractual receivables resulting from transactions that are within the scope of Ind AS 115

The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade or other contractual receivables resulting from transactions that are within the scope of Ind AS 115. This approach doesn't require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

The Group follows 'general approach' for recognition of impairment loss allowance, on other financial assets, wherein the Company provides for 12-month ECL on 'Low Credit Risk' financial assets and lifetime time ECL on 'Moderate Credit Risk' and 'High Credit Risk' financial assets.

If, in a subsequent period, credit quality of the financial asset improves such that there is no longer a significant credit risk, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.
- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.

*Impairment of Non-Financial Assets*

The carrying amounts of the Group's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. For goodwill and intangible assets that have indefinite lives or that are not yet available for use, an impairment test is performed each year at 31st March.

An asset's recoverable amount is the higher of an asset's or cash generating unit's (CGU) fair value less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash-generating unit. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generate cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

The goodwill acquired in a business combination is, for the purpose of impairment testing, allocated to cash-generating units that are expected to benefit from the synergies of the combination.

An impairment loss is recognised in the consolidated statement of profit and loss if the estimated recoverable amount of an asset or its cash-generating unit is lower than its carrying amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the

carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Goodwill that forms part of the carrying amount of an investment in an associate is not recognised separately and therefore is not tested for impairment separately. Instead, the entire amount of the investment in an associate is tested for impairment as a single asset when there is objective evidence that the investment in an associate may be impaired.

**r) Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The average weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**s) Exceptional Items**

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Group is treated as an exceptional item and the same is disclosed in consolidated statement of profit and loss and in the notes forming part of the consolidated financial statements.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Amounts in Lakhs)**

**Note 3: Property, plant and equipment**

| Particulars | Land | Wind Mill | Solar system | Building | Borewell | Computer | Electrification | Plant & Machinery | Water Tank | Vehicle | Others | Total | Capital W.I.P |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| ***GROSS BLOCK*** | | | | | | | | | | | | | |
| **Gross carrying amount as on March 31, 2023** | **428.52** | **3,074.07** | **402.70** | **1,041.18** | **1.26** | **14.55** | **217.41** | **8,922.62** | **4.91** | **96.07** | **9.38** | **14,212.68** | **-** |
| Additions | - | - | - | - | - | 2.00 | 10.50 | 696.31 | 1.53 | 2.68 | - | 713.01 | - |
| Disposal / Adjustment | - | - | 5.19 | - | - | - | - | 146.66 | - | 0.77 | - | 152.61 | - |
| **Gross carrying amount as on March 31, 2024** | **428.52** | **3,074.07** | **397.51** | **1,041.18** | **1.26** | **16.55** | **227.91** | **9,472.27** | **6.44** | **97.98** | **9.38** | **14,773.08** | **-** |
| Additions | - | - | - | 64.79 | - | 3.06 | 29.30 | 119.25 | 2.28 | 27.65 | 0.27 | 246.60 | 124.77 |
| Disposal / Adjustment | - | - | - | - | - | - | - | 252.27 | - | - | - | 252.27 | |
| **Gross carrying amount as on March 31, 2025** | **428.52** | **3,074.07** | **397.51** | **1,105.98** | **1.26** | **19.61** | **257.21** | **9,339.25** | **8.72** | **125.63** | **9.65** | **14,767.41** | **124.77** |
| ***ACCUMULATED DEPRECIATION*** | | | | | | | | | | | | | |
| **Accumulated Depreciation as on March 31, 2023** | **-** | **336.79** | **80.67** | **316.16** | **1.19** | **10.06** | **132.70** | **2,142.05** | **2.70** | **16.52** | **0.02** | **3,038.87** | **-** |
| Depreciation/Amortization charge during the year | - | 695.45 | 34.82 | 70.72 | - | 2.75 | 15.71 | 1,177.21 | 0.25 | 11.14 | 1.15 | 2,009.18 | - |
| Accumulated depreciation on deletions | - | - | - | - | - | - | - | 113.17 | - | - | - | 113.17 | - |
| **Accumulated Depreciation as on March 31, 2024** | **-** | **1,032.24** | **115.49** | **386.88** | **1.19** | **12.80** | **148.41** | **3,206.09** | **2.95** | **27.67** | **1.16** | **4,934.88** | **-** |
| Depreciation/Amortization charge during the year | - | 468.12 | 31.85 | 65.17 | - | 2.28 | 17.83 | 1,048.30 | 0.52 | 11.24 | 0.82 | 1,646.13 | - |
| Accumulated depreciation on deletions | - | - | - | - | - | - | - | 3.39 | - | - | - | 3.39 | - |
| **Accumulated Depreciation as on March 31, 2025** | **-** | **1,500.36** | **147.33** | **452.05** | **1.19** | **15.08** | **166.24** | **4,251.00** | **3.47** | **38.91** | **1.98** | **6,577.62** | **-** |
| | | | | | | | | | | | | | |
| **Net carrying amount as at March 31, 2025** | **428.52** | **1,573.71** | **250.18** | **653.93** | **0.07** | **4.53** | **90.97** | **5,088.24** | **5.25** | **86.72** | **7.67** | **8,189.79** | **124.77** |
| Net carrying amount as at March 31, 2024 | 428.52 | 2,041.83 | 282.03 | 654.30 | 0.07 | 3.75 | 79.50 | 6,266.18 | 3.49 | 70.31 | 8.22 | 9,838.20 | - |

(i) The title deeds of all the immovable properties are held in the name of the Group.
(ii) The Group has created the charge on property, plant and equipment for the working capital facilities and term loan obtained from the Banks.
(iii) The Group has not revalued its property, plant and equipment.
(iv) The Group has considered the net carrying value of property, plant and equipment as on March 31, 2023 as the Gross Carrying Value of Assets of subsidiary entities for preparing of above schedule, as the books of subsidiary entities weren't maintained based on accumulated depreciation convention.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Amounts in Lakhs)**

**4 Capital Work-in-Progress**

| PARTICULARS | | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Balance at the beginning of the year | | 1.10 | - |
| Adj.: | Additions during the year | 527.76 | 1.10 |
| | Assets capitalised during the year | - | - |
| **Balance at the end of the year** | | **528.86** | **1.10** |

**a Capital work-in-progress ageing schedule**

**CWIP as at March 31, 2025**

| Particulars | Amount in CWIP for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Projects in progress | 527.76 | 1.10 | - | - | **528.86** |
| Suspended projects | - | - | - | - | **-** |
| **Total** | **527.76** | **1.10** | **-** | **-** | **528.86** |

**CWIP as at March 31, 2024**

| Particulars | Amount in CWIP for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Projects in progress | 1.10 | - | - | - | **1.10** |
| Suspended projects | - | - | - | - | **-** |
| **Total** | **1.10** | **-** | **-** | **-** | **1.10** |

(1) There are no projects under capital work-in-progress, whose completion is either overdue or has exceeded its cost compared to its original plan as on 31st March, 2025 and 31st March, 2024.

**5 Intangible Assets**

| PARTICULARS | TRADEMARK |
|---|---|
| ***GROSS BLOCK*** | |
| **Balance as at March 31, 2023** | - |
| Additions during the year | 0.17 |
| Deletions during the year | - |
| **Balance as at March 31, 2024** | **0.17** |
| Additions during the year | - |
| Deletions during the year | - |
| **Balance as at March 31, 2025** | **0.17** |
| ***ACCUMULATED DEPRECIATION*** | |
| **Balance as at March 31, 2023** | - |
| Amortization for the year | - |
| Deletions on account of disposals during the year | - |
| **Balance as at March 31, 2024** | **-** |
| Amortization for the year | 0.04 |
| Deletions on account of disposals during the year | - |
| **Balance as at March 31, 2025** | **0.04** |
| | |
| **Net carrying value as on March 31, 2025** | **0.13** |
| Net carrying value as on March 31, 2024 | 0.17 |

*Note: The Group has not revalued its Intangible Assets.*

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Amount in Lakhs)**

NOTE 6

| **INVESTMENTS** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| **Financial instruments at FVTPL** | | |
| *Investment in Unquoted securities:* | | |
| Shanti Spintex Ltd<br>*(No. of shares held as at 31/03/2025: 0 and 31/03/2024: 6000)* | - | 2.98 |
| TJSB Sahakari Bank Ltd<br>*(No. of shares held as at 31/03/2025: 40 and 31/03/2024: 10040)* | 0.02 | 5.02 |
| The Cosmos Co-operative Bank Ltd.<br>*(No. of shares held as at 31/03/2025: 45091 and 31/03/2024: 153,451)* | 45.09 | 153.45 |
| *Sachin Udgyog Nagar Sahakari Mandali Ltd.*<br>*(No. of shares held as at 31/03/2025: 50 and 31/03/2024: 50)* | 0.03 | 0.03 |
| *Investment in Unquoted Funds:* | | |
| *Avinya Ventures* | 40.00 | - |
| *Aarth Aif Growth Fund* | 200.00 | - |
| *Investment in Quoted securities:* | | |
| Sahasra Electronic Solutions Limited - Share | 1.10 | - |
| Adani Port & Sez Ltd - Shares | 48.46 | - |
| Cesc Ltd - Shares | 19.99 | - |
| Dhani Services Limited - Share | 35.63 | - |
| Indostar Capital Fin Ltd - Share | 26.84 | - |
| Reliance Infrastructure Ltd - Share | 21.20 | - |
| Reliance Power Ltd - Share | 74.80 | - |
| Tata Technologies Ltd - Shares | 16.28 | - |
| Nexus Equity Growth Fund Sch-1 | 100.00 | - |
| Accelya Solutions India Ltd - Shares | 4.44 | - |
| Astra Microwave Products Ltd - Shares | 21.40 | - |
| E Factor Experiences Ltd - Shares | 18.75 | - |
| Genesys - Shares | 63.93 | - |
| Goldman Sac Hang Sen - Shares | 39.58 | - |
| Gujarat Flurochemicals Ltd - Shares | 68.32 | - |
| Hdfc Bank Ltd - Shares | 4.57 | - |
| India Grid Trust - Shares | 16.93 | - |
| Ineos Styrsolution - Shares | 6.83 | - |
| Inox Wind Energy Ltd - Shares | 17.96 | - |
| Itc Ltd - Shares | 20.49 | - |
| Jio Financial Ltd - Shares | 4.55 | - |
| Jubilant Agri And Consumer Products Ltd - Shares | 25.32 | - |
| Kotak Mahindra Bank - Shares | 4.34 | - |
| Larsen & Toubro - Share | 60.46 | - |
| Nelco Ltd - Share | 47.53 | - |
| Oracle Financial Services - Shares | 3.92 | - |
| Shyam Metalics And Engy Ltd - Share | 39.29 | - |
| Sun Pharma Adv Research - Shares | 12.99 | - |
| Tata Motors Ltd - Shares | 6.74 | - |
| Tips Music Limited - Share | 47.38 | - |
| Ujjivan Small Financ Bank Ltd - Shares | 18.58 | - |
| Windsor Machines Ltd - Shares | 144.06 | - |
| Wokhard Dd - Shares | 69.09 | - |
| Zota Health Care Ltd - Shares | 66.84 | - |
| Patanjali Foods Ltd. | - | 1.47 |
| S J Logistic India Ltd. | - | 39.10 |
| **Total** | **1,463.75** | **202.04** |

| **Aggregate market value as at the end of the year:** | **As at March 31, 2025** | **As at March 31, 2024** |
|---|---|---|
| Aggregate amount of: | | |
| - Quoted investments | 1,178.62 | 40.56 |
| - Unquoted investments | 285.14 | 161.48 |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Amount in Lakhs)**

NOTE 7

| **TRADE RECEIVABLES** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| Trade receivables - Considered Good - Unsecured | 6,314.17 | 6,845.68 |
| Trade receivables - which have significant increase in credit risk | - | - |
| Less : Allowance for expected credit loss | - | - |
| **Total** | **6,314.17** | **6,845.68** |
| | | |
| Non - current | - | 28.64 |
| Current | 6,314.17 | 6,817.04 |
| **TOTAL** | **6,314.17** | **6,845.68** |

Note: Trade receivables are lien marked against financial facilities from the banks.

**Trade Receivables Ageing Schedule as on March 31, 2025:**

| **Particulars** | **Outstanding for the following period from the due date of Payment** | | | | | **Total** |
|---|---|---|---|---|---|---|
| | **Less Than 6 Months** | **6 Months - 1 Year** | **1-2 Years** | **2-3 Years** | **More Than 3 Years** | |
| (i) Undisputed Trade receivables - considered good | 6,309.26 | 0.18 | - | 0.02 | 4.70 | **6,314.17** |
| (ii) Undisputed Trade receivables - considered doubtful | - | - | - | - | - | **-** |
| (iii) Disputed Trade receivables - considered good | - | - | - | - | - | **-** |
| (iv) Disputed Trade receivables - considered doubtful | - | - | - | - | - | **-** |
| **Total** | **6,309.26** | **0.18** | **-** | **0.02** | **4.70** | **6,314.17** |

**Trade Receivables Ageing Schedule as on March 31, 2024:**

| **Particulars** | **Outstanding for the following period from the due date of Payment** | | | | | **Total** |
|---|---|---|---|---|---|---|
| | **Less Than 6 Months** | **6 Months - 1 Year** | **1-2 Years** | **2-3 Years** | **More Than 3 Years** | |
| (i) Undisputed Trade receivables - considered good | 6,816.58 | 0.46 | 19.78 | - | 8.86 | **6,845.68** |
| (ii) Undisputed Trade receivables - considered doubtful | - | - | - | - | - | **-** |
| (iii) Disputed Trade receivables - considered good | - | - | - | - | - | **-** |
| (iv) Disputed Trade receivables - considered doubtful | - | - | - | - | - | **-** |
| **Total** | **6,816.58** | **0.46** | **19.78** | **-** | **8.86** | **6,845.68** |

NOTE 8

| **OTHER NON_CURRENT ASSETS** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| Capital advances | 333.33 | 2.14 |
| Advance To Suppliers | - | 0.08 |
| Security Deposits | 134.80 | 132.46 |
| Balance with Government authorities | 0.34 | 0.34 |
| **Total** | **468.47** | **135.03** |

Note: Capital Advances are towards advance given to vendor for purchase of capital goods
Note: Secutiry Deposit is for business purpose given to DGVCL, GETP, Surat Canal Division.
Note: Balance with Government Authorities is refundable customs duty pending with Customs Department.

NOTE 9

| **INVENTORIES** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| Raw Materials | 3,060.35 | 3,527.72 |
| Work-in-progress | 520.69 | 476.03 |
| Finished goods | 3,089.39 | 1,179.01 |
| Stores and spares | 137.03 | 134.50 |
| **Total** | **6,807.46** | **5,317.26** |

Note: Inventories are lien marked against financial facilities from the banks.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Amount in Lakhs)**

NOTE 10

| **CASH AND CASH EQUIVALENTS** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| **Balances with Banks** | | |
| Current accounts | 23.95 | 2.11 |
| Deposits with Banks | 1,125.39 | 343.84 |
| Cash on hand | 16.84 | 58.23 |
| **Total** | **1,166.18** | **404.18** |

Note: Deposits with bank includes Fixed deposit made with banks.
Note: Fixed Deposits are liened against financial facilities from the banks and towards bank guarantees except 2 FD's (COSMOS FDR No-1102001019053 & 1102831046).

NOTE 11

| **LOANS** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| **Unsecured -Considered Good** | | |
| Other loans | 4,835.53 | 3,729.82 |
| **Total** | **4,835.53** | **3,729.82** |

Note: a) Advance to staff has been given in due course of business and is recoverable.
Note: b) Loan has been given to entities in due course of business and is repayable on demand.
Note: c) Interest rate on loans given varies from 9% p.a. to 15% p.a.

NOTE 12

| **OTHER CURRENT ASSETS** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| Prepaid Expenses | 61.28 | 55.55 |
| DGVCL Wm units receivables | 50.15 | - |
| Advance to Employees | 5.50 | - |
| Advance to Suppliers | 234.04 | 153.07 |
| Advance to Others | 97.92 | - |
| Balance with Government Authorities | 2,272.62 | 2,061.67 |
| Less: Advance Tax setoff against Provision for Tax | (853.00) | (565.00) |
| **Total** | **1,868.51** | **1,705.29** |

NOTE 13

| **EQUITY SHARE CAPITAL** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| **AUTHORISED** | | |
| **12,75,00,000 Equity Shares of ₹ 2 each fully paid up** | 2,550.00 | 2,550.00 |
| (P.Y. 12,75,00,000 Equity Shares of ₹ 2 each fully paid up) | | |
| **Total** | **2,550.00** | **2,550.00** |
| **ISSUED SUBSCRIBED & PAID UP** | | |
| **8,99,73,440 Equity Shares of ₹ 2 each fully paid up** | 1,799.47 | 1,799.47 |
| (P.Y. 8,99,73,440 Equity Shares of ₹ 2 each fully paid up) | | |
| **Total** | **1,799.47** | **1,799.47** |
| **SUBSCRIBED AND FULLY PAID UP CAPITAL** | | |
| **8,99,73,440 Equity Shares of ₹ 2 each fully paid up** | 1,799.47 | 1,799.47 |
| (P.Y. 8,99,73,440 Equity Shares of ₹ 2 each fully paid up) | | |
| **Total** | **1,799.47** | **1,799.47** |
| **SUBSCRIBED BUT NOT FULLY PAID UP CAPITAL** | - | - |
| **Total** | - | - |

| **Reconciliation of Outstanding Equity Shares** | **As at 31.03.2025** | | **As at 31.03.2024** | |
|---|---|---|---|---|
| **Shares outstanding** | **Number** | **Rs. In lakhs** | **Number** | **Rs. In lakhs** |
| Shares outstanding at beginning of the year | 8,99,73,440 | 1,799.47 | 6,99,73,440 | 1,399.47 |
| Equity share issured during the year | - | - | 2,00,00,000 | 400.00 |
| Bonus Shares issued during the year | - | - | - | - |
| Preference share converted into equity share | - | - | - | - |
| Share bought back during the year | - | - | - | - |
| Shares outstanding at end of the year | 8,99,73,440 | 1,799.47 | 8,99,73,440 | 1,799.47 |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Amount in Lakhs)**

**Shareholder(s) holding more than 5% shares**

| **Equity shares of Rs. 2/- each** | **As at 31.03.2025** | | **As at 31.03.2024** | |
|---|---|---|---|---|
| | **No. of shares held** | **% of holding** | **No. of shares held** | **% of holding** |
| Rajkumar Mangilal Borana | 1,02,64,605 | 11.41 | 1,02,64,605 | 11.41 |
| Amitkumar Anandbhai Dalmia | 90,25,855 | 10.03 | 89,95,855 | 10.00 |
| Deepak A Dalmia | 90,95,840 | 10.11 | 90,95,840 | 10.11 |
| Ankur Mangilal Borana | 81,64,590 | 9.07 | 81,64,590 | 9.07 |
| Rawatkhedia Silk Mill Llp | 75,00,000 | 8.34 | 75,00,000 | 8.34 |

**Shareholdings of Promoters / Promoters Group**

| **S. No.** | **Name** | **No. of shares As at 31.03.2025** | **% of holding** | **No. of shares As at 31.03.2024** | **% Change during the Year** |
|---|---|---|---|---|---|
| | **Promoters** | | | | |
| 1 | Rajkumar Mangilal Borana | 1,02,64,605 | 11.41% | 1,02,64,605 | 0.00% |
| 2 | Amitkumar Anandbhai Dalmia | 90,25,855 | 10.03% | 89,95,855 | 0.33% |
| 3 | Deepak A Dalmia | 90,95,840 | 10.11% | 90,95,840 | 0.00% |
| 4 | Ankur Mangilal Borana | 81,64,590 | 9.07% | 81,64,590 | 0.00% |
| 5 | Rajkumar Mangilal Borana Huf | 9,15,000 | 1.02% | 9,15,000 | 0.00% |
| 6 | Amitkumar Anand Dalmia Huf | 30,000 | 0.03% | 30,000 | 0.00% |
| 7 | Deepak A Dalmia Huf | 30,000 | 0.03% | 30,000 | 0.00% |
| 8 | Ankur Mangilal Borana Huf | 4,27,500 | 0.48% | 4,27,500 | 0.00% |
| 9 | Sharmila Rajkumar Borana | 52,500 | 0.06% | 52,500 | 0.00% |
| 10 | Deepa Amitkumar Dalmia | 30,000 | 0.03% | 30,000 | 0.00% |
| 11 | Sunaina Deepak Dalmia | 30,000 | 0.03% | 30,000 | 0.00% |
| 12 | Dhwani Ankur Borana | 7,65,000 | 0.85% | 7,65,000 | 0.00% |
| 13 | Shashi Anand Dalmia* | - | 0.00% | 30,000 | -100.00% |
| 14 | Mangilal Ambalal Borana | 15,00,000 | 1.67% | 15,00,000 | 0.00% |
| 15 | Mangilal Ambalal Borana Huf | 11,25,000 | 1.25% | 11,25,000 | 0.00% |
| 16 | Mohini Devi Mangilal Borana | 52,500 | 0.06% | 52,500 | 0.00% |
| 17 | Rawatkhedia Silk Mill Llp | 75,00,000 | 8.34% | 75,00,000 | 0.00% |
| 18 | Mayfair Vinimay Private Limited | 26,25,000 | 2.92% | 18,75,000 | 40.00% |
| 19 | Rawatkhedia Processors Private Limited* | - | 0.00% | 7,50,000 | -100.00% |
| | **TOTAL** | **5,16,33,390** | **57.39%** | **5,16,33,390** | **-** |

* Shashi Anand Dalmia and Rawatkheda Processors Pvt Ltd have been reclassified from Promoter group to Public as of January 2025.
~ No shares allotted for consideration other than cash (for period of five years preceding the B/S date)

**Unpaid calls**

| | |
|---|---|
| By Directors | NIL |
| By Officers | NIL |

**Terms / rights attached to shares:**

The company has only one class of equity shares having face value of Rs. 2 per share. Each holder of equity shares is entitled to one vote per share. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholder.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Amount in Lakhs)**

NOTE 14:

| **OTHER EQUITY** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| **SECURITIES PREMIUM RESERVE** | | |
| **Opening balance** | 7,442.44 | 1,442.44 |
| Add: Credited during the year | - | 6,000.00 |
| Less: Utilised during the year | - | - |
| **Closing Balance** | **7,442.44** | **7,442.44** |
| **RETAINED EARNINGS** | | |
| **Opening balance** | 6,949.36 | 5,086.18 |
| (+) Total comprehensive income | 2,228.31 | 1,867.36 |
| (+) Transfer from reserves | - | - |
| (-) Issue of bonus shares | - | - |
| (-) Other Adjustments | (9.56) | - |
| (-) Transfer to current account with partnership firms | (113.40) | - |
| (-) Reserves on Common Control Transactions | - | (4.18) |
| **Closing Balance** | **9,054.70** | **6,949.36** |
| **Total** | **16,497.14** | **14,391.79** |

**Nature and Purpose of Reserves:**

**(i) Securities Premium Reserve**

Securities premium is used to record the premium on issue of shares or debentures. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

**(ii) Retained Earning**

Surplus/ (Deficit) in statement of Profit and Loss represents reserves of the company which includes profit/ (loss) earned every year.

NOTE 15:

**NON CONTROLLING INTEREST**

Standalone financial information of subsidiaries that have material non-controlling interests is provided below:

**A. Proportion of equity interest held by non-controlling interest:**

| **Name of Subsidiary** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| RB Industries | 80.00% | 80.00% |
| RICON Industries | 80.00% | 80.00% |

**B. Information regarding non-controlling interest:**

| **Particulars** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| Opening Balance | 1,777.06 | 18.01 |
| (+) Share in total comprehensive income | 528.35 | 323.98 |
| (+) Additons / (Withdrawals) by partners | (570.89) | 1,435.07 |
| **TOTAL** | **1,734.52** | **1,777.06** |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Amount in Lakhs)**

NOTE 16

| **BORROWINGS:** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| **Non- current** | | |
| ***UNSECURED:*** | | |
| Inter - corporate loans | 356.08 | 335.64 |
| From others | 675.79 | - |
| ***SECURED:*** | | |
| Term loans from Banks | 1,489.06 | 4,074.98 |
| Less : Current Maturities of Long Term Debt | (854.25) | (1,602.24) |
| | **1,666.68** | **2,808.38** |
| **Current** | | |
| ***SECURED:*** | | |
| Current maturities of long term debt | 854.25 | 1,602.24 |
| Cash Credit | 6,902.45 | 2,395.13 |
| | **7,756.70** | **3,997.38** |
| **Total** | **9,423.38** | **6,805.76** |

a) Cash credit facility availed from Axis Bank Limited of Rs. 35.50 Crores sanctioned at Repo rate + 2.25% spread = 8.75% p.a. at the time of sanction with 12 months tenure.The limit is scured by charge on all Current Assets of the Company & Pari Passu charges on the Facory Land & Building at R S No 446, Block No 467, Village palsana, Sachin Highway road, Palsana, Surat, Gujarat in the name of Director's of the Company namely Mr. Amitkumar Dalmia, Mr. Deepak Dalmia, Mr. Rajkumar Borana & Mr. Ankur Borana and also their respective Personal Guarantee.

b) Cash credit facility availed from The Cosmos Co-operative Bank Ltd of Rs 10.00 Crores sanctioned at 9.55% p.a. with collateral security a. Factory land owned by Mr Amit Dalmia, Mr Dipak Dalmia, Mr Rajkumar Borana & Mr Ankur Borana alongwith leaseholds right on factory building constructed & owned by R & B Denims Ltd standing on RS No 446, Block No 467, situated at village Palsana, Sachin highway road, Palsana, Surat, Gujarat.

c) Term Loan sanctioned from The Cosmos Co-operative Bank Ltd of Rs 17.68 crores sanctioned at 9.55% p.a.. Remaining repayment tenure as on 31.032025 is 17 months.
i) Hypothecation of existing plant and machineries.
ii) Factory Land (lease hold), along with construction thereon made by the company, situated at Revenue Survey 446, Block No. 467, at Sachin-Palsana Highway Road, at Village Palsana, Dist. Surat, given as collateral security.
iii) Personal gaurantee by the Directors - Mr. Amitkumar Dalmia, Mr. Deepakkumar Dalmia, Mr. Rajkumar Borana and Mr. Ankur Borana.

d) Term Loan sanctioned from Axis Bank Ltd of Rs 126 lakh, 125 lakh & 1361 lakh sanctioned at Repo + 3% spread p.a. Remaining repayment tenure as on 31.03.2025 is 24, 20 and 19 months respectively.
i) Hypothecation of entire current assets of company including stock and receivables and movable property.
ii) Factory Land (lease hold), along with construction thereon made by the company, situated at Revenue Survey 446, Block No. 467, at Sachin-Palsana Highway Road, at Village Palsana, Dist. Surat, given as collateral security.

e) Term Loan sanctioned from Cosmos Bank Ltd of Rs 940.00 Lakhs, sanctioned at 8.70% p.a with monthly EMI of Rs 1,680,440/- for 84 months including 12 months moratorium. The loan is secured by hypothecation of Plant & Machinery purchased and mortgage of Open Plot no B-16/11, The Sachin udyognagar Sahakari Mandli Ltd (known as Hojiwala Industrial Estate) RS No 108/2, 108/1, 109 Block No 116, 117, 118, Sachin Palsana Highway, Popada, Suratowned by Ankur Borana, Mortgage of Industrial property situated at Plot no B-11/2 & properly fenced open plot no B-11/3, Road No 11, gate No 2, Hojiwala Industrial Estate, Sachin Palsana Road, Navsari Surat Highway, Popada, Surat owned by RB Industries.

f) Working Capital of Rs 20.00 lakhs sanctioned from Cosmos Bank Ltd at 9.55% p.a. The loan is repayable on demand. The loan is secured by Plot no B-11/2 & properly fenced open plot no B-11/3, Road No 11, Gate No 2, Hojiwala Industrial Estate, Sachin Palsana Road, Navsari Surat Highway, Popada, Surat owned by RB Industries.

g) Cash Credit of Rs 3500.00 lakhs sanctioned from Axis Bank Ltd at Repo rate + 2.00% = 8.50% p.a. The loan is repayable on demand. The loan is secured against hypothecation of entire current assets and movable fixed assets both present and future. Registered mortgage of Industrial property situated at Khata No 436,438,451, Survey No 549/1, 549/2,549/3, Block No 371,372,& 373, personal guarantee of Amit Dalmia, Deepak Dalmia, Ankur Mangilal Borana, Rajkumar M. Borana and Kapil Hojiwala.

h) Cash Credit of Rs 1500.00 lakhs sanctioned from Cosmos Bank Ltd at 9.25% p.a. The loan is repayable on demand. The loan is secured by Factory Land & Building – Block No.372 & 373 i.e Consolidated Block No.372, Survey No.549/2 & 549/1 of Village Dhamlod, Tal.Mangrol, Dist.Surat & Industrial Open Land, Block No.371, Survey No.549/3 of Village, Dhamlod, Tal.Mangrol, Dist.Surat. Guarantee of Amit Dalmia, Deepak Dalmia, Ankur Mangilal Borana, Rajkumar M. Borana and Kapil Hojiwala.

i) ECLGS of Rs 870.00 lakhs sanctioned from Axis Bank Ltd at Repo + 3.15%= 8.55% p.a. The loan is secured against hypothecation of entire current assets and movable fixed assets both present and future. Registered mortgage of Industrial property situated at Khata No 436,438,451, Survey No 549/1, 549/2,549/3, Block No 371,372,& 373, personal guarantee of Amit Dalmia, Deepak Dalmia, Ankur Mangilal Borana, Rajkumar M. Borana and Kapil Hojiwala.. The loan was closed on 02/08/2024.

**(Amount in Lakhs)**

j) Term loan of Rs 97.00 Lakhs sanctioned from Cosmos Bank at 8.70% p.a. repayable with EMI of Rs 173410/-. The tenure of loan was 84 months including 12 months moratorium period. The loan was secured against Factory Land & Building – Block No.372 & 373 i.e Consolidated Block No.372, Survey No.549/2 & 549/1 of Village Dhamlod, Tal.Mangrol, Dist.Surat & Industrial Open Land, Block No.371, Survey No.549/3 of Village, Dhamlod, Tal.Mangrol, Dist.Surat. Guarantee of Amit Dalmia, Deepak Dalmia, Ankur Mangilal Borana, Rajkumar M. Borana and Kapil Hojiwala. The loan was closed on 03/10/2024

k) Term loan of Rs 1361/- lakhs sanctioned from Cosmos Bank at 9.05% p.a. repayable in 84 months including 12 months moratorium and EMI Rs 24,56,654/-. The loan was secured against Hypothecation of Plant & Machinery. Collateral mortgaged Factory Land & Building – Block No.372 & 373 i.e Consolidated Block No.372, Survey No.549/2 & 549/1 of Village Dhamlod, Tal.Mangrol, Dist.Surat & Industrial Open Land, Block No.371, Survey No.549/3 of Village, Dhamlod, Tal.Mangrol, Dist.Surat. Guarantee of Amit Dalmia, Deepak Dalmia, Ankur Mangilal Borana, Rajkumar M. Borana and Kapil Hojiwala. The loan was closed on 03/10/2024

l) Term loan of Rs 265.80 lakhs sanctioned from Cosmos Bank at 9.05% p.a. repayable in 84 months including 12 months moratorium and ENI or Rs 4,79,779/-. The loan was secured against Hypothecation of Plant & Machinery. Collateral mortgaged Factory Land & Building – Block No.372 & 373 i.e Consolidated Block No.372, Survey No.549/2 & 549/1 of Village Dhamlod, Tal.Mangrol, Dist.Surat & Industrial Open Land, Block No.371, Survey No.549/3 of Village, Dhamlod, Tal.Mangrol, Dist.Surat. Guarantee of Amit Dalmia, Deepak Dalmia, Ankur Mangilal Borana, Rajkumar M. Borana and Kapil Hojiwala. The loan was closed on 03/10/2024

NOTE 17

| **TRADE PAYABLES** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| **Non- current** | | |
| ~ Outstanding dues of Micro and Small Enterprises; and* | - | 0.09 |
| ~ Outstanding dues of Creditors other than Micro and Small Enterprises | - | 0.25 |
| | **-** | **0.34** |
| **Current** | - | |
| ~ Outstanding dues of Micro and Small Enterprises; and* | - | 123.06 |
| ~ Outstanding dues of Creditors other than Micro and Small Enterprises | 1,419.35 | 1,676.00 |
| | **1,419.35** | **1,799.07** |
| **Total** | **1,419.35** | **1,799.40** |

**Trade Payables ageing schedule as on 31.03.2025**

| **Particulars** | **Outstanding for following periods from due date of payment** | | | | **Total** |
|---|---|---|---|---|---|
| | **Less Than 1 Years** | **1-2 Years** | **2-3 Years** | **More Than 3 Years** | |
| (i) MSME | - | - | - | - | - |
| (ii) Others | 1,419.35 | - | - | - | 1,419.35 |
| (iii) Disputed Dues- MSME | - | - | - | - | - |
| (iv) Disputed Dues- Others | - | - | - | - | - |
| **TOTAL** | **1,419.35** | **-** | **-** | **-** | **1,419.35** |

**Trade Payables ageing schedule as on 31.03.2024**

| **Particulars** | **Outstanding for following periods from due date of payment** | | | | **Total** |
|---|---|---|---|---|---|
| | **Less Than 1 Years** | **1-2 Years** | **2-3 Years** | **More Than 3 Years** | |
| (i) MSME | 123.15 | - | - | - | 123.15 |
| (ii) Others | 1,676.13 | 0.12 | - | - | 1,676.25 |
| (iii) Disputed Dues- MSME | - | - | - | - | - |
| (iv) Disputed Dues- Others | - | - | - | - | - |
| **TOTAL** | **1,799.28** | **0.12** | **-** | **-** | **1,799.40** |

**Note: Identification of Medium, small and micro enterprises is based on intimation received from vendors.*

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Amount in Lakhs)**

NOTE 18

| **PROVISIONS:** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| **Non- current** | | |
| Provision for Gratuity (P&L) | 106.37 | 102.99 |
| Provision for Gratuity (OCI) | (60.38) | (65.61) |
| | **45.99** | **37.38** |
| **Current** | | |
| Provision for employee benefits | 3.57 | 26.24 |
| Provision - Other Taxes | 2.12 | 1.068 |
| Provision - Other | 2.97 | - |
| Auditor's Remuneration | 11.88 | 5.40 |
| Internal Audit Fees | 1.62 | 1.16 |
| GST Audit Fees | 0.54 | 0.84 |
| Others | (2.78) | - |
| Electricity Expenses Payable | 91.77 | 126.11 |
| | **111.69** | **160.81** |
| **Total** | **157.68** | **198.19** |

Note 19

**Deferred Tax Liabilities (Net) - R&B DENIMS LIMITED**

| **Particulars** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| Deferred Tax Asset on: | | |
| (a) Property Plant and Equipment | - | - |
| (b) Expenses u/s 35D | (6.64) | (9.97) |
| (c) Expenses u/s 43B | (20.76) | (17.68) |
| Deferred Tax Liability on: | | |
| (a) Property Plant and Equipment | 197.99 | 249.56 |
| (b) Expenses u/s 35D | - | - |
| (c) Expenses u/s 43B | - | - |
| (d) Revaluation of Investments | 6.13 | - |
| **Closing Deferred tax liabilty/(asset)** | **176.71** | **221.91** |
| **Opening Defered tax liability/(asset)** | **221.91** | **198.59** |
| **Difference charge to Profit & Loss A/c** | **45.20** | **(23.32)** |

**Deferred Tax Liabilities (Net) - RB INDUSTRIES**

| **Particulars** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| Deferred Tax Asset on: | | |
| (a) Property Plant and Equipment | - | - |
| (b) Expenses u/s 35D | - | - |
| (c) Expenses u/s 43B | (1.22) | (6.50) |
| Deferred Tax Liability on: | | |
| (a) Property Plant and Equipment | - | - |
| (b) Expenses u/s 35D | - | - |
| (c) Expenses u/s 43B | - | - |
| (d) Revaluation of Investments | 6.30 | - |
| **Closing Deferred tax liabilty/(asset)** | **5.07** | **(6.50)** |
| **Opening Defered tax liability/(asset)** | **(6.50)** | **(5.60)** |
| **Difference charge to Profit & Loss A/c** | **(11.57)** | **0.90** |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Amount in Lakhs)**

**Deferred Tax Liabilities (Net) - RICON INDUSTRIES**

| Particulars | As at 31.03.2025 | As at 31.03.2024 |
|---|---|---|
| Deferred Tax Asset on: | | |
| (a) Property Plant and Equipment | - | - |
| (b) Expenses u/s 35D | - | - |
| (c) Expenses u/s 43B | - | (4.41) |
| Deferred Tax Liability on: | | |
| (a) Property Plant and Equipment | - | - |
| (b) Expenses u/s 35D | - | - |
| (c) Expenses u/s 43B | 0.60 | - |
| (d) Revaluation of Investments | - | - |
| **Closing Deferred tax liabilty/(asset)** | **0.60** | **(4.41)** |
| **Opening Defered tax liability/(asset)** | **(4.41)** | **-** |
| **Difference charge to Profit & Loss A/c** | **(5.01)** | **4.41** |

**NET DEFERRED TAX ASSET / LIABILITIES**

| Particulars | As at 31.03.2025 | As at 31.03.2024 |
|---|---|---|
| Deferred Tax Asset (Net) | (0.60) | 10.90 |
| Deferred Tax Liability (Net) | 181.78 | 221.91 |

NOTE 20

| **OTHER FINANCIAL LIABILITIES** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| Interest Payable and Due (Term Loan) | 18.68 | 9.34 |
| **Total** | **18.68** | **9.34** |

NOTE 21

| **OTHER CURRENT LIABILITIES** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| Unearned Revenue | 0.11 | 36.78 |
| Statutory Tax Payable | 1.83 | 0.64 |
| Payable to Employees | 109.46 | - |
| TDS / TCS Payable | 20.14 | 158.52 |
| Other Payables | 228.66 | 616.68 |
| **Total** | **360.20** | **812.62** |

NOTE 22

| **CURRENT TAX LIABILITIES (NET)** | **As at 31.03.2025** | **As at 31.03.2024** |
|---|---|---|
| Provision for Direct Taxes | 1,027.83 | 939.13 |
| Less: Advance Tax Set-off | (853.00) | (565.00) |
| **Total** | **174.83** | **374.13** |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Amount in Lakhs)**

NOTE 23

| **REVENUE FROM OPERATIONS** | **March 31, 2025** | **March 31, 2024** |
|---|---|---|
| Sale of products | 35,825.92 | 32,607.16 |
| Sale of services | 539.78 | 1,791.72 |
| Other operating revenues* | 312.58 | 506.24 |
| **Total** | **36,678.27** | **34,905.12** |

*Includes Export Incentives

NOTE 24

| **OTHER INCOME** | **March 31, 2025** | **March 31, 2024** |
|---|---|---|
| **Interest income** | | |
| Interest on FDR | 31.91 | 23.58 |
| Interest from Deposits | 67.40 | - |
| Interest on deposit with DGVCL | 9.85 | 6.18 |
| Interest on Investment | 1.63 | - |
| Interest From Party | 437.46 | 17.80 |
| Interest Others | - | 218.34 |
| **Dividend income** | 29.07 | 12.28 |
| **Other non-operating income** | | |
| Profit on Sale of Asset | 41.66 | 0.43 |
| Profit/loss on sale of Shares | - | 0.94 |
| Sale of Units from Windmill | 8.41 | - |
| Gain/Loss on investment | 104.08 | - |
| Share of profit from partnership firm | 113.40 | - |
| Gain/(Loss) on unrealised financial assets | 24.35 | - |
| Rent Income | 4.84 | - |
| SGST Subsidy | 773.42 | - |
| Mark to Market Actual Profit | (43.55) | 11.54 |
| Mark to Market Notional Profit | 5.80 | 21.79 |
| **Total** | **1,609.73** | **312.88** |

NOTE 25

| **COST OF MATERIALS CONSUMED** | **March 31, 2025** | **March 31, 2024** |
|---|---|---|
| Consumption of Yarn | 14,695.92 | 23,004.01 |
| Consumption of Grey | 9,658.93 | (5.75) |
| Consumption of Coal/ Lignite | 384.02 | 501.54 |
| Consumption of Colour/ Chemical | 1,551.42 | 1,884.54 |
| Consumption Of Garmenting | 0.29 | - |
| Consumption of Stores/ Packing Materials | 797.67 | 459.19 |
| **Total** | **27,088.24** | **25,843.52** |

NOTE 26

| **CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE** | **March 31, 2025** | **March 31,2024** |
|---|---|---|
| **Closing Stock** | | |
| Finished products | 3,089.39 | 1,179.01 |
| Work-in-progress | 520.69 | 476.03 |
| | **3,610.08** | **1,655.04** |
| **Less : Opening stock** | | |
| Finished products | 1,179.01 | 1,116.38 |
| Work-in-progress | 476.03 | 329.98 |
| | **1,655.04** | **1,446.36** |
| **Decrease/(Increase)** | **(1,955.04)** | **(208.68)** |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Amount in Lakhs)**

NOTE 27

| **EMPLOYEE BENEFIT EXPENSES** | **March 31, 2025** | **March 31, 2024** |
|---|---|---|
| OCI | - | - |
| Salary & Wages | 1,923.87 | 1,584.70 |
| Partner Remuneration | 156.00 | 111.00 |
| Bonus | 379.61 | 331.76 |
| Leave Wages | 41.91 | 55.25 |
| Contribution to provident and other funds | 60.75 | 48.63 |
| Medical Expenses | 0.10 | - |
| Administration Charges (Pf) | 0.34 | - |
| Staff Welfare expenses | 42.53 | 34.49 |
| **Total** | **2,605.10** | **2,165.84** |

NOTE 28

| **FINANCIAL COSTS** | **March 31, 2025** | **March 31, 2024** |
|---|---|---|
| **Interest expense** | | |
| Bank Interest on Cash Credit | 172.25 | 45.57 |
| Bank Interest on Term Loan | 91.66 | 332.71 |
| Interest on Capital | 8.55 | 51.76 |
| Interest to Other parties | 82.64 | 0.59 |
| Interest on loans | - | 92.00 |
| Less: Interest Subsidy | - | (177.91) |
| **Other Borrowing Costs** | 52.09 | 24.56 |
| **Interest expense/Bank Charges (Wind Mill)** | | |
| Bank Interest on Term Loan | 283.82 | 123.94 |
| **Interest expense//Bank Charges (Solar)** | | |
| Bank Interest on Term Loan | 57.76 | 31.68 |
| **Total** | **748.77** | **534.13** |

NOTE 29

| **OTHER EXPENSES** | **March 31, 2025** | **March 31, 2024** |
|---|---|---|
| **Manufacturing Expenses** | | |
| Boiler Expenses | 1.83 | 2.38 |
| Diesel Expenses | - | 0.18 |
| Factory Expenses | 19.04 | 1.52 |
| Insurance Expenses | 42.57 | 21.59 |
| Job work charges | 1,941.08 | 0.81 |
| Laboratory Expense | 1.27 | 0.55 |
| Lease Rent | 0.30 | - |
| Loading Unloading Expenses | 0.08 | - |
| Solar Cost | 0.05 | - |
| Power & Fuel Expense | 1,512.31 | 1,161.28 |
| Gas Expenses | - | 0.00 |
| Rent Expenses | - | 52.79 |
| Repairs & Maintenance | 37.27 | 33.72 |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

| | | (Amount in Lakhs) |
|---|---|---|
| **Manufacturing Expenses (Wind Mill)** | - | - |
| Electricity Units Generated Income | (381.85) | - |
| Certification Charges - Wind Mill | 0.48 | - |
| Forecasting & Scheduling Charges - Wind Mill | 3.77 | - |
| Lease Rent, Rates & Taxes (Wind Mill) | 0.19 | - |
| Insurance - Wind Mill | 11.62 | - |
| Repairs & Maintenance (Wind Mill) | 19.16 | - |
| Others Charges - Wind Mill | 9.75 | - |
| Transmission Charges - Wind Mill (GETCO) | 123.62 | 87.53 |
| | | |
| **Administrative Expenses** | - | 33.19 |
| Audit Fees | 15.00 | 9.00 |
| Internal Audit Fees | - | 1.25 |
| Brokerage Charges-Sec. | 10.35 | 5.30 |
| Computer & Maintenance Expenses | 5.88 | 4.06 |
| Courier Expenses | 6.42 | 5.64 |
| Conveyance Expenses | - | 0.09 |
| EPCG / EODC Expense | - | 2.14 |
| Pollution Control Exp | 73.53 | 86.87 |
| Professional & Legal Fees | 94.73 | 121.09 |
| Profit/loss on sale of shares | 5.01 | - |
| Corporate Social Responsibility (CSR Expense) | 49.00 | 68.00 |
| Demat Charges | 0.05 | 0.10 |
| Donation | 0.27 | 0.75 |
| GST Audit Fees | 0.54 | 0.75 |
| GST Expense | 2.44 | 7.94 |
| Hotel Lodging & Boarding Expense | 4.50 | 3.40 |
| Insurance Expenses | 5.08 | 25.59 |
| Interest on late payment of TDS/TCS | 0.05 | 0.53 |
| Legal & Professional Fee | 24.87 | - |
| Lease Expense (BHAGWATI) | 0.30 | - |
| Exchange Fee | 3.25 | 3.25 |
| License Fees | 0.03 | 0.21 |
| Maintenance Exp | - | 0.59 |
| Membership & subscription | 1.72 | 2.39 |
| Miscellaneous Exps | 13.08 | 1.93 |
| Office Exp | - | 6.61 |
| Printing & Stationary | 7.16 | 5.97 |
| Rent Rate and Taxes | 99.58 | 4.21 |
| Repairs & Maintenance | 41.59 | 24.59 |
| ROC Exps | 0.29 | 0.13 |
| RTA & Depository Expense | 0.70 | 0.75 |
| Telephone Expenses | 1.14 | 1.08 |
| Travelling Exps | 17.44 | 13.76 |
| Income Tax Expense | - | 0.36 |
| Foreign Exchange Fluctuation | - | 0.11 |
| Interest on late payment and other charges | 0.31 | - |
| Bad Debts W.Off | 4.16 | - |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

| | | (Amount in Lakhs) |
|---|---|---|
| **Administrative Expenses (Wind Mill)** | | |
| Forecasting & Scheduling Charges | 3.04 | 3.94 |
| Certification Charges | 0.27 | 0.48 |
| Professional & Technical Fees | 1.04 | 0.63 |
| Office & General Exp | 0.13 | 0.08 |
| Repairs & Maintenance | 83.48 | - |
| Insurance Expenses | 8.63 | 3.07 |
| Carbon Credit Expense | - | 0.25 |
| **Administrative Expenses (Solar)** | | |
| Insurance Expenses | 0.12 | 0.53 |
| Wages | 6.00 | 6.00 |
| Miscellaneous Charges | - | 0.16 |
| **Selling & Distribution Expenses** | | |
| Advertisement Expense | 2.21 | 1.05 |
| Brokerage and Commission | 261.99 | 235.06 |
| Exibition Expense | 8.23 | 12.71 |
| Foreign Tour | - | 0.54 |
| Membership & Subscription | 2.93 | - |
| Sales Promotion Expenses | 1.99 | 2.69 |
| Sample Exp | 0.02 | - |
| Insurance (Marine) | 11.55 | 7.04 |
| Clearing and Forwarding Charges (Export) | 20.93 | 6.66 |
| Loading and unloading expenses | 70.49 | 65.14 |
| Freight & Transportation | 136.13 | 71.69 |
| Written off balances | 0.20 | 0.07 |
| **Total** | **4,450.36** | **2,221.77** |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Amount in Lakhs)**

Note 30:

**SEGMENT REPORTING:**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM"). The CODM is the Chief Executive Officer of the Group, who assesses the financial performance and position of the Group and makes strategic decisions. The Group's reportable segments are as follows:

1) Denim Manufacturing;
2) Solar Energy; and
3) Wind Energy;

The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the accounting policies.

Revenue and identifiable operating expenses in relation to segments are categorized based on items that are individually identifiable to that segment. The Management believes that it is not practical to provide segment disclosures relating to few costs and expenses, and accordingly these expenses are separately disclosed as "unallocated" and adjusted against the total income of the Group.

| PARTICULARS | YEAR ENDED | |
|---|---|---|
| | 31.03.2025 | 31.03.2024 |
| | Audited | Audited |
| **A. Segment Revenue: Revenue from operations** | | |
| Denim | 36,659.48 | 34,905.12 |
| Solar Energy | 256.26 | 212.86 |
| Wind Energy | 1,451.03 | 1,075.10 |
| **Total** | **38,366.77** | **36,193.08** |
| Less: Inter-segment revenue | 1,688.49 | 1,287.96 |
| **Revenue from operations** | **36,678.27** | **34,905.12** |
| | | |
| **B. Segment Results:** | | |
| Denim | 3,159.34 | 2,912.79 |
| Solar Energy | 111.14 | 167.47 |
| Wind Energy | 433.92 | 488.43 |
| **Total segment results before exceptional items** | **3,704.41** | **3,568.69** |
| **Other Unallocable / Exceptional Items:** | | |
| Exceptional Items | 16.87 | - |
| Finance costs | - | (534.13) |
| **Profit/(loss) before tax** | **3,721.27** | **3,034.56** |
| | | |
| **C. Segment assets:** | | |
| Denim | 29,340.28 | 25,742.48 |
| Solar Energy | 853.04 | 405.36 |
| Wind Energy | 1,573.71 | 2,041.83 |
| **Total Assets** | **31,767.03** | **28,189.67** |
| | | |
| **D. Segment liabilities:** | | |
| Denim | 10,845.98 | 7,609.58 |
| Solar Energy | 77.63 | 435.43 |
| Wind Energy | 812.29 | 2,176.34 |
| **Total Liabilities** | **11,735.90** | **10,221.36** |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Amount in Lakhs)**

Note 31:

**RELATED PARTY DISCLOSURES:**

The disclosures of transactions with the related parties as required by IND AS 24 "Related Party Disclosures" are given as under. Related parties have been identified on the basis of representation made by the management of the company and information available with the company.

**(i) Name of the related party and description of relationship:**

**A. Key Managerial Personnel (KMP) & Directors:**

RAJKUMAR MANGILAL BORANA (Executive Director)
AMIT DALMIA (Managing Director)
DEEPAK DALMIA (Executive Director)
ANKUR MANGILAL BORANA (Executive Director)
NIRMIT DALMIA (Executive Director)
ANITA PANKAJ JAIN (Independent Women Director)
RADHIKA ARUN KANODIYA (Independent Women Director)
ARVIND KUMAR RATHI (Independent Director)
KANAV SHAMSUNDER ARORA (Independent Director)
KRISHNA OMPRAKASH AGARWAL (Independent Director)
PARKIN KHUSHMANBHAI JARIWALA (Chief Financial Officer)
SUJATA CHIRAG DUDHAREJIYA (Company Secretary)
KAPIL HOJIWALA (Partner - RICON INDUSTRIES)

**B. Relatives of KMPs & Directors:**

SHARMILA RAJKUMAR BORANA
MANGILAL BORANA
MOHINIKUMARI MANGILAL BORANA
VIJAYA RATHOD
VIVAAN RAJKUMAR BORANA (Minor)
KANISHKA RAJKUMAR BORANA
RAJKUMAR MANGILAL BORANA HUF
MANGILAL BORANA HUF
DHWANI ANKUR BORANA
JINAY ANKUR BORANA (Minor)
JIYAAN ANKUR BORANA (Minor)
ANKUR MANGILAL BORANA HUF
PANKAJ HIRALAL JAIN
NANALAL JAIN
CHHAYA NANALAL JAIN
AARAV PANKAJ JAIN (Minor)
TITHI PANKAJ JAIN (Minor)
ARUN KANODIYA
SHALINI KANODIYA
GAURANG KANODIYA
RIDHIMA KANAV ARORA
SHAMSUNDER J ARORA
NEENA S ARORA
KYRA K ARORA (Minor)
SHIVANI S LAKHANI
DIMPLE PERKIN JARIWALA
MEET PERKIN JARIWALA (Minor)
MUKESH JARIWALA
MANISHA MAHESH LAD
DEEPA AMIT DALMIA
ANAND VASUDEV DALMIA
SHASHI ANAND DALMIA
NISHKA AMIT DALMIA
VANDANA VIKAS GOYAL
AMITKUMAR ANAND DALMIA HUF
SUNAINA DEEPAK DALMIA
ARUSH DEEPAK DALMIA (Minor)
AASHVI DEEPAK DALMIA (Minor)
DEEPAK DALMIA HUF
DEEPIKA ARVIND RATHI
RAMPYARI DEVI RATHI
NARAYAN DHANRAJ RATHI
MANMOHAM RATHI
SAROJDEVI BHUTRA
SHANTIDEVI PRADEEP KUMAR KOTHARI
VAIBHAV RATHI (Minor)
KESHAV RATHI (Minor)
ARVIND RATHI HUF
KOMAL KRISHNA AGARWAL
GEETADEVI AGARWAL
DITYA KRISHNA AGARWAL (Minor)
KAPISH OMPRAKASH AGARWAL
SHWETA ANMOL SHAH
KRISHNA OMPRAKASH AGARWAL HUF
CHIRAG DUDHAREJIYA
MADHUBEN RAVISAHEB
PRAVEENBHAI RAVISAHEB
PRASHANT RAVISAHEB
NEHAL RAVISAHEB

**(Amount in Lakhs)**

**C. Enterprises owned or significantly influenced by Directors, KMP or their relatives:**

RAWATKHEDIA SILK MILL LLP
WEALTHFORD CONSULTANCY LLP
BORANA INDUSTRIES LLP
BORANA WEAVES LIMITED
PANDESARA INFRASTRUCTURE LIMITED
BORANA FILAMENTS PRIVATE LIMITED
AETHER INDUSTRIES LIMITED
NEW NATIONAL FABRICS
RAJU ENTERPRISES (PROP. RAJKUMAR BORANA)
SHARMILA ENTERPRISES (PROP. SHARMILA BORANA)
VIJAYA TEXTILES (PROP. MANGILAL BORANA)
VIJAY CORPORATION (PROP. MOHINIKUMARI BORANA)
ARHAM WEAVES PRIVATE LIMITED
BTHERE TRENDZONE
KANISHKA FASHION (PROP. RAJKUMAR BORANA HUF)
LALITA TEXTILES (PROP. MANGILAL BORANA HUF)
LANDMARK AGGLO DÉCOR PVT LTD
ROMAN CURVES
STYLE LAB
KSA & CO.
VATSALYA PAPER INDUSTRIES LLP
HOJIWALA FABRICS PRIVATE LIMITED
BHAGWATI SYNTEX PRIVATE LIMITED
MAYFAIR VINIMAY PRIVATE LIMITED
RICON TEXTILE LIMITED
AADYA DYEING MILLS
RAWATKHEDIA PROCESSORS PRIVATE LIMITED
AMIT ENTERPRISES (PROP. AMIT DALMIA)
ANKUR ENTERPRISES (PROP. ANKUR BORANA)
SAROJ SYNTHETICS (PROP. DHWANI BORANA)
JINAY ENTERPRISES (PROP. ANKUR BORANA HUF)
HOJIWALA INFRASTRUCTURE LIMITED
HAMPS BIO LIMITED
CREDENCE ECOFIBRE PRIVATE LIMITED
RATHI AGARWAL & ASSOCIATES LLP
GEETA LOGISTICS (PROP. KAPISH AGARWAL)
ESTYLE FASHION (PROP. KRISHNA AGARWAL HUF)
SHREE ROADWAYS PRIVATE LIMITED
NAKSHATRA CREATIONS PVT LTD
NAKSHATRA FASHION
NAKSHATRA TRENDZ
JAI BHOLE ENTERPRISE
MARUTI EXIM

**(ii) Transaction during the year with the related parties and closing balances as on 31.03.2025**

| Nature of Transaction | Value of Transaction for the year ended 31.03.2025 | | |
|---|---|---|---|
| | Key Managerial Personnel (KMP) & Director | Relatives of KMP & Director | Enterprises where control exists or are owned or significantly influenced by KMP or their relatives |
| Director's Remuneration | 60.90 | - | - |
| Partners Remuneration | 156.00 | - | - |
| Other Perquisites | 0.02 | - | - |
| Salary Expenses | 10.50 | - | - |
| Rent Expenses | 96.30 | - | - |
| Sale of Yarn | - | - | 3,379.08 |
| Rent Income | - | - | 4.84 |
| Purchase of Cotton | - | - | 2,633.65 |
| Freight & Transport Expenses | - | - | 6.34 |
| Interest Expenses | 9.44 | 9.98 | 31.29 |
| Other Operating Revenues / Discounts | - | - | 12.72 |
| Other Operating Expenses / Discounts | - | - | 22.42 |
| Loan Taken | 13.90 | - | 2,323.58 |
| Loan Repaid | 13.90 | 5.60 | 2,129.60 |

**Purchase, Sales and Other Operating Reveues are exclusive of GST.*

| Nature of Transaction | Closing Balance as on 31.03.2025 | | |
|---|---|---|---|
| | Key Managerial Personnel (KMP) & Director | Relatives of KMP & Director | Enterprises where control exists or are owned or significantly influenced by KMP or their relatives |
| Remuneration, Rent & Salary payable | 6.33 | - | - |
| Trade Receivables | - | - | - |
| Trade Payables | - | - | 64.91 |
| Outstanding Loans | - | 113.62 | - |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Amount in Lakhs)**

Notes 32:

**CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE:**

As per section 135 of the Companies Act, 2013, amount required to be spent by the Company during the year ended March 31, 2025 is as per details given below:

| | | |
|---|---|---|
| (i) | Amount required to be spent by the company during the year | 45.88 |
| (ii) | Surplus of the Previous Year | 31.70 |
| (iii) | Net Amount required to be spent by the company during the year Current (i-ii) | 14.18 |
| (iv) | Amount of Expenses incurred during the current Year | 49.00 |
| (v) | Surplus of the Current F.Y. (iv-iii) | 34.82 |
| (vi) | Shortfall at the end of the year | Nil |
| (vii) | Total of Previous Year Shortfall | Nil |
| (viii) | Reason for Shortfall | NA |
| (ix) | Nature of CSR Activities | Promoting Education, Health Care |
| (x) | Related Party Transaction | No Related party transaction |

Notes 33:

**EARNING PER SHARE:**

| **PARTICULARS** | **01 Apr 2024 to 31 Mar 2025** | **01 Apr 2023 to 31 Mar 2024** |
|---|---|---|
| **Basic:** | | |
| Profit after tax as per accounts | 2,756.66 | 2,191.34 |
| Weighted average number of shares outstanding | 899.73 | 710.15 |
| Basic EPS | 3.06 | 3.09 |
| **Diluted:** | | |
| Profit after tax as per accounts | 2,756.66 | 2,191.34 |
| Weighted average number of shares outstanding | 899.73 | 710.15 |
| Add: Weighted average no. of potential equity shares | - | - |
| Weighted average no. of shares o/s for diluted EPS | 899.73 | 710.15 |
| Diluted EPS | 3.06 | 3.09 |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Amount in Lakhs)**

Notes 34:

**EMPLOYEE'S BENEFIT PLAN:**

**Actuarial Assumption**

| **Particulars** | **Gratuity (F.Y. 2024-25)** | **Gratuity (F.Y. 2023-24)** |
|---|---|---|
| Discount Rate (Per annum) | 6.65% per annum | 7.19% per annum |
| Salary Growth Rate | 5.00% per annum | 5.00% per annum |
| Retirement Age | 60 Years | 60 Years |
| Mortality | IALM 2012-14 (Urban) | IALM 2012-14 (Urban) |
| Withdrawal Rate (For service 4 year & below) | 30.00% per annum | 30.00% per annum |
| Withdrawal Rate (For service 5 year & above) | 2.00% per annum | 2.00% per annum |

**Table Showing Present Value of Obligation**

| **Period** | **01-04-2024 to 31-03-2025** | **01-04-2023 to 31-03-2024** |
|---|---|---|
| **Present Value of Obligation at the beginning of the Period** | **37.38** | **24.16** |
| Interest Cost | 2.69 | 1.78 |
| Current Service Cost | 19.28 | 15.41 |
| Past Service Cost | - | - |
| Benefits Paid (if any) | - | - |
| Actuarial (gain)/loss | (13.35) | (3.97) |
| **Present Value of Obligation at the end of the Period** | **45.99** | **37.38** |

**Amount Recognised in the Balance Sheet**

| **Period** | **As on 31-03-2025** | **As on 31-03-2024** |
|---|---|---|
| Present Value of Obligation at the end of the Period | (45.99) | (37.38) |
| Fair Value of plan assets at the end of period | - | - |
| Net Liability/(asset) recognized in Balance Sheet and related analysis | (45.99) | (37.38) |
| Funded Status- Surplus/ (Deficit) | (45.99) | (37.38) |

**Expense recognized in the statement of Profit and Loss:**

| **Period** | **01-04-2024 to 31-03-2025** | **01-04-2023 to 31-03-2024** |
|---|---|---|
| Interest Cost | 2.69 | 1.78 |
| Current Service Cost | 19.28 | 15.41 |
| Past Service Cost | - | - |
| Expected Return on plan asset | - | - |
| **Expenses to be recognized in P&L** | **21.97** | **17.19** |

**Balance Sheet Reconciliation**

| **Period** | **01-04-2024 to 31-03-2025** | **01-04-2023 to 31-03-2024** |
|---|---|---|
| **Opening Net Liability** | **37.38** | **24.16** |
| Expenses Recognized in Statement of Profit or Loss | 21.97 | 17.19 |
| Expenses Recognized in OCI | (13.35) | (3.97) |
| **Net Liability/(Asset) Transfer In** | **8.62** | **13.22** |
| Net (Liability)/Asset Transfer Out | - | - |
| (Benefit Paid Directly by the Employer) | - | - |
| (Employer's Contribution) | - | - |
| **Net Liability/(Asset) Recognized in the Balance Sheet** | **45.99** | **37.38** |

**(Amount in Lakhs)**

**Maturity Profile of Defined Benefit Obligation: Maturity analysis of benefit obligations**

| PARTICULARS | As on 31-03-2025 | As on 31-03-2024 |
|---|---|---|
| 1st following year | 0.21 | 0.20 |
| 2nd following year | 0.77 | 0.48 |
| 3rd following year | 1.06 | 1.00 |
| 4th following year | 1.37 | 1.38 |
| 5th following year | 1.57 | 1.40 |
| payable thereafter | 168.55 | 151.66 |

**Sensitivity Analysis Gratuity Plan**

Sensitivity Analysis: Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

| Period | As on 31-03-2025 | As on 31-03-2024 |
|---|---|---|
| Defined Benefit Obligation on current assumption | 45.99 | 37.38 |
| Delta effect of +1% change in Rate of Discounting | (6.74) | (5.37) |
| Delta effect of -1% change in Rate of Discounting | 8.44 | 6.71 |
| Delta Effect of +1% Change in Rate of Salary Increase | 8.50 | 6.80 |
| Delta Effect of -1% Change in Rate of Salary Increase | (6.89) | (5.52) |
| Delta Effect of +1% Change in Rate of Employee Turnover | 0.07 | 0.36 |
| Delta Effect of -1% Change in Rate of Employee Turnover | (0.36) | (0.68) |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Amount in Lakhs)**

Note 35:

**Reconciliation of Effective Tax Rate:**

Provision for current tax is made in the accounts on the basis of estimated tax liability as per the applicable provisions of the Income Tax Act, 1961.

The reconciliation between the income before income taxes and the income tax provision to the amount computed by applying the statutory income tax rate is summarized below.

| **PARTICULARS** | **March 31, 2025** | **March 31, 2024** |
|---|---|---|
| Current Tax | 1,008.97 | 815.87 |
| Deferred Tax | (36.69) | 21.03 |
| Short/Excess Tax Provision of the earlier year | 1.59 | - |
| **Total Income Tax Expenses** | **973.88** | **836.91** |
| | | |
| **Reconciliation:** | | |
| Profit from Continuing Operations | 3,721.27 | 3,034.56 |
| Profit from Discontinuing Operations | - | - |
| **Profit before tax** | **3,721.27** | **3,034.56** |
| Applicable Tax Rate | 27.75% | 27.84% |
| **Taxes at applicable rate** | **1,032.53** | **844.78** |
| ***Tax Effect for:*** | | |
| Exempted / Non-taxable income | (65.11) | (25.03) |
| Disallowed Expenses | 18.40 | 21.79 |
| Other deductions | - | (4.38) |
| Other disallowances / adjustments | 23.16 | (21.29) |
| Income chargeable at special rates | - | - |
| Adjustment for earlier year taxes | 1.59 | - |
| Deferred Tax Adjustments | (36.69) | 21.03 |
| **Net Income Tax Expenses recognised in profit & loss** | **973.88** | **836.90** |

**(Amount in Lakhs)**

Note 36:

**FINANCIAL INSTRUMENTS:**

**A. Accounting classification and fair value measurement:**

The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

**The following methods and assumptions were used to estimate the fair values:**

The carrying amount of trade receivable, trade payable, loans, cash and cash equivalents, other bank balances and other receivables as at 31st March, 2025 and 31st March, 2024 are considered to be the same as their fair values, due to their short-term nature. Financial Instruments with fixed and variable interest rates are evaluated by the Group based on parameters such as interest rate and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.

**Fair value hierarchy**

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of following:

**Level 1** - Category includes financial assets and liabilities, that are measured in whole or in significant part by reference to published quoted price (unadjusted) in an active market.

**Level 2** - Category includes financial assets and liabilities measured using a valuation technique based on assumptions that are supported by prices from observable current market transactions. These include assets and liabilities for which pricing is obtained via pricing services, but where prices have not been determined in an active market, financial assets with fair values based on broker quotes and assets that are valued using the Group's own valuation models whereby the material assumptions are market observable. The majority of Group’s over-the-counter derivatives and several other instruments not traded in active markets fall within this category.

**Level 3** - Category includes financial assets and liabilities measured using valuation techniques based on non market observable inputs. This means that fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. However, the fair value measurement objective remains the same, that is, to estimate an exit price from the perspective of the Group. The main asset classes in this category are unlisted equity investments as well as unlisted funds.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Amount in Lakhs)**

**The carrying value and fair value of financial instruments by categories as on March 31, 2025 were as follows:**

| PARTICULARS | CARRYING AMOUNT | | | | FAIR VALUE | | | |
|---|---|---|---|---|---|---|---|---|
| | FVTPL | FVTOCI | AMORTISED COST / COST | TOTAL | LEVEL 1 | LEVEL 2 | LEVEL 3 | TOTAL |
| **FINANCIAL ASSETS** | | | | | | | | |
| Non-Current Investments: | | | | | | | | |
| - Investments in Unquoted Securities | 45.14 | - | - | **45.14** | - | - | 45.14 | **45.14** |
| - Investments in Quoted Securities | 1,178.62 | - | - | **1,178.62** | 1,178.62 | - | - | **1,178.62** |
| - Investment in Unquoted Funds | 240.00 | - | - | **240.00** | - | - | 240.00 | **240.00** |
| Trade Receivables | - | - | 6,314.17 | **6,314.17** | - | - | - | **-** |
| Cash and Cash Equivalents | - | - | 1,166.18 | **1,166.18** | - | - | - | **-** |
| Current Loans | - | - | 4,835.53 | **4,835.53** | - | - | 4,835.53 | **4,835.53** |
| **TOTAL** | **1,463.75** | **-** | **12,315.88** | **13,779.64** | **1,178.62** | **-** | **5,120.67** | **6,299.29** |
| | | | | | | | | |
| **FINANCIAL LIABILITIES** | | | | | | | | |
| Borrowings | | | | | | | | |
| - Inter-Corporate Loans | - | - | 356.08 | **356.08** | - | - | 356.08 | **356.08** |
| - Borrowings from Banks | - | - | 8,391.51 | **8,391.51** | - | - | 8,391.51 | **8,391.51** |
| - Borrowings from Others | - | - | 675.79 | **675.79** | - | - | 675.79 | **675.79** |
| Trade Payables | - | - | 1,419.35 | **1,419.35** | - | - | - | **-** |
| Other Financial Liabilities | - | - | 18.68 | **18.68** | - | - | 18.68 | **18.68** |
| **TOTAL** | **-** | **-** | **10,861.40** | **10,861.40** | **-** | **-** | **9,442.05** | **9,442.05** |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Amount in Lakhs)**

**The carrying value and fair value of financial instruments by categories as on March 31, 2024 were as follows:**

| PARTICULARS | CARRYING AMOUNT | | | | FAIR VALUE | | | |
|---|---|---|---|---|---|---|---|---|
| | FVTPL | FVTOCI | AMORTISED COST / COST | TOTAL | LEVEL 1 | LEVEL 2 | LEVEL 3 | TOTAL |
| **FINANCIAL ASSETS** | | | | | | | | |
| Non-Current Investments: | | | | | | | | |
| - Investments in Unquoted Securities | 161.48 | - | - | **161.48** | - | - | 161.48 | **161.48** |
| - Investments in Quoted Securities | 40.56 | - | - | **40.56** | 40.56 | - | - | **40.56** |
| - Investment in Unquoted Funds | - | - | - | **-** | - | - | - | **-** |
| Trade Receivables | - | - | 6,845.68 | **6,845.68** | - | - | - | **-** |
| Cash and Cash Equivalents | - | - | 404.18 | **404.18** | - | - | - | **-** |
| Current Loans | - | - | 3,729.82 | **3,729.82** | - | - | 3,729.82 | **3,729.82** |
| **TOTAL** | **202.04** | **-** | **10,979.68** | **11,181.72** | **40.56** | **-** | **3,891.30** | **3,931.86** |
| | | | | | | | | |
| **FINANCIAL LIABILITIES** | | | | | | | | |
| Borrowings | | | | | | | | |
| - Inter-Corporate Loans | - | - | 335.64 | **335.64** | - | - | 335.64 | **335.64** |
| - Borrowings from Banks | - | - | 6,470.12 | **6,470.12** | - | - | 6,470.12 | **6,470.12** |
| - Borrowings from Others | - | - | - | **-** | - | - | - | **-** |
| Trade Payables | - | - | 1,799.40 | **1,799.40** | - | - | - | **-** |
| Other Financial Liabilities | - | - | 9.34 | **9.34** | - | - | 9.34 | **9.34** |
| **TOTAL** | **-** | **-** | **8,614.51** | **8,614.51** | **-** | **-** | **6,815.11** | **6,815.11** |

**(Amount in Lakhs)**

Note 36:

**FINANCIAL INSTRUMENTS:**

**B. Financial risk management objectives and policies:**

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Group's primary focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance.

The Group's financial liabilities comprise of trade payable and other liabilities to manage its operation and financial assets include trade receivables, security deposits, loans and advances, etc, arises from its operation.

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group has implemented a robust Business Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimise adverse impact on the business objectives and enhance the Group's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Group level.

The Audit Committee of the Board periodically reviews the risk management framework.

**1) MARKET RISK:**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices. The Group's size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

a) currency risk;
b) other price risk; and
c) interest rate risk

The above risks may affect the Group's income and expenses, or the value of its financial instruments. The Group's exposure to and management of these risks are explained below.

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (where revenue, expense or capital expenditure is denominated in foreign currency). Foreign currency exchange rate exposure is partly balanced by purchasing of goods from the respective countries. The Group evalutes exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

The Group's exposure to foreign currency risk at the end of the reporting period expressed in INR for major currency, are as follows:

| Particulars | As at March, 2025<br>INR EQUIVALENT OF USD Dealings |
|---|---|
| **Financial Assets** | |
| Trade Receivable (Net) | 7.52 |
| | **7.52** |
| **Financial Liabilities** | |
| Commission Payable | 0.01 |
| | **0.01** |

(Amount in Lakhs)

| Particulars | As at March, 2024<br>INR EQUIVALENT OF USD Dealings |
|---|---|
| **Financial Assets** | |
| Trade Receivable (Net) | 4.99 |
| | **4.99** |
| **Financial Liabilities** | |
| Commission Payable | - |
| | **-** |

**Sensitivity Analysis:-**

A 5% change in the exchange rate of INR against key foreign currencies would result in the following impact on the Group's profit before tax:

| | Increase/ (Decrease) Company's Profit and Equity | |
|---|---|---|
| | **As at March 31, 2025** | **As at March 31, 2024** |
| 5% weakening of Indian Rupee | 0.38 | 0.25 |
| 5% Strengthening of Indian Rupee | (0.38) | (0.25) |

**2) CREDIT RISK:**

Credit risk is the risk that a counterparty fails to discharge its obligation to the Group. The Group's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Group continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

**a) Credit risk management:**

i) Credit risk rating:

The Group assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk

B: Moderate credit risk

C: High credit risk

The Group provides for expected credit loss based on the following:

| Asset group | Provision for expected credit loss |
|---|---|
| Low credit risk | 12 month expected credit loss |
| Moderate credit risk | Life time expected credit loss |
| High credit risk | Life time expected credit loss or fully provided for |

Cash and cash equivalents carry no credit risk and hence are not classified under either of the asset groups.

Based on business environment in which the Group operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Group. The Group continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

**(Amount in Lakhs)**

Summary of expected credit loss provided by the management is as follows:

| FINANCIAL ASSET | ASSET GROUP | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Investments | Low credit risk | - | - |
| Trade Receivables | Low credit risk | - | - |
| Loans | Low credit risk | - | - |

ii) Concentration of trade receivables

The Group's exposure to credit risk for trade receivables is as follows -

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Related Party | - | - |
| Others | 6,314.17 | 6,845.68 |
| **Total** | **6,314.17** | **6,845.68** |

**b) Credit loss assessment for trade receivables:**

Customer credit risk is managed by the management subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit review and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored. At the year end the Group does not have any significant concentrations of bad debt risk. An impairment analysis is performed at each reporting date on an individual basis for major clients. The calculation is based on historical data. The Group does not hold collateral as security. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets.

**3) LIQUIDITY RISK:**

Liquidity risk is the risk that the Group will face in meeting its obligations associated with its financial liabilities. The Group's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions. The Group maintained a cautious liquidity strategy, with a positive cash balance throughout the year ended 31st March, 2025 and 31st March, 2024. Cash flow from operating activities provides the funds to service the financial liabilities on a day-to-day basis. The Group regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short-term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits and other highly marketable investments with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

**Maturities of financial liabilities**

The table below summarises the maturity profile of the Group's non-derivative financial liabilities based on contractual undiscounted payments.

| As at March 31, 2025 | Less than 1 year | 1-2 year | 2-3 year | More than 3 years | Total |
|---|---|---|---|---|---|
| Term borrowings from financial institutions | 854.25 | 513.91 | 120.90 | - | **1,489.06** |
| Working Capital borrowings from financial institutions | 6,902.45 | - | - | - | **6,902.45** |
| Other borrowings* | - | 1,031.87 | - | - | **1,031.87** |
| Trade payable | 1,419.35 | - | - | - | **1,419.35** |
| Other financial liabilities | 18.68 | - | - | - | **18.68** |
| **Total** | **9,194.72** | **1,545.78** | **120.90** | **-** | **10,861.40** |

**(Amount in Lakhs)**

| As at March 31, 2024 | Less than 1 year | 1-2 year | 2-3 year | More than 3 years | Total |
|---|---|---|---|---|---|
| Term borrowings from financial institutions | 1,602.24 | 1,393.51 | 660.96 | 418.26 | **4,074.98** |
| Working Capital borrowings from financial institutions | 2,395.13 | - | - | - | **2,395.13** |
| Other borrowings* | - | 335.64 | - | - | **335.64** |
| Trade payable | 1,799.07 | 0.34 | - | - | **1,799.40** |
| Other financial liabilities | 9.34 | - | - | - | **9.34** |
| **Total** | **5,805.79** | **1,729.49** | **660.96** | **418.26** | **8,614.51** |

*There's no determined or contractual repayment period for other borrowings, hence their maturity profile is stated based upon management expectation.

**(Amount in Lakhs)**

Note 37:

**CAPITAL MANAGEMENT:**

**A. Risk management**

Capital includes equity attributable to the equity holders to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value. The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the year ended March 31, 2025 and March 31,2024.

The Group monitors capital using a gearing ratio, which is net debt divided by total equity.

Net debt = Total borrowings (including lease liabilities) less (Cash and cash equivalents + Bank balance other than cash and cash equivalents (excluding balance earmarked for unclaimed dividend and other liabilities) + Current investments).

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Total Debt | 9,423.38 | 6,805.76 |
| Less: Cash and cash equivalent including mutual fund and bank deposit with original maturity between 3 to 12 months | 1,166.18 | 404.18 |
| **Net Debt (A)** | **8,257.20** | **6,401.58** |
| Total Equity (B) | 20,031 | 17,968 |
| **Net Debt to Equity Ratio (A/B)** | **0.41** | **0.36** |

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowings in the current period.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Amount in Lakhs)**

Note 38:
**OTHER NOTES:**

**a. Accounting for Goods & Services Taxes (Indirect Taxes):**

The Group is recording sales and purchases on exclusive method and GST are not passed through the profit and Loss accounts of the Group.The Effect of Indirect Taxes (GST) on Sales will be as under:

| **PARTICULARS** | **As on 31.03.2025** | **As on 31.03.2024** |
|---|---|---|
| Gross Sales | 39,668.94 | 37,993.12 |
| Less: GST | (2,990.67) | (3,088.00) |
| **Net Sales** | **36,678.27** | **34,905.12** |

**b. Auditor's Remuneration:**

| **PARTICULARS** | **01 Apr 2024 to 31 Mar 2025** | **01 Apr 2023 to 31 Mar 2024** |
|---|---|---|
| As Statutory Auditors | 13.50 | 7.50 |
| As Tax Auditors | 1.50 | 1.50 |
| **TOTAL** | **15.00** | **9.00** |

**c. Foreign currency transactions:**

| **PARTICULARS** | **01 Apr 2024 to 31 Mar 2025** | **01 Apr 2023 to 31 Mar 2024** |
|---|---|---|
| Income in Foreign Currency | 1,624.90 | 970.39 |
| Expenses in Foreign Currency | 29.01 | 24.64 |
| Capital Goods purchased in Foreign Currency | 76.56 | 532.36 |

**d. Disclosure under Sec 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED):**

| The principal amount and the interest thereon due to any supplier as at the year end | The amount of payment made to the supplier beyond the appointed day and the interest thereon, during the year | The amount of interest due and payable for the period of delay in making payment | The amount of interest accrued and remaining unpaid at the end of the year | The amount of further interest remaining due and payable in the succeeding year |
|---|---|---|---|---|
| NIL | NIL | NIL | NIL | NIL |

Identification of micro and small enterprises is based on intimation received from vendors

**e.** Figures pertaining to the previous years/period have been regrouped/rearranged, reclassified and restated wherever considered necessary, to make them comparable with those of current year/period.

**f.** There are no subsequent events that occurred after the reporting date, that need to be adjusted in the financial statements.

**g.** The Company has a process whereby periodically all long-term contracts (including derivative contracts) are assessed for material foreseeable losses. At the year end, the Company did not have any long-term contracts (including derivative contracts) for which there were any material foreseeable losses.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Amount in Lakhs)**

**h. Contingent liabilities and commitments:**

(i) Contingent Liabilities:

| PARTICULARS | As on 31.03.2025 | As on 31.03.2024 |
|---|---|---|
| | | |
| **Guarantees in lieu of Deposits** | | |
| - Dakshin Gujarat Vij Company Limited | 94.25 | 270.50 |
| - Gujarat Energy Transmission Company Limited | 82.72 | 157.63 |
| | | |
| **Performance Guarantee** | | |
| - Directorate General of Foreign Trade | 23.25 | 115.10 |
| - Commissioner of Customs | 19.50 | 71.30 |

The case of Parent Company stands pending before Customs Excise & Serivce Tax Appelate Tribunal for payment of customs duty. The amount of customs duty involved is Rs 1,93,179/- which is contingent in nature.

An appeal by the parent Company stands pending before Commissioner Appeals, GST for reversal of ITC received for disposing service of effluent treatment and waste water treatment . The amount of ITC to be reversed involved is Rs. 43,66,118/- which is contingent in nature.

An Appeal filed by the Parent Company before Commissioner of Income Tax (Appeals) for for A.Y. 2016-17 has been settled and closed under Vivad se Vishwas Scheme, 2024 . The effect of closure of appeal is still pending and tax demand is reflecting on Income Tax Website.

An Appeal filed by the Parent Company before Commissioner of Income Tax (Appeals) for for A.Y. 2018-19 has been settled and closed under Vivad se Vishwas Scheme, 2024. The effect of closure of appeal is still pending and tax demand is reflecting on Income Tax Website.

(ii) Commitments:

| PARTICULARS | As on 31.03.2025 | As on 31.03.2024 |
|---|---|---|
| **Where the Group is the lessee:** | | |
| Charged to Statement of Profit & Loss | 1.30 | 4.90 |
| Not later than one year | 1.30 | 1.60 |
| Later than 1 year but not not later than 5 years | 4.86 | 5.20 |
| Later than 5 years | 15.44 | 16.40 |
| **Where the Group is the lessor:** | | |
| Charged to Statement of Profit & Loss | 4.80 | 4.80 |
| Not later than one year | 4.80 | 2.00 |
| Later than 1 year but not not later than 5 years | 16.40 | - |
| Later than 5 years | - | - |

**i.** The consolidated financial statements for the year ended 31st March, 2025 were approved by the Board of Directors on 15th May, 2025.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

Notes 39:

**OTHER REGULATORY NOTES:**

**a.** The Group does not have any benami property, where any proceeding has been initiated or pending against the company for holding any Benami Property.

**b.** The Group does not have any transactions with companies struck off.

**c.** The Group has registered charges or satisfaction which are in the name of company with ROC within statutory period.

**d.** The Group have not traded or invest in Crypto currency or Virtual currency during the financial year.

**e.** The Group have not advanced or given loan or invested fund (either borrowed fund or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

**f.** The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

**g.** The Group does not have any such tranasaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961 (such as, search or survey or any other relevent provisions of the Income Tax Act, 1961)

**h.** The Group has not been declared as Wilful defaulter by the Banks, Financial institution or other lenders.

**i.** The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

**j.** The Group does not has any immovable property (other than properties where the Group is the lessee and the lease agreements are duly executed in favour of the lessee), whose title deeds are not held in the name of Group.

**k.** The Group does not has revalued its Property, Plant & Equipments (including Right-of-use Assets) and intangible assets during the year.

**l.** The Group has not granted any loan or advances in nature of loans to directors, promoters, KMPs, and the Related Parties during the year either jointly or severally whether repayable on demand or without specifying any terms or period.

**m.** The Quarterly return or statements (Stock Statement) of current assets filed by the Group with banks or financial institutions are in agreement with the books of accounts.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**n. Financial ratios:**

| | Ratios | Methodology | Variance | As at 31.03.2025 | As at 31.03.2024 |
|---|---|---|---|---|---|
| **1** | Current Ratio* | Current assets/Current liabilities | -15.11% | 2.13 | 2.51 |
| **2** | Debt Equity Ratio | Total debt/Shareholders Equity | 24.20% | 0.47 | 0.38 |
| **3** | Debt Service Coverage Ratio | Earning available for Debt Service/ Interest exp + Principal repayment | 42.61% | 1.34 | 0.94 |
| **4** | Return On Equity Ratio | PAT-Preference Share dividend (if any)/Average Shareholders Fund** | -14.74% | 14.46% | 16.96% |
| **5** | Inventory Turnover Ratio | Cost of Goods Sold/Average inventory | -38.26% | 10.29 | 16.67 |
| **6** | Trade Receivables Turnover Ratio* | Net Sales / AverageTrade Receivable | -20.50% | 5.59 | 7.03 |
| **7** | Trade Payables Turnover Ratio | Net Purchases/Average trade payable | -11.05% | 16.20 | 18.22 |
| **8** | Net Capital Turnover Ratio | Net Sales/ Average Working Capital | 12.51% | 2.27 | 2.02 |
| **9** | Net Profit Ratio | Net profit after tax/ Net Sales × 100 | 14.99% | 7.18% | 6.24% |
| **10** | Return On Capital Employed* | Profit before Interest and Tax/Capital Employed × 100 | 19.60% | 20.15% | 16.85% |
| **11** | Return On Investment* | Interest on Loan & advances & FD/Monthly Average Balance of Loan & FD | -40.46% | 27.12% | 45.54% |

**Explanation for variances exceeding 25%**

1 No deviation beyond 25%.
2 No deviation beyond 25%.
3 As the Group witnesses a substantial rise in its earnings available for service of debt, the DSCR of the Group improved substantially.
4 No deviation beyond 25%.
5 Owing to substantial increase in stock held by the Group, the Inventory Turnover Ratio has declined.
6 No deviation beyond 25%.
7 No deviation beyond 25%.
8 No deviation beyond 25%.
9 No deviation beyond 25%.
10 No deviation beyond 25%.
11 The interest rate has decreased and FDR's and loans given has increased with respect to previous year resulting in decrease in return on Investment.

| | | | (Amount in Lakhs) |
|---|---|---|---|
| **Notes:** | | **As at 31.03.2025** | **As at 31.03.2024** |
| a. Average shareholders fund | (Opening shareholders fund+Closing shareholders fund)/2 | 18,999.72 | 12,957.21 |
| b. Cost of goods sold | (Opening stock+ Purchases- Closing stock) | 27,088.24 | 25,843.52 |
| c. Average inventory | (Opening stock+Closing stock)/2 | 2,632.56 | 1,550.70 |
| d. Average Trade receivable | (Opening trade receivable+Closing trade receivable)/2 | 6,565.60 | 4,967.12 |
| e. Average Trade payable | (Opening trade payable+Closing trade payable)/2 | 1,609.33 | 1,418.71 |
| f. Working Capital | Current Assets-Current Liability(Excluding short term borrowing) | 18,907.11 | 14,817.62 |
| g. Average Working Capital | (Opening Working Capital+ Closing Working Capital)/2 | 16,862.36 | 17,450.56 |
| h. Capital Employed | Total assets- Current liabilities | 21,925.59 | 21,036.32 |

As per our report of even date
**For RPR & Co.**
Chartered Accountants

**For and on behalf of the Board Of Directors**
**of R & B Denims Limited**

**CA Raunaq Kankaria**
Partner
M.No. 138361
FRN.131964W

**Rajkumar M. Borana**
Director
DIN : 01091166

**Amit A. Dalmia**
Managing Director
DIN : 00034642

Date : 15/05/2025
Place: Surat

**Parkin Jariwala**
Chief Financial Officer

**Sujata Dudharejiya**
Company Secretary

**ATTENDANCE SLIP**

| | |
|---|---|
| Name of the member(s): | |
| Registered Address: | |

| | |
|---|---|
| Folio No | |
| No. of Shares | |

| | |
|---|---|
| DP ID* | |
| CLIENT ID* | |

* Applicable to holders holding shares in demat/electronic form

I hereby record my attendance at the 15th Annual General Meeting of the company held on Monday, the 11th day of August, 2025 at registered office of the company situated at Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat at 11:30 AM

_____

Shareholders Signature

**Note:**

1. Please fill this attendance slip and hand it over at the entrance of the meeting hall.
2. Members signature should be in accordance with the specimen signature in the Register of Members of the company.
3. Members are requested to bring their copy of the Annual Report and this Attendance Slip at the Annual General Meeting of the company.

**FORM MGT-11**
**PROXY FORM**
**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) if the Companies (Management and Administration Rules, 2014]**

**CIN:** L17120GJ2010PLC062949
**Name:** R & B DENIMS LIMITED
**Registered Office:** BLOCK NO 467, SACHIN PALSANA ROAD, PALSANA, SURAT-394315, GUJARAT, INDIA.

| | |
|---|---|
| Name of the member(s): | |
| Registered Address: | |
| E-mail ID: | |
| Folio No/ *Client ID: | |
| *DP ID: | |

*Applicable for holders holding shares in demat/ electronic mode

I/We, being the member(s) of …….. shares of the above named company, hereby appoint

1. Name:……Address:…… ……
   E-mail ID: ……..Signature: ……**Or failing him**
2. Name:……Address:…… ……
   E-mail ID: ……Signature: ……
   **Or failing him**
3. Name:……Address:…… ……
   E-mail ID: ……Signature: ……

As my/our proxy to attend and vote (on a poll) for me/ us and my/our behalf at the 15th Annual General Meeting of the company, to be held on Monday, the 11th day of August, 2025 at registered office of the company situated at Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat at 11:30 AM and at any adjournment thereof in respect of such resolutions as are indicated below:

| SN | Resolutions: |
|---|---|
| **1** | Adoption of Annual Accounts, Auditor's & Director's Report. |

| | |
|---|---|
| **2** | To appoint a director in place of Mr. Amit Dalmia, Managing Director (DIN:00034642), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment. |
| **3** | To appoint a director in place of Mr. Ankur Mangilal Borana, Executive Director (DIN:01091164), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment. |
| **4** | To ratify the remuneration of Cost Auditor for the financial year 2025-26 |
| **5** | To approve appointment of Mr. Bhaveshkumar Arjunkumar Rawal as the Secretarial Auditor of the company. |
| **6** | To consider and approve related party transactions. |
| **7** | To consider and approve related party transactions of subsidiaries. |
| **8** | To regularize appointment of Mrs. Nitika Abhishek Soni (DIN:10708045) as a Non-Executive Independent Director of the company. |

Signed this 11th day of August, 2025

Affix a Re 1
Revenue Stamp

_____
Signature of Shareholder

_____
Signature of Proxy holder(s)

**Note**: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the company, not less than 48 hours before the commencement of the meeting.

**Form MGT-12**
**Polling Paper**
**[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) if the Companies (Management and Administration Rules, 2014]**

Name of the Company: **R & B DENIMS LIMITED**
Registered Office: **BLOCK NO 467, SACHIN PALSANA ROAD, PALSANA, SURAT-394315, GUJARAT, INDIA.**
CIN: **L17120GJ2010PLC062949**

**POLLING PAPER**

| S.No | Particulars | Details |
|---|---|---|
| 1. | Name of the first named shareholder (In Block Letters) | |
| 2. | Postal address | |
| 3. | Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form) | |
| 4. | Class of Share | Equity Shares |

I/We hereby exercise my/our vote in respect of the Resolution as set out in the Notice of Annual General Meeting of the company scheduled to be held on Monday, the 11th day of August, 2025 at registered office of the company situated at Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat at 11:30 AM which is proposed to be placed for consideration of members at the aforesaid AGM of the Company, by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (√ ) mark at the appropriate box below:

| No. | Item No. | No. of Shares held by me | I assent to the Resolution | I dissent from the Resolution |
|---|---|---|---|---|
| **Ordinary Business** | | | | |
| 1 | To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the company for the financial year ended on 31st March, 2025, together with the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution) | | | |
| 2 | To appoint a director in place of Mr. Amit Dalmia, Managing Director (DIN:00034642), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment. (Ordinary Resolution) | | | |

| | | | | |
|---|---|---|---|---|
| 3 | To appoint a director in place of Mr. Ankur Mangilal Borana, Executive Director (DIN:01091164), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment. (Ordinary Resolution) | | | |
| **Special Business** | | | | |
| 4 | To ratify the remuneration of Cost Auditor for the financial year 2025-26. (Ordinary Resolution) | | | |
| 5 | To approve appointment of Mr. Bhaveshkumar Arjunkumar Rawal as the Secretarial Auditor of the company. (Ordinary Resolution) | | | |
| 6 | To consider and approve related party transactions. (Ordinary Resolution) | | | |
| 7 | To consider and approve related party transactions of subsidiaries. (Ordinary Resolution) | | | |
| 8 | To regularize appointment of Mrs. Nitika Abhishek Soni (DIN:10708045) as a Non-Executive Independent Director of the company. (Special Resolution) | | | |

**Place:** Surat
**Date:** 11th August, 2025

**(Signature of the shareholder)**

**INSTRUCTIONS**

1. This Polling Paper is provided to enable the shareholder(s) or their proxy(ies) for voting by way of Polling Paper(s), who does not have access to e-voting facility and /or who have not voted through e-voting, so that they can also participate in voting through this physical Polling Paper.
2. A member can opt for only one mode of voting i.e. either through e-voting or by Polling paper if a member cast votes by both modes, then voting done through remote e-voting shall prevail and voting by Polling paper shall be treated as invalid.

ELECTRONIC VOTING PARTICULAR

| EVEN (E VOTING EVENT NUMBER) |
|---|
| 134588 |

E-Voting shall start on Friday, 08th day of August, 2025 (9.00 a.m.) and will be open till Sunday, 10th day of August, 2025 till the close of working hours (i.e. 5.00 p.m.).

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**THE MINISTRY OF CORPORATE AFFAIRS HAS TAKEN A "GREEN INITIATIVE IN THE CORPORATEGOVERNANCE" BY ALLOWING PAPERLESS COMPLIANCES BY THE COMPANIES AND HAS ISSUEDCIRCULAR STATING THAT SERVICE OF NOTICE/DOCUMENTS INCLUDING ANNUAL REPORT CANBE SENT BY E-MAIL TO ITS MEMBERS. TO SUPPORT THIS GREEN INITIATIVE OF THEGOVERNMENT, MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESS, SO FAR, ARE REQUESTED TO GET THEIR E-MAIL ADDRESSES, IN RESPECT OF ELECTRONIC HOLDING WITHDEPOSITORY THROUGH THEIR CONCERNED DEPOSITORY PARTICIPANTS. MEMBERS, WHO HOLDSHARES IN PHYSICAL FORM, ARE REQUESTED TO GET THEIR SHARES DEMATERIALIZED.**