7TH ANNUAL REPORT

OF

R & B DENIMS LIMITED

2016-17





EXECUTIVE BOARD OF DIRECTORS



(From left): Mr. Deepak Dalmia, Mr. Amit Dalmia, Mr. Rajkumar Borana & Mr. Ankur Borana

INSIDE THIS REPORT

CONTENTS	PAGE NO.
Chairman's Message	5
Corporate Information	7
Operating & Financial Data	8
Key Events and Milestone	9
Historical Data	10
Board's Report (Annexure to the Board's Report)	12
Management Discussion and Analysis	41
Corporate Governance Report	48
CEO and CFO Certification	62
Independent Auditor's Report	64
Standalone Financial Statement	73
Notice	96



Chairman's Message . . . .

Dear Stake holders,

I am pleased to present to you the 7th Annual Report of the Company. The year has been a milestone year for your Company on several counts. To begin with, Operational Revenue for the year surpassed Rs. 200 crores and your Company achieved its highest Sales in its history. During the year due to demonetisation your company has intermittently stop the factory production for two months that directly affects the financial position of the company, otherwise the company would be able to show more sales volume in the books of accounts. Your Company is now 7 years young and has successfully completed 3 years of listing on the BSE SME. While we have progressed a long way since the listing date, we believe the journey has just begun as we continue our endeavors to climb higher. The equity shares of your Company were listed on the Stock Exchanges in April 2014 and since then their value has grown more than 4 times the IPO price of Rs. 10 per share. Our aim and ambition continues to build a robust organization with a strong foundation that can weather challenges and create value for its stakeholders over many more decades.

The evolution of the fashion industry in India has been rapid and considering the opportunities, several international players have entered India or are in process of establishing their presence in the country. However, the Indian markets differ considerably from developed international markets in terms of fashion concepts, affordability and growth. The Indian denim industry stands to benefit immensely from the ambitious "Make in India" initiative. The vision of the programme has the potential to overhaul the segment's perception and the country's contribution in the world denim scenario. However, to turn this vision in to reality, India's denim manufacturing segment needs to be equipped with facilitating mechanisms. Even more important is the effective implementation of these mechanisms. Once this is done, the strength of domestic Indian denim markets as well as its denim export capabilities will remain unparalleled.

Denim Manufacturing Association estimated that Denim manufacturing and consumption in India has grown at a compounded annual growth rate (CAGR) of up to 15% over the last decade and is expected to grow at similar levels over the next few years. To build a successful brand and presence, sizeable investment is required that enables product innovation and superior quality delivered at an affordable price and on time.

Denim is of the most promising category in India's apparel market. The Indian denim industry has shown continual growth over the years and currently the country boasts of a denim manufacturing capacity of around 1.2 billion meters per annum which is expected to increase to

2.0 billion meters in next three to four years owing to the huge demand for the fabric. India's share in the overall denim manufacturing capacities is around 10%. For a majority of the Indian youth, denim is not just a casual wear, but more of a fashion statement. Almost 85% of the market is dominated by men, with 10% contribution from the female segment and the kids segment contributing about 5% of the market. Despite the impressive statistics, the Indian denim manufacturing industry contributes 5% to the global scenario, reflecting the overall performance of the textiles industry. However, according to industry experts, denim is the only segment in the Indian textile industry that has the potential to grow manifold. Dramatic change in the entire denim fashion came in the last few years, when a new set of specialized yarns were introduced.

I am Pleased to report that in light of the above stated facts your company is confident to achieve new milestones in its journey towards sustainable growth through total excellence. R & B Denims Limited has pursued business excellence through passion, perseverance and precision cum expansion projects successfully thereby improved its cost competitiveness and profitability. Moreover, we are anticipating that the proposed Goods and Services Tax add a cherry on the cake as it might prove as cost efficient and boost our export growth; accordingly it may strengthen the profit of the company.

Your Company continues to keep a watchful eye on the emerging opportunities but is fully aware of the financial implications and capital commitment required to tap into that opportunity. Notwithstanding the macro economic slowdown, your Company has continued to focus and build its brands, products, distribution and reach. Along with this your Company has over the years established high levels of governance and financial discipline. We continue to stay focused on pursuing profitable growth.

Before concluding, let me assure of our commitment to create value for our stakeholders and thanks to our Board of directors for their constant guidance and support. We value the trust repose on us by our shareholders, bankers, employees, suppliers, associates and our loyal customers for their continued support.

Thank you for your support
Yours Faithfully,

Sd/-

Rajkumar Mangilal Borana
Chairman & Managing Director

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Rajkumar Borana	Chairman & Managing Director
Mr. Amitkumar Dalmia	Whole time Director
Mr. Deepak Dalmia	Whole time Director
Mr. Ankur Borana	Whole time Director

COMPANY SECRETARY

Mrs. Jyoti Arun Agarwal

AUDITORS

PRADIP SINGHI & ASSOCIATES
A/501, President Plaza
Near R.T.O., Ring Road
Nanpura, Surat. (Gujarat)

BANKERS

The Cosmos Co-op Bank Ltd
Magob Branch
Surat Kadodara Main Road, Nr Bhakti Dham Temple,
Surat. (Gujarat)

HDFC Bank Limited
Rivaa House
Near Udhna Darwaja
Ring Road, Surat. (Gujarat)

Bank of India
Surat MID Corporate Branch
1st Floor, Near BSNL Office, Opp. Panjarapole,
Ghod dod Road, Surat–395001

The Surat Peoples Co-op Bank Ltd
Chikhli Branch
Orchid Complex, Opp Lions Garden,
Chikhli–396521

AUDIT COMMITTEE

Mr. Girish Kumar Kalawatia	Chairman
Mr. Dharmesh Mehta	Member
Mr. Rajkumar Borana	Member
Mrs. Prerna Jain	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Girish Kumar Kalawatia	Chairman
Mr. Amit Dalmia	Member
Mrs. Prerna Jain	Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Girish Kumar Kalawatia	Chairman
Mr. Manaklal Tiwari	Member
Mr. Dharmesh Mehta	Member
Mrs. Prerna Jain	Member

REGISTERED OFFICE

Block no 467, Sachin Palsana Road
Palsana, Surat – 394315 (Gujarat)

REGISTRAR & SHARE TRASFER AGENT

M/S BIGSHARE SERVICES PRIVATE LIMITED
E-2/3 Ansa Industrial Estate, Sakivihar Sakinaka,
Andheri (East), Mumbai – 400 072

7TH ANNUAL GENERAL MEETING

Date: 10/07/2017
Venue: Block No. 467, Sachin Palsana Road,
Palsana, Surat-394315
Time: 11.00 A.M.

INSTRUCTION TO THE MEMBERS

MEMBERS ARE REQUESTED TO BRING THEIR COPY OF ANNUAL REPORT AT THE MEETING, AS COPIES OF THE SAME WILL NOT BE CIRCULATED AT THE AGM AS A MEASURE OF ECONOMY

Book Closure: **Date: 03rd July, 2017 to 07th July, 2017 (both days inclusive).**

OPERATING & FINANCIAL DATA

(Rs. in Thousands)

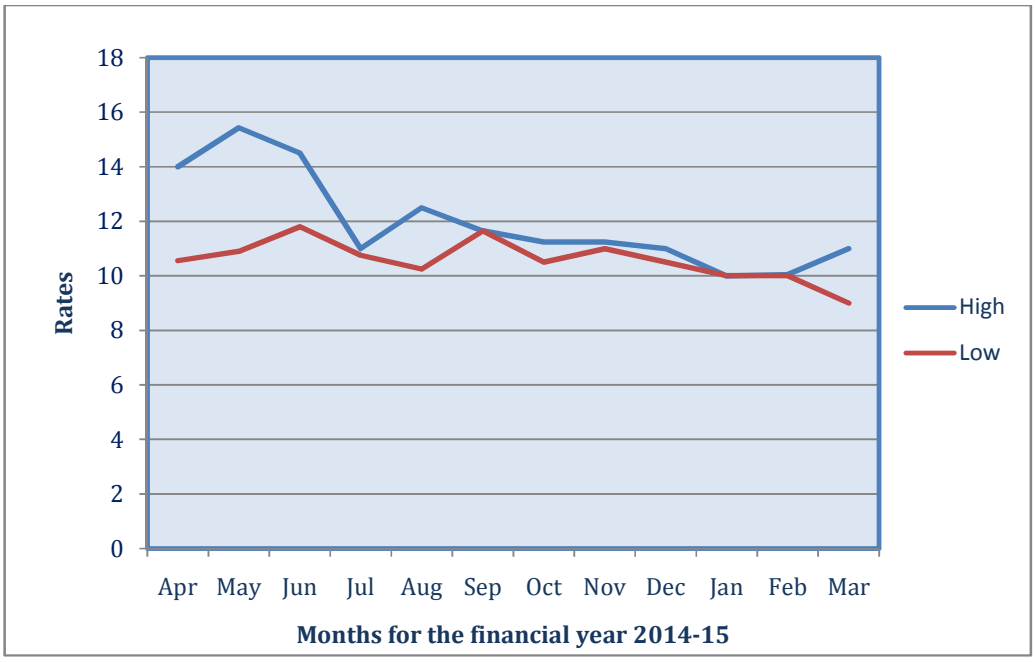
OPERATING DATA	2016-17	2015-16
Sales & Income from operation	**2,025,603.29**	1,590,024.32
Other Income	**57,548.43**	36,437.81
Share of Loss in Partnership Firm	**(27,822.80)**	-
Total	**2,055,328.92**	1,626,462.13
Raw Material Consumed	**1,721,981.39**	1,252,067.21
Increase (Decrease) in Inventories	**8,292.24**	(19,531.30)
Staff Cost	**87,723.71**	88,742.58
Financial cost	**42,924.82**	41,121.66
Admn Exp & Selling & Dist. Exp.	**108,140.92**	153,760.53
Depreciation	**81,865.32**	89,243.56
Total	**2,050,928.41**	1605404.24
Profit/Loss before Exceptional Items & Taxation	**4,400.51**	21,057.89
Prior Period Items	**-**	-
Profit/Loss before Taxation	**4,400.51**	21,057.89
Provision for Current year Tax	**18,574.47**	8,979.36
Provision for MAT Credit		-
Short Provision for Income tax expense relating to prior years		1.83
Provision for Deferred Tax Liability/Asset	**(9,379.65)**	(1,848.50)
Provision for Tax	**9,194.82**	7,132.69
Profit & Loss after Taxation	**(4,794.31)**	13,925.21
Earnings per Share (EPS)	**(0.34)**	0.99
FINANCIAL DATA		
Share Capital	**139,946.88**	139,946.88
Share Application Money	**-**	-
Reserve & Surplus	**160,234.93**	165,029.23
Deferred Tax Liability	**-**	4,430.80
Loan Funds	**232,448.93**	312,007.83
Capital & Funds Employed	**532,630.74**	621414.74
Fixed Assets (Gross)	**665,687.46**	654,779.32
Depreciation	**343,188.11**	262,079.93
Fixed Assets (Net)	**322,499.35**	392,699.39
Investments	**112,628.37**	129,253.08
Other Non-Current Assets (Deferred Tax Asset)	**16,922.48**	37,302.45
Current Assets	**311,222.36**	230,516.20
Long Term Provisions	**1,043.99**	401.71
Current Liabilities & Provisions	**229,597.83**	167,954.66
Net Current Assets	**80,580.54**	99,462.28
Misc. Exp. Not Written off	**-**	-
Capital & Funds Applied	**532,630.74**	621,414.74

KEY EVENTS AND MILESTONE

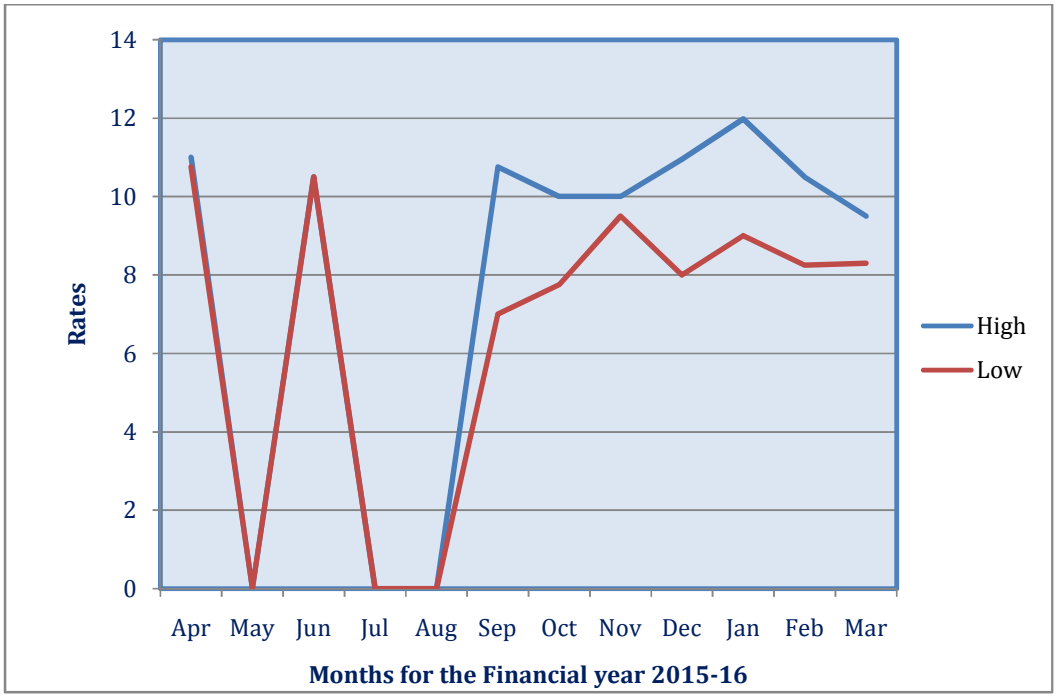
YEAR	KEY EVENTS /MILESTONE/ACHIEVEMENTS
2010	Incorporation of the Company
2011	Conversion of the Company from Private Limited to Public Limited Company
	Increase in the Authorized share Capital of the Company from Rs. 2,50,00,000 (25,00,000 Equity shares of Rs. 10/- each) to Rs. 5,50,00,000 (55,00,000 Equity shares of Rs. 10/- each)
2012	Commencement of Commercial Production
2013	Increase in the Authorized share Capital of the Company from Rs. 5,50,00,000 (55,00,000 Equity shares of Rs. 10/- each) to Rs. 25,50,00,000 (2,55,00,000 Equity shares of Rs. 10/- each)
	Phase II Development took pride of increasing production almost double
2014	Achieved Turnover of Rs. 100.00 Crores
	On 22nd day of April, 2014 the Company got Listed on SME platform of Bombay Stock Exchange (BSE)
2015	Successfully completed Phase III expansion by installing state of the art (value addition) machineries for producing export quality Denim Fabric
	Nominated for Skoch Achiever Award 2015 one amongst 200 out of nearly 500,000 SME organizations in India
2016	Achieved Gross Turnover of Rs. 163.60 Crores
2017	The export of the company has been increased twice over the previous financial years and holds the position to compete successfully with the global market
	The company has entered into a partnership firm namely "RB Industries" with 90% stake.

HISTORICAL CHARTS OF SHARE PRICE

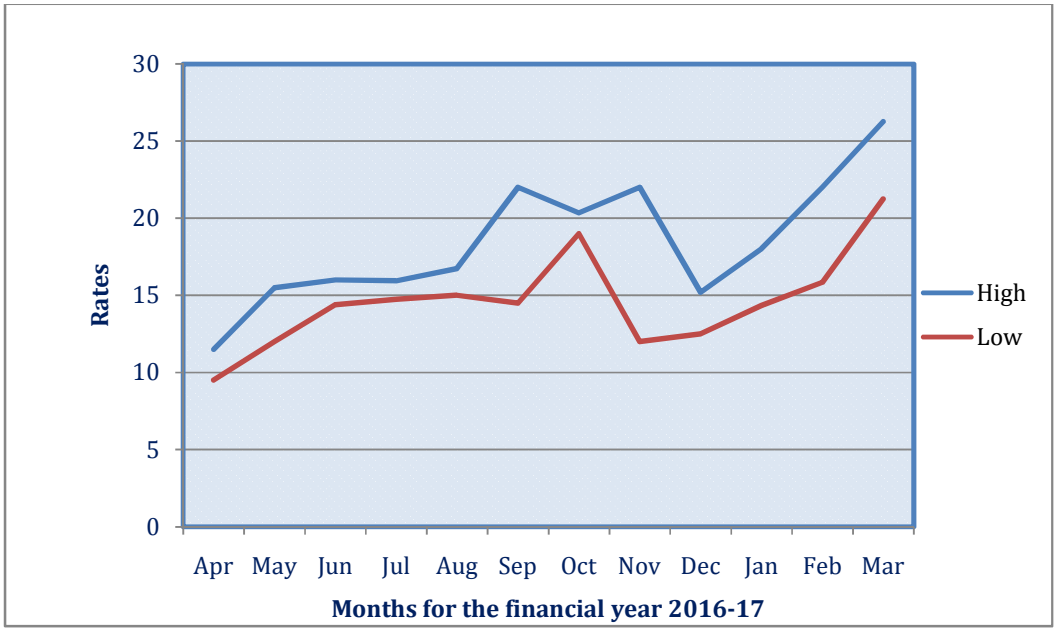
PERFORMANCE OF SHARE PRICE DURING EACH MONTH FOR THE FY 2014-15



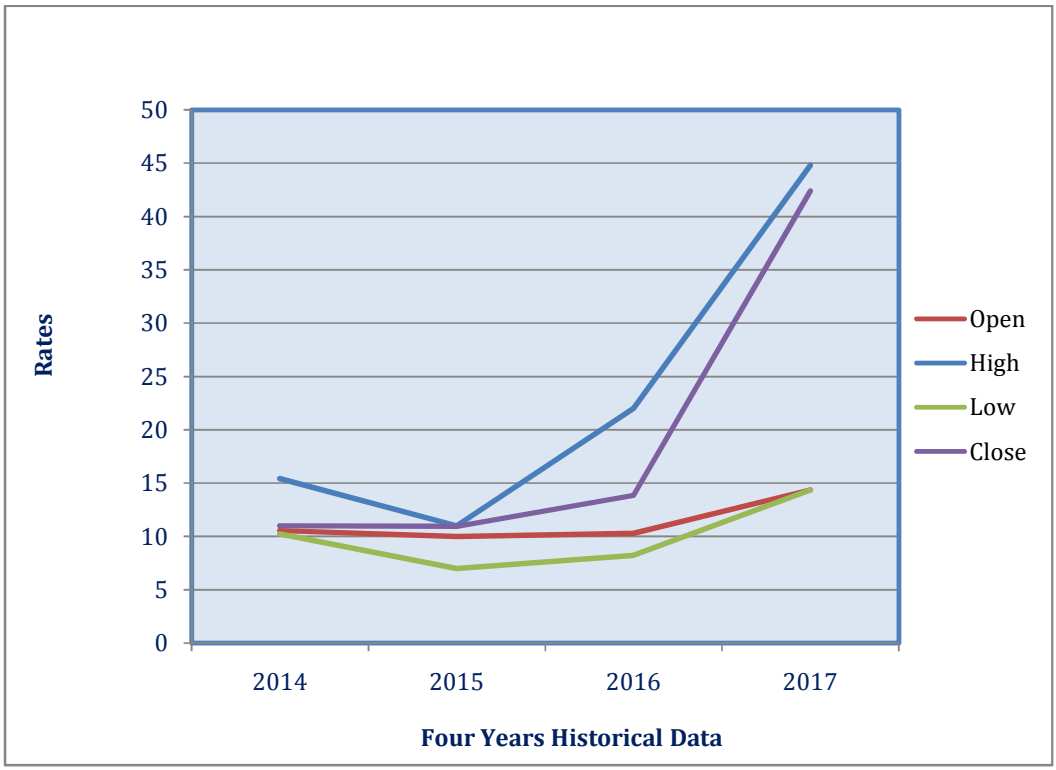
PERFORMANCE OF SHARE PRICE DURING EACH MONTH FOR THE FY 2015-16



PERFORMANCE OF SHARE PRICE DURING EACH MONTH FOR THE FY 2016-17



FOUR YEARS PERFORMANCE OF SHARE PRICE



BOARD'S REPORT

BOARD'S REPORT

To The Members of
R & B Denims Limited

The Directors take pleasure in presenting the Seventh Annual Report together with the audited financial statements for the year ended March 31, 2017. The Management Discussion and Analysis has also been incorporated into this report.

1. FINANCIAL RESULTS

(Rs. In thousands except per share data)

Particulars	2016-17	2015-16
Sales/ Business Income	**2,025,603.29**	1,590,024.32
Other Income	**57,548.43**	36,437.81
Share of Loss in Partnership Firm	**(27,822.80)**	-
Total Income	**2,055,328.92**	1,626,462.13
Less: Expenses (Excluding Depreciation)	**1,969,063.09**	1,516,160.71
Profit before depreciation, exceptional items and taxes	**86,265.83**	110,301.42
Less: Depreciation	**81,865.32**	89,243.53
Profit before exceptional items and taxes	**4,400.51**	21,057.89
Less: Exceptional Items	**-**	-
Profit before Taxation	**4,400.51**	21,057.89
Less: Income Tax	**18,574.47**	8,981.19
Deferred Tax	**(9,379.65)**	1,847.89
MAT Credit Provision	**-**	-
Profit after Taxation	**(4,794.31)**	13,924.59
Balance Brought Forward	**20,785.38**	6,860.79
Balance Carried Down	**15,991.08**	20,785.38
Earnings per share (Rs.) :Basic	**(0.34)**	0.99
Diluted	**(0.34)**	0.99

2. HIGHLIGHTS OF PERFORMANCE

- Standalone total income for the current financial year was increased to Rs. 2,055,328.92 (in thousands) as compared to Rs. 1,626,462.13 (in thousands) in 2016, increased by 26.37%;

- Standalone net sales for the year was Rs. 2,025,603.29 (in thousands) as compared to Rs. 1,590,024.32 (in thousands) in 2016, a growth of 27.39%;
- Standalone profit before tax for the year was Rs. 4400.51 (in thousands) as compared to Rs. 21,057.89 (in thousands) in 2016;
- Standalone Profit after tax for the year was Rs. 4,794.31 (in thousands) as compared to Rs. 13,924.59 (in thousands) in 2016.

3. STATE OF COMPANY'S AFFAIRS

Your directors report that during the year under review your company has posted higher income of Rs. 2,055,328.92 (in thousands) in the current year as compared to Rs. 1,626,462.13 (in thousands) in the corresponding previous year. During the current year your company has shown a negative trend in profit of Rs. 4,794.31 (in thousands) as against to the net Profit of Rs. 13,924.59 (in thousands) in the corresponding previous year. This is mainly because of share in loss of newly constituted partnership firm to the extent of Rs. 27,822.80 (Rs. in thousands) (because of depreciation).

4. TRANSFER TO RESERVES IN TERMS OF SECTION 134(3)(J) OF THE COMPANIES ACT, 2013

For the financial year ended on March 31, 2017, the Company has proposed to carry an amount of Rs (4,794.31) (in thousands) to Balance Sheet under the head "General Reserve Account".

5. DIVIDEND

In view of the requirement of the profits for strengthening of the company, your directors have decided to plough back the profit into the business hence no dividend could be recommended for the year under review.

6. MATERIAL CHANGES SUBSEQUENT TO THE CLOSE OF THE YEAR:

No material changes have occurred between Balance Sheet date and the date on which the financial statement are approved by the Board of Directors.

7. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

During the year under review the company has received an order vide dated 29/12/2016 issued by DCIT for addition of Rs. 18,825,700/- in income towards share application money received during the assessment year 2013-14 and the company has further make an appeal against the order passed to CIT(A)-II, Surat.

8. SUBSIDIARY COMPANY/ASSOCIATE/JOINT VENTURE:

There has been no subsidiary/Associate/Joint Venture incorporated/ceased of your company during the financial year 2016-17.

9. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

In terms of the provision of Regulation 34 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015, the management Discussion and Analysis is a forming part of this Annual Report.

10. CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of the business of the company during the financial year 2016-17.

11. SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2017 was Rs. 139,946.88 (in thousands). The Company has not issued/allotted any during the financial year 2016-17.

12. FINANCE

Cash and cash equivalent as at March 31, 2017 was Rs. 18,171.00 (in thousands). The Company continues to focus on judicious management of its working capital. Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

12.1 ACCEPTANCE OF DEPOSITS

The Company has not accepted deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014 and any modification thereof.

12.2 PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the Notes to the financial statements provided in this Annual Report.

Denim fabric production in India is concentrated in the western and a northern part of the country with more than 45 percent contribution coming from Gujarat is the production hub.

13. CORPORATE SOCIAL RESPONSIBILITY

The Board of Directors of the Company hereby confirms that the provisions of Section 135(1) of the Companies Act, 2013 is not applicable to our company.

14. BUSINESS RESPONSIBILITY REPORT (BRR)

The Board of Directors of the Company hereby confirms that, according to the provisions of Regulation 34(2)(f) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015 and amended thereof, the report on Business Responsibility Report (BRR) is not mandatorily applicable to our company, hence not annexed with Annual Report.

15. ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND OF DIRECTORS

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 as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee has defined evaluation criteria, procedure and time schedule for Performance Evaluation process for the Board, its Committees and Directors.

The Board's functioning was evaluated on various aspects, including inter alia degree of fulfilment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Directors were evaluated on aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to the Managing Director.

Areas on which the Committees of the Board were assessed included degree of fulfilment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The performance evaluation of Independent Directors was carried out by entire Board, excluding Director being evaluated. The performance evaluation of the Chairman and the Non Independent Directors was carried out by Independent Directors who also reviewed performance of the Board as a whole. The Nomination and Remuneration Committee also reviewed performance of the Board, its Committees and of Directors.

The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. Significant highlights, learning and action points with respect to the evaluation were presented to the Board.

Details of the Remuneration Policy are given in the Corporate Governance Report.

16. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Fraud free and corruption free work culture has been core of your Company. In view of the potential risk of fraud and corruption due to rapid growth, your Company has put an even greater emphasis to address this risk. To meet this objective your Company has adopted a Whistle Blower Policy establishing Vigil Mechanism to provide a formal mechanism to the Directors and employees to report their concern about unethical behaviour, actual or suspect fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employee 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 has been denied access to the Audit Committee.

The Policy on vigil mechanism and whistle blower policy may be accessed on the Company's website at the link:
http://www.rnbdenims.com/investor/VIGIL%20MECHANISM%20FOR%20DIRECTORS%20AND%20EMPLOYEES.pdf?

17. POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS

The Policy for Determining Materiality of Information / Events for reporting to the Stock Exchanges is framed pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 which enables the investors to make well-informed investment decisions and take a view on the Materiality of an event that qualifies for disclosure.

The Policy for Determining Materiality of Information / Events may be accessed on the Company's website at the link:
http://www.rnbdenims.com/investor/POLICY%20FOR%20DETERMINIMG%20MATRIALITY%20OF%20INFORMATION.pdf?

18. POLICY FOR PRESERVATION & ARCHIVAL OF DOCUMENTS

The Policy for Preservation & Archival of documents is framed pursuant to Regulation 9 & 30(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, investors and concerned authority accessed preservation of documents and records of the Company through company's website, which is required to be maintained under the Companies Act, 2013 and Listing Regulation. Any disclosure of events or information which has been submitted by the Company to the Stock Exchanges will be available on the website of the Company for a period of 5 years from the date of its disclosure and shall thereafter be archived from the website of the Company for a period of 3 years. This policy basically deals with the retention and archival of corporate records.

The Policy for Preservation & Archival of documents may be accessed on the Company's website at the link:
http://www.rnbdenims.com/investor/PRESERVATION%20OF%20DOCUMENTS%20&%20ARCHIVAL%20POLICY.pdf?

19. COMPLIANCE WITH THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

Your Company has zero tolerance for Sexual Harassment at workplace. Your Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

There were no complaints reported for sexual harassment during the financial year 2016-17.

20. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

21. DIRECTORS AND KEY MANAGERIAL PERSONNEL

There has not been any appointment and resignation of any directors or Key Managerial Personnel in the company in the financial year.2016-17. Hence there was no change took place among the signatories of the company.

In accordance with the provisions of the Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company, Mr. Ankur Mangilal Borana (holding DIN: 01091164) retires by rotation and is eligible for re-appointment.

21.1 Policy on directors' appointment and remuneration

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

21.2 Meetings

During the year, Board Meetings and Committee Meetings were convened and held. The details of which are given herein below and also in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

DETAILS OF MEETINGS HELD DURING THE F.Y. 2016-17

Sr. No.	Date of Meeting	Class of Meeting	Board Strength	No. of Directors Present
1	11/04/2016	Stakeholders' Relationship Committee	3	3
2	20/05/2016	Board of Director Meeting	8	8
3	29/06/2016	Audit Committee	4	4
4	27/07/2016	Stakeholders' Relationship Committee	3	3
5	02/08/2016	Nomination & Remuneration Committee	4	4
6	24/08/2016	Audit Committee	4	4
7	22/09/2016	Board of Director Meeting	8	8
8	18/10/2016	Audit Committee	4	4
9	14/11/2016	Board of Director Meeting	8	8
10	12/12/2016	Stakeholders' Relationship Committee	3	3
11	09/01/2017	Nomination & Remuneration Committee	4	4
12	25/02/2017	Audit Committee	4	4
13	06/03/2017	Stakeholders' Relationship Committee	3	3
14	23/03/2017	Board of Director Meeting	8	8

22. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

a. that in the preparation of the annual financial statements for the year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b. that the directors had selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. that the annual financial statements have been prepared on a going concern basis;

e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.

f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

23. RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons, which may have a potential conflict with the interest of the Company at large and the details of which is prescribed in Form AOC-2 as an "Annexure-A" attached to this report.

24. AUDITORS

24.1 Statutory Auditors

The Company's Auditors, Messrs Pradeep Singhi & Associates, Chartered Accountants, Surat hold office till the conclusion of the ensuing Annual General Meeting of the Company and are eligible for re-appointment. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for reappointment as Statutory Auditors of the Company. The auditors have also confirmed that they hold a valid certificate which is issued by the Peer Review Board of the Institute of Chartered Accountants of India.

24.2 Cost Auditors

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit records maintained by the Company in respect of its denim activity is required to be audited. Your Directors had, on the recommendation of the Audit Committee, appointed Messrs V. M. Patel & Associates to audit the cost accounts of the Company for the financial year 2017-18 on a remuneration of Rs. 35,000/- plus Service tax, if applicable and out of pocket expenses. As required under the Companies Act, 2013, the remuneration payable to the cost auditor is required to be placed before the Members in a general meeting for their ratification. Accordingly, a Resolution seeking Member's ratification for the remuneration payable to Messrs V. M. Patel & Associates, Cost Auditors is included at Item No. 5 of the Notice convening the Annual General Meeting.

24.3 Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 The Board has appointed Messrs JAINAM N SHAH & CO, Practicing Company Secretary, Surat, to conduct Secretarial Audit for the financial year 2016-17. The Secretarial Audit Report for the financial year ended March 31, 2017 is annexed herewith marked as "Annexure-B" to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

25. ENHANCING SHAREHOLDERS VALUE

Your Company believes that its Members are among its most important stakeholders.

Accordingly, your Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation. Your Company is also committed to creating value for its other stakeholders by ensuring that its corporate actions positively affect the socio-economic and environmental dimensions and contribute to sustainable growth and development.

26. CORPORATE GOVERNANCE

According to the Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report. The Report on Corporate Governance by Auditor is forming part of Annual Report.

27. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure-C".

28. EXTRACT OF ANNUAL RETURN

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the annual return in form MGT 9 is appended as "Annexure-D" to the Board's report.

29. PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197(12) read with Rule, 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the "Annexure-E" of the Annual Report.

30. RISK MANAGEMENT

Our Enterprise Risk Management encompasses practices relating to the identification, analysis, evaluation, treatment, mitigation and monitoring of the strategic, external and operational controls risks to achieving our key business objectives. Risk Management at our company seeks to minimize the adverse impact of these risks, thus enabling the Company to leverage market opportunities effectively and enhance its long-term competitive advantage. Several risks can impact the achievement of a particular business objective. Similarly, a single risk can impact the achievement of several business objectives. The focus of risk management is to assess risks and deploy mitigation measures.

31. ACKNOWLEDGEMENTS

The Board would like to place on record its sincere appreciation to Central and State Government Departments, Organizations and Agencies for the continued help and co-operation extended by them and also gratefully acknowledge for the wholehearted support and contribution made by its customers, its shareholders as well as the various workers, staff, members, Distributors, Suppliers, Banks, concerned authorities and other business partners, towards the conduct of efficient and effective operations of your Company. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

32. CAUTIONARY STATEMENT

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished

goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

33. DISCLAIMER

Certain statements in this report relating to Company's objectives, projections, outlook, expectations, estimates, etc may be forward looking statements within the meaning of applicable laws and regulations. Although the Company believes that the expectations reflected in such forward looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct. Accordingly, actual results or performance could differ materially from such expectations, projections, etc whether express or implied as a result of among other factors, changes in economic conditions affecting demand and supply, success of business and operating initiatives and restructuring objectives, change in regulatory environment, other government actions including taxation, natural phenomena such as floods and earthquakes, customer strategies, etc over which the Company does not have any direct control.

For and on behalf of The Board Of Directors,
R & B DENIMS LIMITED

Sd/-

Place: **SURAT**
Date: 27/05/2017

Rajkumar Mangilal Borana
(Chairman & Managing Director)
DIN: 01091166

"ANNEXURE-A"

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 arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis		
Sr. No.		
(a)	Name(s) of the related party and nature of relationship	NOT APPLICABLE
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts / arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any:	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at arm's length basis		
Sr. No.		
(a)	Details of material contracts or arrangement or transactions at arm's length basis	Note: A
(b)	Nature of contracts/arrangements/transactions	Note: A
(c)	Duration of the contracts / arrangements/transactions	12 Months
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	NA
(e)	Date(s) of approval by the Board, if any:	20/05/2016
(f)	Amount paid as advances, if any:	NA

Sd/-

Rajkumar Mangilal Borana
(Chairman & Managing Director)
DIN: 01091166

Place: **SURAT**
Date: 27/05/2017

Note-A

Related Party Transaction at Arm's Length Basis

(Amount in Thousands)

Sr. No.	Name	Relation	Amount	PAN Number	Nature of Transactions
1	Rajkumar Mangilal Borana	Managing Director	750.00	ABBPB7746E	Remuneration
2	Amitkumar Anandbhai Dalmia	Whole-time Director	750.00	ABBPD6392C	Remuneration
3	Deepak A Dalmia	Whole-time Director	750.00	ABBPD6396G	Remuneration
4	Ankur Mangilal Borana	Whole-time Director	750.00	AFQPB5976H	Remuneration
5	Rajkumar Mangilal Borana	Managing Director	24.00	ABBPB7746E	Lease Rent
6	Amitkumar Anandbhai Dalmia	Whole-time Director	24.00	ABBPD6392C	Lease Rent
7	Deepak A Dalmia	Whole-time Director	24.00	ABBPD6396G	Lease Rent
8	Ankur Mangilal Borana	Whole-time Director	24.00	AFQPB5976H	Lease Rent
9	RB Industries	Sister Concern	30.00	AASFR4375D	Receipt Of Sub-Leasing Income
10	RB Industries	Sister Concern	80,8054.33	AASFR4375D	Purchase of Grey Fabrics
11	RB Industries	Sister Concern	49,511.88	AASFR4375D	Job Work Income
12	RB Industries	Sister Concern	27375.21	AASFR4375D	Sales of Color Chemical & Coal

"ANNEXURE-B"

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

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

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

To,
The Members,
R & B Denims Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by 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 of the company 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 March 31, 2017 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 the Company for the financial year ended on March 31, 2017 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
(v) The following Regulations and Guidelines prescribed under Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    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, 1992;
c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
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;
g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
i. Employees Provident Fund and Miscellaneous Provisions Act, 1952
j. Employees State Insurance Act, 1948
k. Employers Liability Act, 1938
l. Environment Protection Act, 1986 and other environmental laws
m. Equal Remuneration Act, 1976
n. Factories Act, 1948
o. Hazardous Wastes (Management and Handling) Rules, 1989 and Amendment Rule, 2003
p. Indian Contract Act, 1872
q. Income Tax Act, 1961 and Indirect Tax Laws
r. Indian Stamp Act, 1999
s. Industrial Dispute Act, 1947
t. Maternity Benefits Act, 1961
u. Minimum Wages Act, 1948
v. Negotiable Instruments Act, 1881
w. Payment of Bonus Act, 1965
x. Payment of Gratuity Act, 1972
y. Payment of Wages Act, 1936 and other applicable labour laws

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

i. Secretarial Standards issued by The Institute of Company Secretaries of India.
ii. The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

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.

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, 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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 further report that during the audit period, there were no events/actions in pursuance of:

i. Public/Right/Preferential issue of shares/debentures/sweat equity, etc.
ii. Redemption / buy-back of securities
iii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
iv. Merger / amalgamation / reconstruction, etc. take place
v. Foreign technical collaborations take place during the audit year

I further report that, during the audit period, the SEBI has issued a notice on Company for delay in disclosure under Regulation 30(2) read with 30(3) of the Substantial Acquisition of Shares and Takeover Regulation, 2011 by promoters of the company for the year ended March, 2015, there were no other specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

Sd/-

Shah Jainam Navinchandra-Proprietor
JAINAM N SHAH & CO.
M. No.:35397
C P No. 13108

Place: **SURAT**
Date: 27/05/2017

"ANNEXURE-C"

FORM A
Form for Disclosure of Particulars with respect to Conservation of Energy

(Amount in Rs.)

Power and fuel consumption	Current Year 2016-17	Previous Year 2015-16
A. Power and fuel consumption		
1. Electricity		
(A) Purchased		
Unit (Lacs KWH)	**11,578,740**	16,039,350
Total amount (Rs. In Lacs)	**72,885,711**	106,966,570
Rate / unit (KWH)	**6.29**	6.67
2. Coal		
Quantity (tonnes)	**11,188**	10,468
Total cost (Rs.)	**46,078,232**	47,051,503
Average rate (Rs.)	**4,118**	4,495
3. Diesel oil		
Quantity (k. ltrs.)	**800**	1,800
Total amount (Rs.)	**47,592**	93,144
Average rate (Rs.)	**59.49**	51.75
4. Gas		
Quantity (Kgs)	**21,315**	11,655
Total amount (Rs.)	**1,323,816**	824,900
Average rate (Rs.)	**62.10**	70.78
B. Consumption per Unit of Production	**(Unit/Mtrs)**	(Unit/Mtrs)
Electricity	**0.00000040**	0.00000044
Coal	**0.00026**	0.00029
Gas	**0.0000040**	0.0000046
C. Actual Fabrics Produced	**(in mtrs)**	(in mtrs)
Fabrics produced during the year	**15,676,969**	15,331,276

Note: Diesel Oil consumption is only for backup power of system and not for production.

Foreign Exchange Inflow & Outflow:

Inflow: us $: 758464.81

Outflow: US $: 699,868.00
Euro: 10,995.71

"ANNEXURE-D"

EXTRACT OF ANNUAL RETURN

as on the financial year ended March 31, 2017
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

FORM NO. MGT – 9

I Registration and other details

CIN:	L17120GJ2010PLC062949
Registration Date	17th November, 2010
Name of the Company	R & B DENIMS LIMITED
Category / Sub-Category of the Company	Company having Share Capital
Address of the Registered Office and contact details	Block No. 467 Sachin Palsana Road, Palsana, Surat-394315 Tel. No. +91-96 01 281648
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	Bigshare Services Private Limited E-3, Ansa Industrial Estate, Sakhivihar Road, Sakinaka, Mumbai–400072 Tel. No. 022-40430200

II Principal Business Activities of the Company

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr. No.	Name and Description of main Products / ~~Services~~	NIC Code of the Product / ~~Service~~	% to total turnover of the Company
1	Manufacturing and sale of quality Denim Textile Products	131- Spinning, weaving and finishing of textiles	100%

III Particulars of Holding, Subsidiary and Associate Companies

[No. of Companies for which information is being filled]

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
NOT APPLICABLE					

IV Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	8331678	-	8331678	59.53	8331678	-	8331678	59.53	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	2025000		2025000	14.47	2025000		2025000	14.47	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
F) Any Other	-		-	-	-		-	-	-
Sub-Total (A)(1):	**10356678**	**-**	**10356678**	**74.00**	**10356678**	**-**	**10356678**	**74.00**	**-**
(2) Foreign									
a) NRIs Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2):	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total Shareholding of Promoters (A) = (A)(1)+(A)(2)	**10356678**	**-**	**10356678**	**74.00**	**10356678**	**-**	**10356678**	**74.00**	**-**
B. Public Share-holding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt(s)	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
2. Non-Institutions									
a) Bodies Corp.									
(i) Indian	250000	-	25000	1.79	20000	-	20000	0.14	(1.65)
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
(i) Individuals Shareholders holding nominal share capital upto Rs. 1 lacs	392479	10	392489	2.80	490000	10	490010	3.50	0.70

(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lacs	2468000	-	2468000	17.64	2888000	-	2888000	20.64	3.00
c) Others (Market Maker)	480000	-	480000	3.43	200000	-	200000	1.44	(1.99)
(Clearing Member)	27521	-	27521	0.20	30000	-	30000	0.21	0.01
(Body Corporate-NBFC)	20000	-	20000	0.14	10000	-	10000	0.07	(0.07)
Sub-total (B)(2):	**3638000**	**10**	**3638010**	**26.00**	**3638000**	**10**	**3638010**	**26.00**	**-**
Total Public Shareholding (B)=(B)(1)+(B)(2)	**3638000**	**10**	**3638010**	**26.00**	**3638000**	**10**	**3638010**	**26.00**	**-**
C. Shares Held by Custodian for GRDs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**13994678**	**10**	**13994688**	**100**	**13994678**	**10**	**13994688**	**100**	**-**

ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in share holding during the year
		No. of Shares	% of total shares of the company	% of shares Pledged/ Encumbered to total shares	No. of Shares	% of total shares of the company	% of shares Pledged/ Encumbered to total shares	
1	Rajkumar Mangilal Borana	2082921	14.88	-	2082921	14.88	-	-
2	Deepak A Dalmia	1819168	13.00	-	1819168	13.00	-	-
3	Amitkumar Anandbhai Dalmia	1799171	12.86	-	1799171	12.86	-	-
4	Ankur Mangilal Borana	1632918	11.67	-	1632918	11.67	-	-
5	Rawatkhedia Silk Mills LLP	1500000	10.72	-	1500000	10.72	-	-
6	Mayfair Vinimay Private Limited	375000	2.68	-	375000	2.68	-	-
7	Mangilal Ambalal Borana	300000	2.14	-	300000	2.14	-	-
8	Mangilal Ambalal Borana HUF	225000	1.61	-	225000	1.61	-	-
9	Rajkumar Mangilal Borana HUF	183000	1.31	-	183000	1.31	-	-
10	Dhwani Ankur Borana	153000	1.09	-	153000	1.09	-	-
11	Rawatkhedia Processors Private Ltd.	150000	1.07	-	150000	1.07	-	-
12	Ankur Mangilal Borana HUF	85500	0.61	-	85500	0.61	-	-
13	Mohini Devi Mangilal Borana	10500	0.08	-	10500	0.08	-	-
14	Sharmila Rajkumar Borana	10500	0.08	-	10500	0.08	-	-
15	Deepa Amitkumar Dalmia	6000	0.04	-	6000	0.04	-	-

16	Shashi Anand Dalmia	6000	0.04	-	6000	0.04	-	-
17	Sunaina Deepak Dalmia	6000	0.04	-	6000	0.04	-	-
18	Amitkumar Anand Dalmia HUF	6000	0.04	-	6000	0.04	-	-
19	Deepak A Dalmia HUF	6000	0.04	-	6000	0.04	-	-

iii) Change in Promoters' Shareholding (Please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	At the beginning of the year	10356678	74.00	10356678	74.00
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / Sweat Equity etc):	NONE*			
3	At the end of the year	10356678	74.00	10356678	74.00

*

iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in Share-holding	Reasons	Cumulative Share-holding during the year (01/04/16 to 31/03/17)	
		No. of Shares at the beginning (01-04-2016) /end of the year (31/03/2017)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Lalita Nareshkumar Borana	528000	3.77	01/04/2016	-	-	528000	3.77
				09/09/2016	2640000	buy	3168000	22.64
				16/09/2016	(2640000)	Sell	528000	3.77
				24/03/2017	90000	buy	618000	4.42
		618000	4.42	31/03/2017	-	-	618000	4.42
2	Hem Securities Limited	480000	3.43	01/04/2016	-	-	480000	3.43
				22/04/2016	(20000)	Sell	460000	3.29
				29/04/2016	(20000)	Sell	440000	3.14
				06/05/2016	(20000)	Sell	420000	3.00
				20/05/2016	(30000)	Sell	390000	2.79
				03/06/2016	20000	buy	410000	2.93
				05/08/2016	10000	buy	420000	3.00
				12/08/2016	(20000)	Sell	400000	2.86
				19/08/2016	110000	buy	510000	3.64
				26/08/2016	100000	buy	610000	4.36
				02/09/2016	10000	buy	620000	4.43
				09/09/2016	3100000	buy	3720000	26.58
				16/09/2016	(3100000)	Sell	620000	4.43
				23/09/2016	(550000)	Sell	70000	0.50

				07/10/2016	20000	buy	90000	0.64
				28/10/2016	10000	buy	100000	0.71
				11/11/2016	(70000)	Sell	30000	0.21
				18/11/2016	20000	buy	50000	0.36
				25/11/2016	40000	buy	90000	0.64
				02/12/2016	(20000)	Sell	70000	0.50
				09/12/2016	(10000)	Sell	60000	0.43
				23/12/2016	30000	buy	90000	0.64
				30/12/2016	(10000)	Sell	80000	0.57
				06/01/2017	(20000)	Sell	60000	0.43
				13/01/2017	(20000)	Sell	40000	0.29
				20/01/2017	(10000)	Sell	30000	0.21
				27/01/2017	10000	buy	40000	0.29
				10/02/2017	20000	buy	60000	0.43
				17/02/2017	(10000)	Sell	50000	0.36
				24/02/2017	10000	buy	60000	0.43
				03/03/2017	(30000)	Sell	30000	0.21
				10/03/2017	10000	buy	40000	0.29
				24/03/2017	10000	buy	50000	0.36
				31/03/2017	(10000)	Sell	40000	0.29
		40000	0.29	31/03/2017	-	-	40000	0.29
3	Hem Chand Jain	300000	2.14	01/04/2016	-	-	300000	2.14
				19/08/2016	(110000)	Sell	190000	1.36
				26/08/2016	(60000)	Sell	130000	0.93
				02/09/2016	60000	buy	190000	1.36
				09/09/2016	950000	buy	1140000	8.15
				16/09/2016	(950000)	Sell	190000	1.36
				23/09/2016	410000	buy	600000	4.29
				11/11/2016	(70000)	Sell	530000	3.79
		530000	3.79	31/03/2017	-	-	530000	3.79
4	Nareshkumar Ambalal Borana	225000	1.61	01/04/2016	-	-	225000	1.61
				09/09/2016	1125000	buy	1350000	9.65
				16/09/2016	(1125000)	Sell	225000	1.61
				24/03/2017	230000	buy	455000	3.25
		455000	3.25	31/03/2017	-	-	455000	3.25
5	Nareshkumar Ambalal Borana HUF	225000	1.61	01/04/2016	-	-	225000	1.61
				09/09/2016	1125000	buy	1350000	9.65
				16/09/2016	(1125000)	Sell	225000	1.61
				24/03/2017	160000	buy	385000	2.75
		385000	2.75	31/03/2017	-	-	385000	2.75
6	Indu Jain	180000	1.29	01/04/2016	-	-	180000	1.29
				09/09/2016	900000	buy	1080000	7.72
				16/09/2016	(900000)	Sell	180000	1.29
		180000	1.29	31/03/2017	-	-	180000	1.29
7	Y Gokul	150000	1.07	01/04/2016	-	-	150000	1.07
				02/09/2016	(10000)	Sell	140000	1.00
				23/09/2016	(100000)	Sell	40000	0.29
				30/09/2016	(10000)	Sell	30000	0.21
				11/11/2016	(10000)	Sell	20000	0.14
				25/11/2016	(10000)	Sell	10000	0.07
				25/11/2016	(10000)	Sell	0	0.00

		0	0	31/03/2017	-	-	0	0
8	Shri Parasram Holdings Pvt.Ltd.	110000	0.79	01/04/2016	-	-	110000	0.79
				08/04/2016	10000	buy	120000	0.86
				22/04/2016	10000	buy	130000	0.93
				29/04/2016	10000	buy	140000	1.00
				06/05/2016	10000	buy	150000	1.07
				13/05/2016	10000	buy	160000	1.14
				10/06/2016	(140000)	Sell	20000	0.14
				12/08/2016	20000	buy	40000	0.29
				30/09/2016	(40000)	Sell	0	0.00
				25/11/2016	10000	buy	10000	0.07
				24/03/2017	(10000)	Sell	0	0.00
		0	0	31/03/2017	-	-	0	0
9	Elavia Rayomand M	80000	0.57	01/04/2016	-	-	80000	0.57
				09/09/2016	400000	buy	480000	3.43
				16/09/2016	(400000)	Sell	80000	0.57
				24/02/2017	(40000)	Sell	40000	0.29
				03/03/2017	(40000)	Sell	0	0.00
		0	0	31/03/2017	-	-	0	0
10	Manjudevi Surendrakumar Dharewa	80000	0.57	01/04/2016	-	-	80000	0.57
				09/09/2016	400000	buy	480000	3.43
				16/09/2016	(400000)	Sell	80000	0.57
				17/02/2017	(80000)	Sell	0	0.00
		0	0	31/03/2017	-	-	0	0
11	Gaurav Jain	0	0	01/04/2016	-	-	0	0
				11/11/2016			220000	1.57
		220000	1.57	31/03/2017	-	-	220000	1.57
12	Hem Securities Limited	0	0	22/04/2016	-	-	10000	0.07
				29/04/2016	10000	buy	20000	0.14
				06/05/2016	20000	buy	40000	0.29
				13/05/2016	(20000)	Sell	20000	0.14
				27/05/2016	10000	buy	30000	0.21
				03/06/2016	20000	buy	50000	0.36
				10/06/2016	(50000)	Sell	0	0.00
				29/07/2016	10000	buy	10000	0.07
				05/08/2016	(10000)	Sell	0	0.00
				26/08/2016	10000	buy	10000	0.07
				09/09/2016	50000	buy	60000	0.43
				16/09/2016	(50000)	Sell	10000	0.07
				23/09/2016	10000	buy	20000	0.14
				07/10/2016	(10000)	Sell	10000	0.07
				11/11/2016	10000	buy	20000	0.14
				18/11/2016	(10000)	Sell	10000	0.07
				25/11/2016	20000	buy	30000	0.21
				02/12/2016	(20000)	Sell	10000	0.07
				09/12/2016	20000	buy	30000	0.21
				16/12/2016	(10000)	Sell	20000	0.14
				30/12/2016	30000	buy	50000	0.36
				13/01/2017	20000	buy	70000	0.50
				27/01/2017	20000	buy	90000	0.64
				10/02/2017	(40000)	Sell	50000	0.36

				17/02/2017	20000	buy	70000	0.50
				24/02/2017	10000	buy	80000	0.57
				03/03/2017	410000	buy	490000	3.50
				10/03/2017	80000	buy	570000	4.07
				17/03/2017	130000	buy	700000	5.00
				24/03/2017	(480000)	Sell	220000	1.57
				31/03/2017	(60000)	Sell	160000	1.14
		160000	1.14	31/03/2017	-	-	160000	1.14
13	Vinod Lodha	0	0	09/12/2016	-	-	20000	0.14
				30/12/2016	50000	buy	70000	0.50
				03/02/2017	20000	buy	90000	0.64
				24/02/2017	(10000)	Sell	80000	0.57
		80000	0.57	31/03/2017	-	-	80000	0.57
14	Jitender Mittal	0	0	10/06/2016	-	-	100000	0.71
				18/11/2016	(50000)	Sell	50000	0.36
				31/03/2017	10000	buy	60000	0.43
		60000	0.43	31/03/2017	-	-	60000	0.43
15	Chandrakant Rajanshi Chheda	40000	0.29	01/04/2016	-	-	40000	0.29
				20/05/2016	(10000)	Sell	30000	0.21
				27/05/2016	10000	buy	40000	0.29
				24/06/2016	10000	buy	50000	0.36
				04/07/2016	10000	buy	60000	0.43
				09/09/2016	300000	buy	360000	2.57
				16/09/2016	(300000)	Sell	60000	0.43
				14/10/2016	10000	buy	70000	0.50
				11/11/2016	20000	buy	90000	0.64
				23/12/2016	(20000)	Sell	70000	0.50
				06/01/2017	(10000)	Sell	60000	0.43
				24/03/2017	(100000	Sell	50000	0.36
		50000	0.36	31/03/2017	-	-	50000	0.36

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding					Cumulative Share-holding during the year (01/04/16 to 31/03/17)	
		No. of Shares at the beginning (01-04-2016) /end of the year (31/03/2017)	% of total shares of the Company	Date	Increase/ Decrease in Share-holding	Reasons	No. of Shares	% of total shares of the Company
1	Rajkumar Mangilal Borana	2082921	14.88	01/04/2016	-	-	-	-
		2082921	14.88	31/03/2017	-	-	2082921	14.88
2	Deepak A Dalmia	1819168	13.00	01/04/2016	-	-	-	-
		1819168	13.00	31/03/2017	-	-	1819168	13.00
3	Amitkumar Anandbhai Dalmia	1799171	12.86	01/04/2016	-	-	-	-
		1799171	12.86	31/03/2017	-	-	1799171	12.86

4	Ankur Mangilal Borana	1632918	11.67	01/04/2016	-	-	-	-
		1632918	11.67	31/03/2017	-	-	1632918	11.67
5	Dharmesh Prafulchandra Mehta	Nil	-	01/04/2016	-	-	-	
		Nil	-	31/03/2017	-	-	Nil	-
6	Girish Kumar Kalawatia	Nil	-	01/04/2016	-	-	-	
		Nil	-	31/03/2017	-	-	Nil	-
7	Manak Lal Tiwari	Nil	-	01/04/2016	-	-	-	
		Nil	-	31/03/2017	-	-	Nil	-
8	Prerna Vikas Jain	Nil	-	01/04/2016	-	-	-	
		Nil	-	31/03/2017	-	-	Nil	-
10	Jyoti Arun Agarwal*	Nil	-	01/04/2016	-	-	-	
		Nil	-	31/03/2017	-	-	Nil	-

V INDEBTEDNESS

Indebtedness of the company including interest outstanding/accrued but not due for payment

Sr. No.		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
1	**Indebtedness at the beginning of the financial year**			NOT APPLICABLE	
	i) Principal Amount	263,893,639	96,500,000		360,393,639
	ii) Interest due but not paid	-	3,781,607		3,781,607
	iii) Interest accrued but not due	-	-		-
	Total (i+ii+iii)	**263,893,639**	**100,281,607**		**364,175,246**
2	**Change in Indebtedness during the financial year**				
	• Addition	29,213,692	10,584,831		39,798,523
	• Reduction	82,483,299	6,511,799		-88,995,098
	Net change	**(53,269,607)**	**4,073,032**		**(49,196,575)**
3	**Indebtedness at the end of the financial year**				
	i) Principal Amount	210,624,032	96,500,000		307,124,032
	ii) Interest due but not paid	-	7,854,639		7,854,639
	iii) Interest accrued but not due	-	-		-
	Total (i+ii+iii)	**210,624,032**	**104,354,639**		**314,978,671**

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sr. No.	Particulars of Remuneration	Name of MD / WTD / Manager				Total Amount
		Amitkumar A. Dalmia	Rajkumar M. Borana	Ankur M. Borana	Deepak A Dalmia	
1	Gross Salary					
	a) Salary as per provisions contained in the section 17(1) of the Income-tax Act, 1961	750,000	750,000	750,000	750,000	3,000,000
	b) Value of perquisites u/s 17(2)	-	-	-	-	-
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission — as % of profit — others, specify	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total (A)	**750,000**	**750,000**	**750,000**	**750,000**	**3,000,000**
	Ceiling as per the Act	Rs. 42.00 Lakhs (Being an inadequate profit of the company where the effective capital is 5 crores and above but less than 100 Crores as per the schedule V of the Companies Act, 2013).				

B. Remuneration to other directors

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Dharmesh P. Mehta	Girish Kumar Kalawatia	Manak Lal Tiwari	Prerna V. Jain	
1	Independent Directors					
	• Fee for attending board / committee meetings	14,000	14,000	14,000	14,000	56,000
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
2	Total (1)					
	Other Non-Executive Directors					
	• Fee for attending board / committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	**14,000**	**14,000**	**14,000**	**14,000**	**56,000**

	Total Managerial Remuneration					**3,056,000**
	Overall Ceiling as per the Act	Rs. 42.00 Lakhs (Being an inadequate profit of the company where the effective capital is 5 crores and above but less than 100 Crores as per the schedule V of the Companies Act, 2013).				

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

Sr. No.	Particulars of Remuneration	CEO/Company Secretary/CFO	Total Amount
		Jyoti Agarwal	
1	Gross Salary		
	a) Salary as per provisions contained in the section 17(1) of the Income-tax Act, 1961	300,000	300,000
	b) Value of perquisites u/s 17(2)		-
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		-
2	Stock Option		-
3	Sweat Equity		-
4	Commission — as % of profit — others, specify		-
5	Others, please specify		-
	Total	**300,000**	**300,000**

VII PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / court]	Appeal made, if any (give details)
A. COMPANY					
Penalty	NONE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NONE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE				
Punishment					
Compounding					

Sd/-

Rajkumar Mangilal Borana
(Chairman & Managing Director)
DIN: 01091166

Place: **SURAT**
Date: 27/05/2017

"ANNEXURE-E"

DETAILS PERTAINING TO EMPLOYEES AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT 2013

STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The percentage increase in remuneration of each Director and Company Secretary during the financial year 2016-17, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-17 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 financial year 2016-17 (in Rs.)	% increase in Remuneration in the Financial Year 2016-17	Ratio of remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Mr. Rajkumar Borana (Chairman and Managing Director)	750,000	150%	7.58	During the year, Profit before Tax was Rs. 4,400,509.45 which was decreased by 79.10% over the financial year 2015-16 and the company has incurred net loss of Rs. (4,794,305.60) in the financial year 2016-17 against the net profit of Rs. 13,925,206.26/- over the financial year 2015-16
2	Mr. Amitkumar Dalmia (Whole time Director)	750,000	150%	7.58	
3	Mr. Deepak Dalmia (Whole time Director)	750,000	150%	7.58	
4	Mr. Ankur Borana (Chairman and Whole time Director)	750,000	150%	7.58	
6	Jyoti Arun Agarwal* (Company Secretary)	300,000	NIL	3.03	

i. The median remuneration of employees of the Company during the financial year was Rs. 99,000/-.

ii. The Number of permanent employees on the rolls of the company as of March 31, 2017 and March 31, 2016 was 337 and 345 respectively;

iii. In the Financial year, there was an increase of 35.25% in the median remuneration of employees due to increase in pay scale of the employees;

iv. The revenue growth during financial year 2017 over financial year 2016 was 28.12% whereas during the year the company has incurred net loss of Rs. 4,794.31 due to share in loss of newly constituted partnership firm to the extent of Rs. 27,822.80 (Rs. in thousands) (because of depreciation). The aggregate remuneration of the employees grew by 6.58% over the previous financial year due increase in pay scale of the employees. The total remuneration of Key Managerial Personnel was increased by 150% in 2017 over financial year 2016.

v. Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:
The total remuneration of Key Managerial Personnel grew by 150.00% from Rs. 1,200,000/- in 2015-16 to Rs. 3,000,000/- in 2016-17 whereas the Profit before Tax declined by 79.10% to Rs. 4,400,509.45/- in 2016-17 (Rs. 21,057,890 in 2015-16)

vi. Variations in the market capitalization of the Company

(1) The market capitalization as on March 31, 2017 was Rs. 36.74 crore and as on March 31, 2016 is Rs.12.81 crore.

(2) Price Earnings ratio of the Company was (77.21) as at March 31, 2017 and as on March 31, 2016 it was 9.24.

(3) Percentage Increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer in the year- The Company had come out with Initial Public Offer (IPO) in April 2014. An amount of Rs. 1,000 invested in the said IPO would be worth Rs. 2,625 as on March 31, 2017 indicating the increase in Annual Growth Rate at 186.89 %.

vii. Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2016-17 was 8.59% and the increase in the managerial remuneration for the same financial year was 150%.

viii. The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

ix. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year are as follows:

Particulars	Employees Details		
Employee Name	Chandrakant Ramavtar Pare	Dinesh Tripathi	Jyoti Tripathi
Designation	DGM Marketing	Business Head	DGM - HR
Education Qualification	MBA	Be. Tech	B. Com
Nature of Employment	Permanent	Permanent	Permanent
Age	41 Years	42 Years	39 Years
Experience	20 Years	25 Years	21 Years
Date of Joining	28.02.2016	15.10.2016	15.10.2016

Gross Remuneration	840,000 /-	1,275,000 /-	1,275,000 /-
Previous employment and designation	Mafatlal Industries Ltd. Sr. Manager	Mafatlal Industries Ltd. Sr. Manager	Mafatlal Industries Ltd. Sr. Manager
No. of Shares held in Company	NIL	NIL	NIL
Employee Relation with Director	N/A	N/A	N/A
Ratio	0.89	0.59	0.59

x. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Sd/-

Rajkumar Mangilal Borana
(Chairman & Managing Director)
DIN: 01091166

Place: **SURAT**
Date: 27/05/2017

Management Discussion and Analysis REPORT

MANAGEMENT DISCUSSION AND ANALYSIS

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.

OPERATIONS

As per the latest GDP growth estimates, India's economic growth is 6.8 per cent which was previously estimated 7.2 per cent, the shortfall of 0.4 per cent in growth is due to demonetization took place in 2016-17. Particularly, performance of industry sector was excellent in the last year, and your company has maintained and is stable at the same position in the current year also. The performance of your Company is highly encouraging. Your Company has closed the financial year 2016-17 with 27.39% growth in sales which shown a remarkable growth compared to the previous year. Your Company has achieved the growth across all business segments.

OUTLOOK

1. INDIAN MARKET

Denim is now considered a staple product not only in the major metropolitan cities of India, but also in the Tier II and III cities. There is increasing acceptability of denim amongst all strata of the Indian society. However, the top 10 towns that account for less than 10% of Indian population account for almost 50% of domestic denim consumption. With almost 35% of sales from the organised sector and 40% from the branded segment, the denim trend is expected to penetrate the market further and register significant growth in the near future.

Denim is of the most promising category in India's apparel market. The Indian denim industry has shown continual growth over the years and currently the country boasts of a denim manufacturing capacity of around 1.2 billion meters per annum which is expected to increase to 2.0 billion meters in next three to four years owing to the huge demand for the fabric. India's share in the overall denim manufacturing capacities is around 10%. For a majority of the Indian youth, denim is not just a casual wear, but more of a fashion statement. Almost 85% of the market is dominated by men, with 10% contribution from the female segment and the kids segment contributing about 5% of the market. Despite the impressive statistics, the Indian denim manufacturing industry contributes 5% to the global scenario, reflecting the overall performance of the textiles industry. However, according to industry experts, denim is the only segment in the Indian textile industry that has the potential to grow manifold.

Dramatic change in the entire denim fashion came in the last few years, when a new set of specialized yarns were introduced.

Denim fabric production in India is concentrated in the western and a northern part of the country with more than 45 percent contribution coming from Gujarat which is the production hub. Denim apparel production in India remains a fragmented industry where only 20-30 percent of denim apparel is manufactured in the organized units.

2. Future Prospects

The Government has introduced the Amended Technology Up-gradation Fund Scheme to give a further boost for technology investment in the textile industry. The TUFS targets employment generation, exports, conversion of existing looms to better quality technology looms and improved quality of processing industry.

However, there are several challenges ahead for the Textile industry for enhancing its competitive strength and global positioning in terms of inflexible labour laws, poor infrastructure, high transportation cost, scarcity of trained manpower, high energy costs which will have to be addressed to sustain the growth momentum of the Industry.

Irrespective of a handful of unfavourable conditions, the future appears bright for the Indian textile industry, which is set for strong growth, buoyed by strong domestic consumption. Further, the growing Indian economy and rising disposable income will render a strong tailwind to the textile sector.

SWOT ANALYSIS OF DENIM INDUSTRY:

1. Strengths

- Existence of sufficient productive capacity
- Managements with professional and business background
- Existence of qualified technical personnel
- Easy availability of raw materials
- Large domestic market
- Abundant availability of excellent quality cotton suitable for denim

2. Weaknesses

- Non availability cost efficient skilled labour
- Cost based market set up
- Not ready for diversification of products

3. Opportunities

- Growing domestic and international demands
- Indian market is most reliable and efficient market for US, Europe & UK Buyers
- Product mix and product diversification

4. Threats

- Entry of multinational in domestic markets
- Demand supply mismatch, resulting into oversupply position in Domestic Market
- Stiff competition from other Asian countries such as China, Indonesia, Thailand, Bangladesh and Pakistan
- Fast changing fashion and fabric demands

REVIEW OF OPERATIONS

Your directors report that during the year under review your company has posted higher income of Rs. 2,055,328.92 (in thousands) in the current year as compared to Rs. 1,626,462.13 (in thousands) in the corresponding previous year. During the current year your company has shown a negative trend in profit of Rs. 4,794.31 (in thousands) as against to the net Profit of Rs. 13,924.59 (in thousands) in the corresponding previous year. This is mainly because of share in loss of newly constituted partnership firm to the extent of Rs. 27,822.80 (Rs. in thousands) (because of depreciation).

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company including 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 disclosure. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls.

RISK AND CONCERNS

The Company is exposed to risks from market fluctuations of foreign exchange, interest rates and commodity prices and other business risks.

1. Foreign Exchange Risk

Your Company's policy is to hedge its long-term foreign exchange risk as well as short-term exposures within the defined parameters

2. Interest Rate Risk

Your Company is exposed to interest rate fluctuations on its Rupee denominated borrowings. It uses a judicious mix of fixed and floating rate debts within the stipulated parameters. The Company continuously monitors its interest rate exposures and whenever required, uses derivative instruments to minimize interest rate risk and interest costs. In view of the

continuous risk mitigating strategy adopted by the Company, it does not perceive interest rate risk as having any material impact on its profitability, at any point of time.

3. Commodity Price Risk

The Company is exposed to the risk of price fluctuation on raw materials as well as finished goods in all its products. The Company proactively manages these risks in inputs through purchase contract or forward booking for cotton, its main raw material and inventory management. The Company's reputation for quality and the existence of a strong marketing network mitigates the impact of price risks on finished goods.

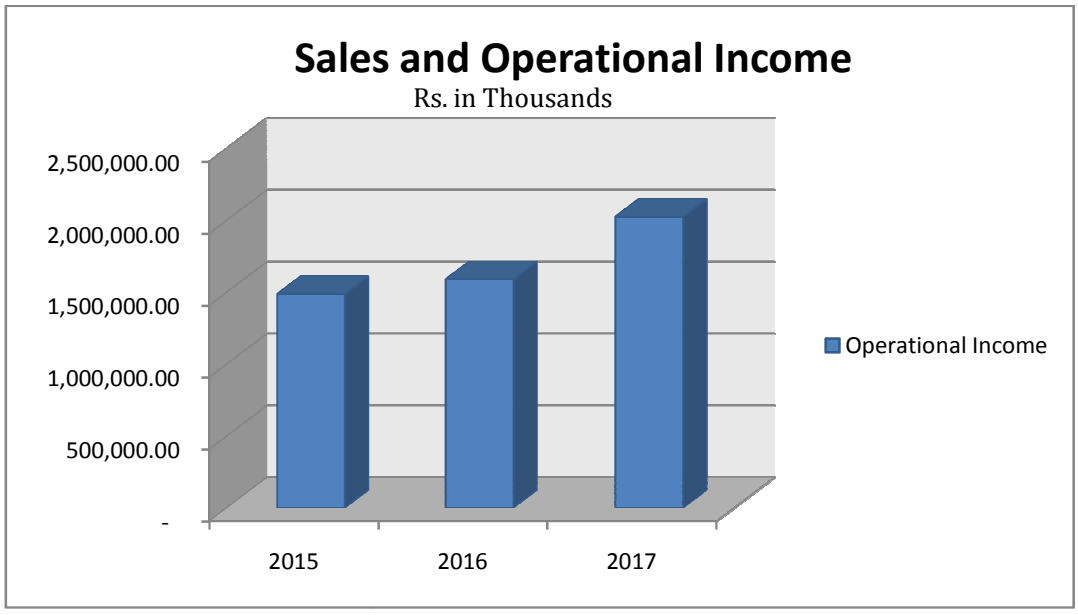
4. Other Business Risks

Apart from the risk on account of interest rate, foreign exchange and regulatory changes, the business of the company is exposed to certain operating business risks, which are managed by regular monitoring and corrective actions.

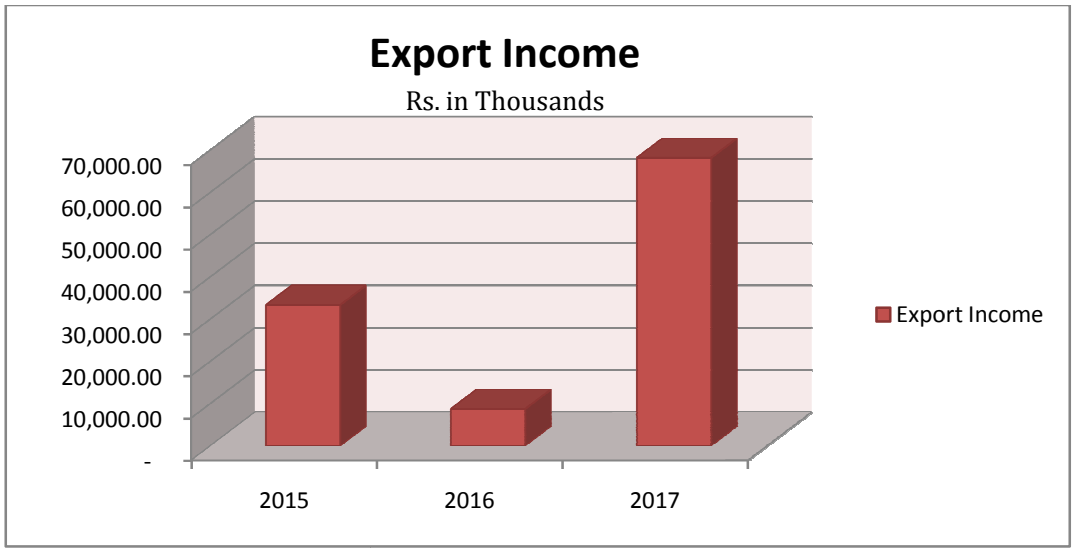
FINANCIAL PERFORMANCE AND OPERATIONAL PERFORMANCE

The company has reported total revenue of Rs. 2,055,328.92 (Rs. in Thousands) as compared to previous year Rs. 1,626,462.13 (Rs. in Thousands) and PBT stood at 4400.51 (Rs. in Thousands) as compared to previous year Rs. 21,057.89 (Rs. in Thousands). The Increase in sales was led by volume of growth in domestic and export market.

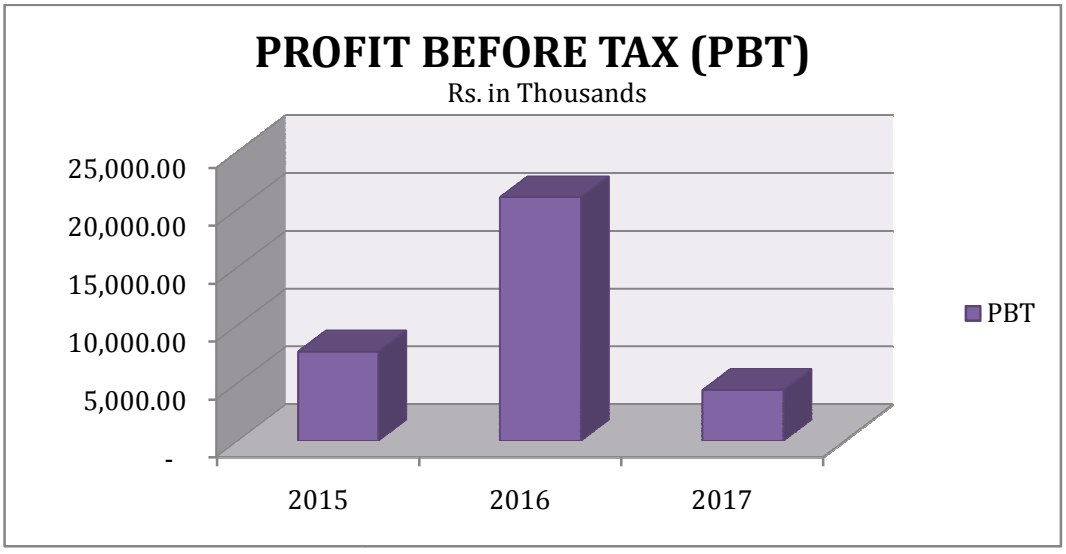
SALES AND OPERATIONAL INCOME FOR LAST THREE FINANCIAL YEAR



EXPORT INCOME FOR LAST THREE FINANCIAL YEAR



PROFIT BEFORE TAX (PBT) FOR LAST THREE FINANCIAL YEAR



COSTS-DENIM BUSINESS

During the year 2017, the economy witnessed an upward movement in the overall cost structure and the Company continued to focus on cost improvements through its excellent programs.

1. Cost of materials consumed

Cost of materials consumed accounted for 83.78% of total income from operations (78.75% in 2016). Cost of material consumed increased by 37.53% in

2017 over 2016. Whereas amount of Yarn consumption were decreased by 29.27% in 2017 as compared to 2016 and amount of Coal/Lignite consumption were decreased by 2.10% in 2017 as compared to 2016. Amount of Color/Chemical consumption were decreased by 8.04% in 2017 over 2016 and amount of stores/packing materials consumption were decreased by 54.19% in 2017 as compared to 2016. The cost of material is hiked mainly due to consumption of grey in the current year.

2. Power & Fuel

The power and fuel (electricity Expenses) spent was Rs. 72,885.71 (in thousands) which constitutes 3.60% of the total income from operations of the company.

3. Other Expenditure

Other expenditure (exclusion of Manufacturing Expenditure) constitutes 1.13% of total income from operations of the Company. The increase in other expenditure (exclusion of Manufacturing Expenditure) was only 8.60% in 2017 over 2016.

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 2016-17, a Sustainable Development was developed with a focus on the following areas:

1. Water Emissions

- Our Company is a member of Gujarat Eco-Textile Park (GETP) since 2014, The Park helps us to reduce water pollution. The Company has also implemented various measures across all its operations to control fugitive emissions.

2. Air Emissions

- Initiatives were taken to reduce air pollution causes due to production processes. Company has taken license from Gujarat Pollution Control Board (GPCB). The officer's of the board often comes on a surprise visit to our factory and verify the level of air pollution. The samples are tested by GPCB in their own laboratory and report is issued to us. The Company has also installed Air Receiver in weaving department to reduce and have control on Air Emissions.

HEALTH & SAFETY

Health & Safety (H&S) remains the Company's top priority. Our company is equipped with proper first aid facilities, Medical facilities and stretchers. The shift supervisors have been trained in basic life support techniques.

With regard to safety, two key areas of focus identified were Facility Management for the employees and Equipment, Tools & Material Management. The Facility Management initiative was implemented to ensure adequate welfare facilities for employees such as washrooms with

bathing facilities, rest rooms, proper availability of drinking water etc. The Equipment, Tools & Material Management program ensured that the tools used by employees were safe and the company provides earplugs, helmet, nose & face mask, hand gloves, safety shoes to protect its employees. The process of screening of employees was made more stringent to ensure that the employees were aligned with the Company's objectives.

HUMAN RESOURCES

Many initiatives have been taken to support business through organizational efficiency, process change support, and various employees' engagement programs, which have helped the Organization, achieve higher productivity levels. A significant effort has also been undertaken to develop leadership as well as technical/functional capabilities in order to meet future talent requirement.

The Company's HR processes such as hiring and on boarding, fair transparent performance evaluation and talent management process, and market aligned policies have been seen as at good level practices in the Industry.

1. **Employees of Choice:**

   The Company has positioned itself as one of the best companies to work for. Employees have option to work with the world class technologies and have flexibility to pursue different functions. Employees are encouraged to express their views and are empowered to work independently. Employees are given the opportunity to learn through various small projects, which make them look at initiatives from different perspectives and thus provide them with a platform to become result oriented. This has helped greatly in overall development of the employee and has significantly arrested the attrition rate.

2. **Leadership Development:**

   As a part of leadership development, talented employees have been seconded to the senior leadership team to mentor them and prepare them for the next higher role. Apart from this, a large number of senior, middle and other employees are sent for leadership programs or are assigned to small independent projects, which are planned for identified talent.

3. **Industrial Relation:**

   The Company shares relevant business information with the union in order to enlighten them and make them sensitive towards business requirements. This has helped to build a healthy relationship and resolve issue through mutual dialogue. There has been no dispute between the management and workers during the year.

4. **Individual Development Planning:**

   This is an annual process tied to business planning and the budget cycle, whereby the management in our organization establishes training goals and plans for employees of the organization.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE REPORT

(as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Corporate Governance refers to a combination of regulations, procedures and voluntary practices that enable Companies to maximize shareholder's value by attracting financial and human capital and efficient performance. The Company believes that good corporate governance contemplates that corporate actions balance the interest of all shareholders and satisfy the tests of accountability and transparency.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate governance at R & B Denims Limited is a value-based framework to manage our Company affairs in a fair and transparent manner. As a responsible corporation, we use this framework to maintain accountability in all our affairs and employ democratic and open processes. We have evolved guidelines and best practices to ensure timely and accurate disclosure of information regarding our financials, performance, leadership and governance of the Company.

Our corporate governance philosophy is based on the following principles:

- Satisfy the spirit of the law and not just the letter of the law. Corporate governance standards should go beyond the law.
- Be transparent and maintain a high degree of disclosure levels. When in doubt, disclose.
- Make a clear distinction between personal conveniences and corporate resources.
- Communicate externally, in a truthful manner, about how the Company is run internally.
- Have a simple and transparent corporate structure driven solely by business needs.
- The Management is the trustee of the shareholders' capital and not the owner.

The Board of Directors ('the Board') is at the core of our corporate governance practice and oversees how the Management serves and protects the long-term interests of all our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance.

In our Board, 4 out of 8 are independent members. Given below is the report on Corporate Governance at R & B Denims Limited.

2. BOARD OF DIRECTORS

Composition of the Board

The Board has 8 Directors, comprising of Chairman / Managing Director, 3 Executive Whole time Directors and 4 Non- Executive Directors. The Non-Executive Directors who are also Independent Directors possess rich and vast knowledge and experience in the varied fields that bring in independent judgment to the Board's discussions and deliberations.

The following is the Composition of the Board as at 31st March, 2017:

Sr. No.	Name of Director	category	Attendance of Board meeting	Attendance at the last AGM	No. of other Directorship / Committees		
					O.D.	C.M.	C.C.
1	Rajkumar Mangilal Borana	Executive - Chairman & Managing Director	4	Yes	.	.	.
2	Amitkumar Anand Dalmia	Executive - Whole time Director	4	Yes	.	.	.
3	Deepak Anand Dalmia	Executive - Whole time Director	4	Yes	.	.	.
4	Ankur Mangilal Borana	Executive - Whole time Director	4	Yes	.	.	.
5	Dharmesh Prafulchandra Mehta	Non-executive - Independent Director	4	Yes	.	.	.
6	Girish Kumar Kalawatia	Non-executive - Independent Director	4	Yes	.	.	.
7	Manak Lal Tiwari	Non-executive - Independent Director	4	Yes	.	.	.
8	Prerna Vikas Jian	Non-executive - Independent Director	4	Yes	.	.	.

(O.D.) Directorship in other Public Limited Company

(C.M.) Committee Membership

(C.C.) Committee Chairmanship

The annual calendar of Board and Committee Meetings is agreed upon at the beginning of each year. Meetings are governed by a structured Agenda and a Board member may bring up any matter for consideration of the meeting in consultation with the Chairman. Agenda papers are generally circulated to the Board members at least 4-5 working days in advance. Detailed presentations are made at the meetings on all major issues to enable the Board to take informed decisions.

A) NO. OF BOARD MEETING HELD AND DATES

1	20/05/2016	2	22/09/2016	3	14/11/2016	4	23/03/2017

Committees of the Board

The Board of Directors has constituted 3 Committees of the Board viz.

- Audit Committee
- Stakeholders Relationship Committee
- Nomination & Remuneration Committee

The Board determines the terms of reference of these Committees from time to time. Meetings of these Committees are convened by the respective Committee Chairman/Company Secretary. At each Board Meeting, minutes of these Committees are placed before the Directors for their perusal and noting.

3. AUDIT COMMITTEE

The Audit Committee of the Company comprises of 4 members, 3 of whom are Non-Executive-Independent Directors. Mr. Girish Kumar Kalawatia, an Independent Director acts as a Chairman of the Committee. The Committee members are Qualified having requisite experience in the fields of Finance and Accounts, Banking and Management. The Director and Statutory Auditors are invitees to Audit Committee meetings and the Company Secretary acts as the Secretary of the Audit Committee.

The following is the Composition of the Audit Committee as at 31st March, 2017:

Sr. No	Name of the Director	Status in Committee	Nature of Directorship	No. of Meetings	
				Held	Attend
1	Mr. Girish Kumar Kalawatia	Chairman	Non–Executive & Independent Director	4	4
2	Mr. Dharmesh Mehta	Member	Non–Executive & Independent Director	4	4
3	Mr. Rajkumar Borana	Member	Managing Director	4	4
4	Mrs. Prerna Jain	Member	Non–Executive & Independent Director	4	4

During the year 2016-17 Audit Committee meeting was held 4 Times. The necessary quorum was preset in the meeting. The dates of meetings are as follow:

1	29/06/2016	2	24/08/2016	3	18/10/2016	4	25/02/2017

Role of Audit Committee

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Approval of payment of statutory auditors for any other services rendered by the statutory auditors.
3. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
   (a) Matters required being included in the Directors' 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 finance statements.
   (f) Disclosure of any related party transactions.
   (g) Qualifications in the draft audit report.
4. Reviewing, with the management, the quarterly financial statements.
5. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
6. 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.
7. Discussion with internal auditors any significant findings and follow up thereon.
8. 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.
9. 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.
10. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
11. Management Discussion and Analysis of financial condition and results of operations.
12. To look into any other matter which may be referred to it by the Board.
13. In addition to the above, the Committee shall have such functions / role / powers as may be specified in the Companies Act, Listing Agreement with Stock Exchanges or any other applicable law.
14. Reviewing the following information:
   (a) The Management Discussion and Analysis of financial condition and results of operations
   (b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management
   (c) Management letters/letters of internal control weaknesses issued by the statutory auditors
   (d) Internal audit reports relating to internal control weaknesses; and
   (e) Reviewing the appointment, removal and terms of remuneration of the Chief internal auditor / internal auditor(s)

4. CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors of the Company has constituted a Nomination and Remuneration Committee consisting of 4 Directors, all of whom are Non-Executive- Independent Directors. The Company Secretary shall act as a Secretary to the Nomination and Remuneration Committee.

The following is the Composition of Nomination and Remuneration Committee as at 31st March, 2017:

Sr. No	Name of the Director	Status in Committee	Nature of Directorship	No. of Meetings	
				Held	Attend
1	Mr. Girish Kumar Kalawatia	Chairman	Non–Executive & Independent Director	2	2
2	Mr. Manak Lal Tiwari	Member	Non–Executive & Independent Director	2	2
3	Mr. Dharmesh Mehta	Member	Non–Executive & Independent Director	2	2
4	Mrs. Prerna Jain	Member	Non–Executive & Independent Director	2	2

During the 2016-17 Nomination and Remuneration meeting was held 2 Times. The necessary quorum was preset in the meeting. The dates of meetings are as follow:

1	**02/08/2016**	**2**	**09/01/2017**

Role of nomination and remuneration committee

1. Determine Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights.
2. Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
3. Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
4. Decide the amount of Commission payable to the Whole time Directors, if any.
5. Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
6. To formulate and administer the Employee Stock Option Scheme.

The following are the details of the remuneration paid to the chairman / Managing Director, Executive Director(s)/Non Executive Director(s) in the financial year 2016-17.

Sr. No	Name of the Director	Salary (Rs.)	Sitting fee (Rs.)	Perquisites (Rs.)	Commission/ Bonus (Rs.)
1	Rajkumar Mangilal Borana	750,000	-	-	-
2	Amitkumar Anand Dalmia	750,000	-	-	-
3	Deepak Anand Dalmia	750,000	-	-	-
4	Ankur Mangilal Borana	750,000	-	-	-
5	Mr. Girish Kumar Kalawatia	-	14,000	-	-
6	Mr. Manak Lal Tiwari	-	14,000	-	-
7	Mr. Dharmesh Mehta	-	14,000	-	-
8	Mrs. Prerna Jain	-	14,000	-	-

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board of Directors of the Company has constituted Stakeholders Relationship Committee consisting of 3 Directors, 2 of whom are Non-Executive- Independent Directors. The Company Secretary shall act as a Secretary to the Stakeholders Relationship Committee.

The Committee shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.

The following is the Composition of the Stakeholders Relationship Committee as at 31st March, 2017:

Sr. No	Name of the Director	Status in Committee	Nature of Directorship	No. of Meetings	
				Held	Attend
1	Mr. Girish Kumar Kalawatia	Chairman	Non–Executive & Independent Director	4	4
2	Mrs. Prerna Jain	Member	Non–Executive & Independent Director	4	4
3	Mr. Amit Dalmia	Member	Whole time Director	4	4

During the 2016-17, Stakeholders Relationship Committee meeting was held 4 Times. The necessary quorum was preset in the meeting. The dates of meetings are as follow:

1	11/04/2016	2	27/07/2016	3	12/12/2016	4	06/03/2017

Role of Stakeholders' Relationship Committee

The terms of reference of the Stakeholders' Relationship Committee are as under:

1. To specifically look into the redressal of Investors' Grievances pertaining to:
   a) Transfer of Shares and Debentures.
   b) Dividends, Interests and Redemption Proceeds of Debentures.
   c) Dematerialisation of Shares and Debentures.
   d) Replacement of Lost, Stolen, Mutilated Share and Debenture Certificates.
   e) Non-receipt of Rights, Bonus, Split Share Certificates.
2. To look into other related issues towards strengthening Investors' Relations.
3. To consider and approve issuance of Share/Debenture Certificates including Duplicate Share/ Debenture Certificates.
4. To look into the reasons for any defaults in the payment to the Depositors, Debenture Holders, Shareholders (in case of nonpayment of Declared Dividends) and Creditors.

6. COMPLIANCE OFFICER

The Board of Directors has designated Mrs. Jyoti Arun Agarwal, Company Secretary of the Company as the Compliance Officer.

7. SHAREHOLDERS' COMPLAINTS

During the year ended 31 March 2017, the Company has not received any complaints from the shareholders/investors. As on 31 March 2017, no shareholder/investor complaint was pending.

8. GENERAL INFORMATION TO SHARE HOLDERS

i) GENERAL BODY MEETINGS

Sr. NO	AGM DATE	LOCATION	TIME
1	09/08/2011	Block No.467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India	2.00 P.M.
2	24/07/2012	Block No.467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India	2.00 P.M.
3	30/09/2013	Block No.467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India	2.00 P.M.
4	22/09/2014	Block No.467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India	11.00 A.M.
5	22/06/2015	Block No.467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India	11.00 A.M.
6	10/07/2016	Block No.467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India	11.00 A.M.

ii) APPOINTMENT OF DIRECTORS

Mr. Ankur Mangilal Borana (holding DIN 01091164), who retires by rotation at this annual general meeting and being eligible offers himself for re-appointment. His detail is as mentioned below.

Name of the Director	**Mr. Ankur Mangilal Borana**
Date of Birth	07/07/1980
Date of appointment	17/11/2010
Date of Re-appointment	Proposed in the AGM
Qualification	B.Com
Expertise in specific functional areas	Rich experience of 15 years in the field of Textile Industries
List of other Directorship	1. Borana Filaments Private Limited 2. Borana Automobiles Private Limited (converted into LLP) Borana Automobiles LLP
Committees Membership of the Companies	NIL
No. of shares held In the Company	1632918

iii) ANNUAL GENERAL MEETING (TENTATIVE)

Date 10th July, 2017
Time 11.00 A.M.
Venue Block No.467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India

iv) FINANCIAL CALANDER (TENTATIVE)

The financial year of the company is 1st April to 31st March and financial results will be declared as per the following schedule:

Particular	Tentative schedule
Half yearly un-audited results	Within 45 days from 30th September, 2016
Annual audited result	Within 60 days from 31st March, 2017

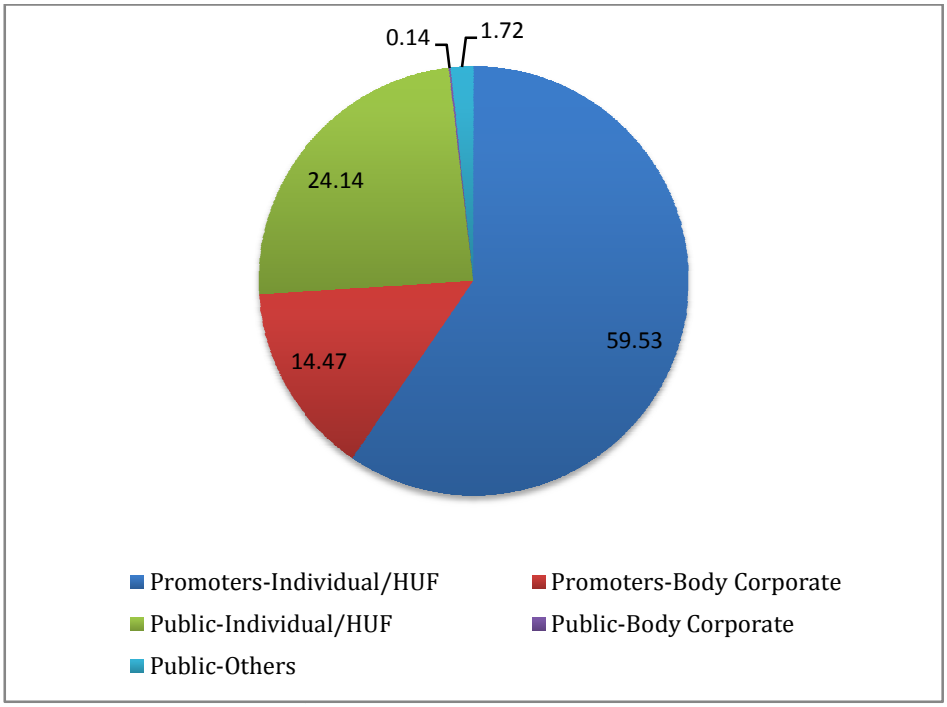
v) DISTRIBUTION OF SHAREHOLDING AS ON 31 MARCH, 2017

Shareholding of Nominal Rs.		Number of Shareholders	Percentage of Total	Share Amount (Rs.)	Percentage of Total
Rs.	**Rs.**				
1	5000	1	1.0309	100	0.0001
50001	100000	58	59.7938	5600000	4.0015
100001	999999999	38	39.1753	134346780	95.9984
TOTAL		**97**		**139946880**	**100.00**

vi) CATEGORY OF SHAREHOLDERS AS ON 31 MARCH, 2017

Particulars	Total	% of Total Shares
(A) Promoters Indian		
(a). Individual / HUF	8331678	59.53
(b). Bodies Corporate	2025000	14.47
Sub-Total (A)	**10356678**	**74.00**
Total Shareholding of Promoters (A)	**10356678**	**74.00**
(B) Public Share-holding		
Institutions (B1)	**-**	**-**
Non-Institutions (B2)		
(a). Bodies Corp		
(i). Indian	20000	0.14
(ii). Foreign	-	-
(b). Individuals		
(i). Individuals Shareholders holding nominal share capital upto Rs. 1 lakh	490010	3.50
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	2888000	20.64
(iii) Others		
(Clearing Member)	30000	0.21
(Market Maker)	200000	1.44
(Body Corporate-NBFC)	10000	0.07
Sub-total (B)(2):	**3638010**	**26.00**
Total Public Shareholding (B)=(B)(1)+(B)(2)		
(C) Shares Held by Custodian for GRDs & ADRs	-	-
Grand Total (A+B+C)	**13994688**	**100**

DISTRIBUTION OF SHAREHOLDING



vii) DATE OF BOOK CLOSURE

The book will close from 03/07/2017 to 07/07/2017 (both days inclusive) as Annual closure for the Annual General Meeting.

viii) LISTING ON STOCK EXCHANGES

The Company's shares are listed on Bombay Stock Exchange Ltd (BSE) on SME Platform. The Company has paid the listing fees to the stock exchange for the year 2016-17.

ix) STOCK CODE AND ROC CODE

BSE CODE 538119
ISIN No. INE012Q01013
The Company is registered in the State of Gujarat, India
Having Corporate Identity Number (CIN) is: L17120GJ2010PLC062949

x) MARKET PRICE DATA

The data on price of equity shares of the Company are as under:
High, Low during each month in last financial year and performance in comparison to broad-based indices such as BSE (Sensex):

Month	Share price BSE		BSE Sensex		Volumes
	High	Low	High	Low	No of shares
Apr-16	11.50	9.50	26100.54	24,523.20	90,000
May-16	15.50	12.00	26837.20	25,057.93	2,60,000
Jun-16	16.00	14.40	27105.41	25,911.33	2,20,000
Jul-16	15.95	14.75	28240.20	27,034.14	50,000
Aug-16	16.75	15.00	28532.25	27,627.97	4,80,000
Sep-16	22.00	14.50	29077.28	27,716.78	9,40,000
Oct-16	20.35	19.00	28477.65	27,488.30	80,000
Nov-16	22.00	12.00	28029.80	25,717.93	6,10,000
Dec-16	15.20	12.50	26803.76	25,753.74	3,70,000
Jan-17	18.01	14.35	27980.39	26,447.06	1,90,000
Feb-17	22.00	15.85	29065.31	27,590.10	5,30,000
Mar-17	26.25	21.25	29824.62	28,716.21	5,50,000

xi) REGISTRAR AND SHARE TRANSFER AGENT

BIGSHARE SERVICES PRIVATE LIMITED
E- 2, Ansa Ind Estate, Saki Vihar Road,
Andheri (E), Sakinaka, Mumbai – 400072
Tel Nos: 022 40430200
Fax No: 022-28475207
Email: investor@bigshareonline.com

xii) PLANT LOCATION

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

xiii) REGISTRED OFFICE

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

9. CODE OF BUSINESS CONDUCT AND ETHICS

The Board has laid down comprehensive code of business conduct and ethics. The Board members and senior management personnel are responsible for and are committed to setting the standards of conduct contained in this code and for updating this standards, as appropriate, to ensure their continuing relevance, effectiveness and responsiveness to the needs of local and international investors and all other stakeholders as also to reflect corporate, legal and regulatory developments. This code is being adhered to in letter and in spirit. This code has posted on the Company's website i.e. www.rnbdenims.com. The confirmation of Managing Director for the compliance of the code of business conduct and ethics is as under:

I hereby confirm that:

"The Company hereby affirms that it has complied with the code of business conduct and ethics and received affirmation from Board members and senior management personnel of its compliance."

- Rajkumar Borana
Managing Director

10. INSIDER TRADING

The Board has laid down code of conduct for insider trading in compliance with SEBI (Prohibition of Insider Trading) Regulations 1992. All the directors and senior management personnel who are expected to have access to unpublished price sensitive information concerning the Company is responsible for adherence to this code.

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[As envisaged under Regulation 8(1) of SEBI (Prohibition of insider Trading) Regulation, 2015]

Introduction:
The Securities and Exchange Board of India ("SEBI"), in its endeavor to protect the interest of investors in general, had notified the new Securities and Exchange board of India (Prohibition of insider trading)

Regulation, 2015 ("Regulation") on 15th January, 2015 effective from 15th May, 2015.

It is mandatory in terms of the Regulations for every listed company to formulate a code of practice and procedure for fair Disclosure of unpublished price sensitive information.

The company shall adhere to the following practices and procedures for fair disclosure of unpublished price sensitive information ("UPSI")

UPSI which will impact on price of security shall be promptly disclosed to general public, no sooner than credible and concrete information comes into being in order to make such information generally available.

1. UPSI shall be not disseminated selectively but shall be disseminated uniformly and universally.
2. Compliance officer shall be a chief investor relation officer to deal with dissemination of information and disclosure of UPSI.
3. The company shall give appropriate and fair response to queries on news report and requests for verification of market rumors by regulatory authorities.
4. The following practice shall be complied while meeting with analysts, institutional investors and other Investor relation conferences.
   a) No UPSI shall be shared with them and only information available in public domain shall be shared.
   b) Any of the designated company officials shall remain present during meeting with them.
   c) Transcripts or record of proceedings of meeting with them shall be placed on website of the company within 30 days from meeting.

5. All UPSI shall be handled on a need-to-know basis.

11. RISK MANAGEMENT POLICY

Business risk evaluation and management is an ongoing process within the Company. During the year under review a detailed exercise on risk management was carried out covering the entire gamut of business operation and audit committee and Board members are reviewing and updating the said policy every quarter.

12. DISCLOSURES

None of the transactions with any of the related parties were in conflict with the interests of the Company. All related party transactions are negotiated on arm's length basis and are intended to further the interests of the Company. So far no penalties or strictures have been imposed on the Company by any stock exchange or SEBI or any statutory authority on any matter related to capital market.

13. CEO and CFO CERTIFICATION:

As required by SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015, the CEO and CFO certification is provided in this Annual Report

Sd/-

Rajkumar Mangilal Borana
(Chairman & Managing Director)
DIN: 01091166

Place: **SURAT**
Date: 27/05/2017

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

TO,
THE MEMBERS OF
R & B DENIMS LIMITED
SURAT

I have examined the compliance of conditions of corporate governance by R & B DENIMS LIMITED ("the Company"), for the year ended on 31st March, 2017 as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. My examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above Listing Agreement / Listing Regulations, as applicable.

I state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

FOR, PRADEEP SINGHI & ASSOCIATES
Chartered Accountants
FRN: 108029W

Sd/-

PRADEEP KUMAR SINGHI
Proprietor
M. NO. 024612

Date: 15/04/2017
Place: Surat

CEO and CFO CERTIFICATION TO THE BOARD

TO,
THE MEMBERS OF
R & B DENIMS LIMITED
SURAT

Re: Financial Statements for the year 2016-17 – Certification by CEO and CFO

I, Rajkumar Borana, Chairman & Managing Director of R & B Denims Limited, to the best of our knowledge and belief, hereby certify that:

1. I have reviewed the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement of the Company and all the notes on accounts and the Board's report.

2. These statements do not contain any materially untrue statement or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

3. The financial statements, and other financial information included in this report, present in all material respects a true and fair view of the Company's affairs, the financial condition, results of operations and cash flows of the Company as at, and for, the periods presented in this report, and are in compliance with the existing accounting standards and / or applicable laws and regulations.

4. There are no transactions entered into by the Company during the year that are fraudulent, illegal or violate the Company's Code of Conduct and Ethics, except as disclosed to the Company's auditors and the Company's audit committee of the Board of Directors.

5. I am responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company, and I have :
   (a). Designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under my supervision to ensure that material information relating to the Company is made known to me by others within those entities, particularly during the period in which this report is being prepared.
   (b). Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting.
   (c). Evaluated the effectiveness of the Company's disclosure, controls and procedures.
   (d). Disclosed in this report, changes, if any, in the Company's internal control over financial reporting that occurred during the Company's current financial year that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

6. I have disclosed, based on my most recent evaluation of the Company's internal control over financial reporting, wherever applicable, to the Company's auditors and the audit committee of the Company's Board (and persons performing the equivalent functions):
   (a). Any deficiencies in the design or operation of internal controls, that could adversely affect the Company's ability to record, process, summarize and report financial data, and have confirmed that there have been no material weaknesses in internal controls over financial reporting including any corrective actions with regard to deficiencies.
   (b). Any significant changes in internal controls during the year covered by this report.
   (c). All significant changes in accounting policies during the year, if any, and the same have been disclosed in the notes to the financial statements.
   (d). Any instances of significant fraud of which I am aware, that involve the Management or other employees who have a significant role in the Company's internal control system.

7. I affirm that I have not denied any personnel access to the audit committee of the Company (in respect of matters involving alleged misconduct) and I have provided protection to whistleblowers from unfair termination and other unfair or prejudicial employment practices.

8. I further declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct and Ethics for the year covered by this report.

By Order of Board of Directors

Sd/-

Rajkumar Borana
Chairman & Managing Director

Date: 27/05/2017
Place: Surat

INDEPENDENT AUDITORS' REPORT

INDEPENDENT AUDITORS' REPORT

Independent Auditor's Report On Standalone Half yearly Financial Results and Standalone Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

TO THE MEMBERS OF THE R & B DENIMS LIMITED
REPORT ON THE STANDALONE FINANCIAL STATEMENTS

1. I have audited the accompanying standalone financial statements of The R & B Denims Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. My responsibility is to express an opinion on these standalone financial statements based on my audit.

4. I have taken into account the provisions of the Act and the Rules made there under including the accounting standards and matters which are required to be included in the audit report.

5. I conducted my audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

7. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the standalone financial statements.

8. Opinion

a. *The balances for Sundry Debtors, Sundry creditors, loans & advances, bank balances, statutory and other liabilities as on 31st March' 2017 are subject to confirmation. The figures reported in the financial statement are as per the ledger account.*

b. *I have relied on the information & documents submitted to me by management for physical verification of stores & spares, Fixed assets.*

Subject to above paragraph (a) and (b) and paragraph mentioned under Report on Other Legal and Regulatory Requirements under paragraph 10(d) relating to non-compliance of Accounting Standard, in my opinion and to the best of my information and according to the explanations given to me, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

a. *in the case of the Balance Sheet, of the state of affairs of the Company for the year ended on 31st March, 2017;*
b. *in the case of the Profit and Loss Account, of the profit/ loss for the year ended on 31st March, 2017; and*
c. *in the case of the Cash Flow Statement, of the cash flows for the period from 1st April*, 2016 to 31st March, 2017 on that date

Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as I considered appropriate and according to the information and explanations given to me, I give in the "***Annexure-A"*** a statement on the matters specified in paragraphs 3 and 4 of the Order.

10. As required by Section 143 (3) of the Act, I report that:

a. I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit.

b. In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books.

c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d. In my opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e. On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to my separate Report in "***Annexure B***".

g. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of my knowledge and belief and according to the information and explanations given to me:

1. As per the information provided to me, the Company did not have any provision as at March 31, 2017, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts.

2. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund by the Company.

FOR, PRADEEP SINGHI & ASSOCIATES
Chartered Accountants
FRN: 108029W

Place: Surat
Date: 27/05/2017

Sd/-
PRADEEP KUMAR SINGHI
Proprietor
M. NO. 024612

ANNEXURE A TO THE AUDITOR'S REPORT

As required by the Companies (Auditor's Report) Order, 2016 and according to the information and explanations given to us during the course of audit and on the basis of such checks as were considered appropriate, I report that:

Sr. No.	Particulars	Auditors Remark
(i)	(a). Whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;	Yes company is maintaining proper records.
	(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;	Yes
	(c). Whether title deeds of immovable properties are held in the name of the company. If not, provide details thereof	Yes
(ii)	(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.	Yes physical verification of inventory has been conducted at reasonable intervals by the management. No material discrepancies were noticed.
(iii)	Whether the company has granted any loans, secured or unsecured to companies, firms or other parties covered by clause (76) of Section 2 of the Companies Act, 2013. If so	No such loans granted by the Company during the year under audit.
	(a). Whether the terms and conditions of the grant of such loans are not prejudicial to the company's interest	Not Applicable
	(b). Whether receipt of the principal amount and interest are regular. If not provide details thereof; and	Not Applicable
	(c). If overdue amount is more than rupees five lakhs, whether reasonable steps have been taken by the company for recovery of the principal and interest	Not Applicable
(iv)	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	Not Applicable

(v)	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?	No. Company has not accepted any deposits. 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 and the rules framed there under have been complied.
(vi)	Where 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 made and maintained;	Yes maintained
(vii)	1. Whether the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-Lax, , 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	Yes
	2. 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).	1) Appeal is pending before Commissioner of Appeals for F.Y. 2012-13 for tax demand of Rs. 7,335,180/- and for F.Y. 2013-14 for tax demand of Rs. 18,825,700/- 2) Appeal with CESTAT is pending for levy of Custom Duty for Rs. 193,179/- for import of Coal. 3) The case of the Company stands pending before Appellate Tribunal for the Sales Tax Penalty levied for F.Y. 2012-13. The amount of Penalty is Rs. 57,074/- which is contingent in nature.

(viii)	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. Not Applicable
(ix)	Whether moneys raised by way of public issue/ follow-on offer (including debt instruments) and term loans 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;	No Money has been raised by way of Public issue / follow-on offer during the period. However, disbursement of Term Loan has been made by the Bank directly to the vendors. And there is no delay or default.
(x)	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	No. Not Applicable
(xi)	Whether managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act? If not, state the amount involved and steps taken by the company for securing refund of the same	Yes. Managerial Remuneration has been paid / provided in accordance with provisions of section 197 and under other rules.
(xii)	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	Not Applicable
(xiii)	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.	Yes
(xiv)	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 of the Companies Act, 2013 have been complied and the amount raised have been used for the purposes for which the funds were raised. If not, provide details thereof	The Company has not made any preferential allotment / private placement of shares or fully / partly convertible debentures during the year. Hence compliance for utilization of funds are not applicable.

(xv)	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.	No. Not Applicable

FOR, PRADEEP SINGHI & ASSOCIATES
Chartered Accountants
FRN: 108029W

Place: Surat
Date: 27/05/2017

Sd/-
PRADEEP KUMAR SINGHI
Proprietor
M. NO. 024612

ANNEXURE B TO THE AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

I have audited the internal financial controls over financial reporting of R & B Denims Limited ("the Company") as of 31 March 2017 in conjunction with my audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls:

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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 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 its business, including adherence to 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 Companies Act, 2013.

Auditors' Responsibility:

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting:

A company's internal financial control over financial reporting 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 control over financial reporting includes 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 over Financial Reporting:

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion:

Subject to our qualification & other comments of my main report, in my opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting 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 issued by the Institute of Chartered Accountants of India.

FOR, PRADEEP SINGHI & ASSOCIATES
Chartered Accountants
FRN: 108029W

Place: Surat
Date: 27/05/2017

Sd/-
PRADEEP KUMAR SINGHI
Proprietor
M. NO. 024612

STANDALONE FINANCIAL REPORT

STANDALONE FINANCIAL STATEMENT

NOTE # 1

The Company - R & B Denims Limited was incorporated in November, 2010 and presently being run efficiently and successfully by young, energetic and dynamic management people belong to most known groups from textile market in Surat.

The Company is engaged in to the business of manufacturing and sale of quality denim textile products including various types of denim fabrics with high range of value addition. The Company is making steady growth year by year both in terms of value and quantity.

The Product of the Company carries good name and acceptance in its present and future customers. The Company has recently installed plant in partnership to manufacture wider width fabrics which is latest in the country. The Company has also started export and for sees a good market abroad also.

NOTE # 2

SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting (AS 1)

i. The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India ("Indian GAAP") to comply with the Accounting Standards notified under Section 211(3C) of the Companies Act, 1956 ("the 1956 Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 ("the 2013 Act") in terms of General Circular 15/2013 dated 13 September, 2013 of the Ministry of Corporate Affairs) and the relevant provisions of the 1956 Act / 2013 Act, as applicable, and guidelines issued by the Securities Exchange Board of India.

ii. These accounts are prepared on the historical cost basis and the accounting principles of a going concern.

iii. Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles.

2. Use of Estimates (AS 1)

The preparation of financial statement requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates and differences between actual results and estimates are recognized in the periods in which the results are known / materialize.

3. Inventories (AS 2)

Stock of Raw Material and WIP is valued at cost. Finished goods are valued at cost or market value whichever is less. Cost of Raw Material and Finished Goods includes the purchase cost and other incidental cost, to bring such material to its present location and condition.

4. Cash Flows (AS 3)

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

5. Depreciation (AS 6)

During the year under Audit, Depreciation is provided on Written Down Value Method in the manners prescribed in Schedule II of Companies Act 2013, on the basis of shifts / manners of utilization of the assets. Depreciation on additions/ disposals during the year has been provided on pro-rata basis with reference to the number of days utilized.

6. Revenue Recognition (AS 9)

Revenue is recognised when it is earned and no significant uncertainty exists as to its realisation or collection. Revenue from sale of goods is recognised on delivery of the products, when all significant contractual obligations have been satisfied, the property in goods is transferred for a price, significant risks and rewards of ownership are transferred to the customers and no effective ownership is retained. Sales are net off taxes and accounted on mercantile basis.

7. Fixed Assets (AS 10)

i. Fixed assets shown under gross block are valued at cost of acquisition inclusive of inward freight, duties and taxes and incidental expenses related to acquisition and also include cost of installation wherever incurred. All pre-operative costs, including specific financing cost till commencement of commercial production, net charges on foreign exchange contracts and adjustment arising from foreign exchange rate variations attributable to the fixed assets are capitalised.
ii. Depreciation on fixed assets has been charged on written down value basis, pro-rata for the period of use, by adopting the revised rates of depreciation specified in Schedule II of the Companies Act, 2013.

8. Foreign Currency Transactions (AS 11)

i. The reporting currency of the company is Indian rupees.
ii. Transactions in foreign currencies are recognized at the prevailing exchange rates on the transaction dates. Realize gain and losses on settlement of foreign currency transactions are recognized in the profit and loss account under the natural revenue heads of accounts. Exchange differences relating to fixed assets are capitalised to respective Fixed Asset.
iii. Foreign Currency assets and liabilities at the year end are translated at the year end exchange rates, and the resultant exchange difference is recognized in the profit and loss account.
iv. In case of forward contract, foreign currency derivatives or other financial instruments that are in substance forward exchange contracts, the premium or discount arising at the inception of the contract transactions are included in determining the net profit for the year.

9. Investments (AS 13)

Long term Investments are valued at cost. Provision for diminution is made to recognize a decline, other than temporary, in the value of investments. Current investments are stated at lower of cost or market value.

10. Employee benefits (AS 15)

Defined-contribution plans:

i. Provident fund and pension scheme are Defined Contribution Plans in the Company. The Company is a member of recognized Provident Fund scheme established under The Provident Fund & Miscellaneous Act, 1952 by the Government of India. The Company is contributing 12% of Salary & Wages of eligible employees under the scheme every month. The amount of contribution is being deposited each and every month. The contribution paid or payable under the scheme is recognized during the period under which the employee renders the related services.
ii. Employee Gratuity Fund Scheme is the Defined Benefit Plan. Provision for gratuity has been made in the accounts, in case of those employees who are eligible for the retirement benefits. Gratuity is paid at the time of retirement of employees. Provision for gratuity liability is provided based on Actuarial Valuation made.

11. Foreign exchange transactions

i. Foreign currency transactions are accounted for at the exchange rates prevailing at the date of the transaction. Gains and losses resulting from the settlement of such transactions are recognised in the profit and loss account. Exchange differences relating to fixed assets are adjusted in the cost of the asset.
ii. Amount payable and receivable in the foreign currency as at the year end are translated at the year end exchange rate. Gains and losses thereon are recognised in the profit and loss account.

12. Borrowing costs (AS 16)

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset are capitalised as part of the cost of that asset till such time the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use.

13. Earnings per share (AS 20)

Basic and Diluted earnings/(loss) per share are calculated by dividing the net profit / (loss) for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the year and also after the balance sheet date but before the date the financial statements are approved by the board of directors.

14. Taxes on income (AS 22)

Current tax - Provision for current tax is made based on tax liability computed after considering tax allowances and exemptions.

Deferred tax -Deferred tax is recognised on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date. Deferred tax assets are recognised and carried forward to the extent that there is a reasonable or virtual certainty, as may be applicable, that sufficient future taxable income will be available against which such deferred tax asset can be realised.

15. Impairment of assets (AS 28)

An impairment loss is charged to the Statement of profit and loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

16. Provisions and contingent liabilities (AS 29)

A provision is recognised when the company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimates required to settle the obligation at the balance sheet date.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably.

17. Preliminary Expenses (AS 26)

Preliminary Expenditure is written off fully during the year under its occurrence as per As 26.

NOTE # 2 A

As per the Notification No. GSR 308E dated 30-3-2017, details of SBN held and transacted during the period from 08-11-2016 to 30-12-2016 is provided as follows.

Particulars	SBNs	Other denomination notes	Total
Closing Cash in hand as on 08-11-2016	-	785,397	785,397
+ Permitted receipts	-	450,350	450,350
- Permitted payments	-	414,625	414,625
- amount deposited in banks	-	-	-
Closing Cash in hand as on 30-12-2016	-	821,122	821,122

R & B DENIMS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2017

(Rs. In Thousands)

		Particulars	Note No.	2016-17	2015-16
I		**EQUITY AND LIABILITIES**			
(1)		**Shareholder's Funds**			
		(a) Share Capital	3	139,946.88	139,946.88
		(b) Reserves and Surplus	4	160,234.93	165,029.23
		(c) Money received against Share Warrants		-	-
(2)		**Share Application Money pending allotment**		-	-
(3)		**Non-Current Liabilities**			
		(a). Long-Term Borrowings	5	232,448.93	312,007.83
		(b). Deferred Tax Liabilities (Net)	6	-	4,430.80
		(c). Other Long Term Liabilities		-	-
		(d). Long-Term Provisions	7	1,043.99	401.71
(4)		**Current Liabilities**			
		(a). Short-Term Borrowings	8	19,285.09	16,177.32
		(b). Trade Payables	9	89,705.83	58,197.63
		(c). Other Current Liabilities	10	97,563.69	80,658.93
		(d). Short-Term Provisions	11	23,043.19	12,920.78
		Total		**763,272.54**	**789,771.12**
II		**ASSETS**			
(1)		**Non-Current Assets**			
		(a). Fixed Assets			
		(i) Tangible Assets	12	322,499.35	371,576.40
		(ii) Intangible Assets		-	-
		(iii) Capital work-in-progress	12	-	21,123.00
		(iv) Intangible assets under development		-	-
		(b). Non-Current Investments	13	112,628.37	129,253.08
		(c). Deferred Tax Assets (Net)		4,948.85	-
		(d). Long-Term Loans and Advances		-	-
		(e). Other Non-Current Assets	14	11,973.60	37,302.45
(2)		**Current Assets**			
		(a). Current Investments		-	-
		(b). Inventories	15	122,452.38	150,481.70
		(c). Trade Receivables	16	134,848.19	45,865.67
		(d). Cash and Cash Equivalents	17	18,171.00	16,528.32
		(e). Short-Term Loans and Advances	18	35,750.81	17,640.51
		(f). Other Current Assets		-	-
		Total		**763,272.54**	**789,771.12**
See accompanying notes to the financial statements 1-26					

For Pradeep Singhi & Associates
Chartered Accountants
FRN : 108029W

Sd/-
Pradeep Kumar Singhi
Proprietor
M. No. 024612

FOR R & B DENIMS LIMITED

Sd/-
Rajkumar M. Borana
Director
(DIN : 01091166)

Sd/-
Ankur M. Borana
Director
(DIN : 01091164)

Sd/-
Jyoti Agarwal (CS)

Place : Surat **Date : 27/05/2017**

R & B DENIMS LIMITED
PROFIT & LOSS STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2017

(Rs. In Thousands, except per share data)

		Particulars	Note No.	2016-17	2015-16
I.		Revenue from Operations	19	2,025,603.29	1,590,024.32
II.		Other Incomes	20	57,548.43	36,437.81
III.		Share of Loss in Partnership Firm		(27,822.80)	-
IV.		**Total Revenue (I + II)**		**2,055,328.92**	**1,626,462.13**
V.		Expenses:			
(1)		Cost of Materials Consumed	21	1,721,981.39	1,252,067.21
(2)		Purchases of Stock-in-Trade		-	-
(3)		Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	22	8,292.24	(19,531.30)
(4)		Employee Benefit Expenses	23	87,723.71	88,742.58
(5)		Finance Costs	24	42,924.82	41,121.66
(6)		Depreciation and Amortization Expense	12	81,865.32	89,243.53
(7)		Other Expenses	25	108,140.92	153,760.56
		Total Expenses		**2,050,928.41**	**1,605,404.24**
VI.		Profit before Exceptional and Extraordinary Items and Tax (IV-V)		4,400.51	21,057.89
VII.		Exceptional Items		-	-
VIII.		Profit before Extraordinary Items and Tax (VI - VII)		4,400.51	21,057.89
IX.		Extra Ordinary Items			
X.		Profit before Tax (VIII - IX)		4,400.51	21,057.89
XI.		Tax Expense:			
		(a). Current tax expense (provision)		18,574.47	8,979.36
		(b). Provision for MAT credit		-	-
		(c). Short Provision for Income tax expense relating to prior years		-	1.83
		(d). MAT credit short provision made in earlier year		-	-
		(e). Net current tax expense		-	-
		(f). Deferred Tax Asset		9,379.65	1,848.50
				9,194.82	**7,132.68**
XII.		Profit/ (Loss) for the period from Continuing Operations (X - XI)		(4,794.31)	13,925.21
XIII.		Profit/Loss from Discontinuing Operations			
XIV.		Tax Expense of Discontinuing Operations			
XV.		Profit/ (Loss) from Discontinuing Operations (after Tax) (XIII - XIV)			
XVI.		Profit/ (Loss) for the Period (XII + XV)		(4,794.31)	13,925.21
XVII.		Earnings Per Equity Share			
		(1) Basic		(0.34)	0.99
		(2) Diluted		(0.34)	0.99
See accompanying notes to the financial statements 1-26					

For Pradeep Singhi & Associates
Chartered Accountants
FRN : 108029W

Sd/-
Pradeep Kumar Singhi
Proprietor
M. No. 024612

Place : Surat
Date : 27/05/2017

FOR R & B DENIMS LIMITED

Sd/-
Rajkumar M. Borana
Director
(DIN : 01091166)

Sd/-
Ankur M. Borana
Director
(DIN : 01091164)

Sd/-
Jyoti Agarwal
Company Secretary

R & B DENIMS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2017

(Rs. In Thousands)

	PARTICULARS	2016-17		2015-16	
		Amount	Amount	Amount	Amount
A	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Net Profit before tax and Extraordinary Items		4,400.51		21,057.89
	Adjustment For:				
	Preliminary Expenditure written off	-		-	
	Deferred Revenue Expenditure written off	-		-	
	Depreciation	81,865.32		89,243.53	
	Profit on sale of Fixed Assets	-		-	
	Prior Period Items	-		-	
	Profit on sale of Fixed Assets	(97.14)		-	
	Deferred Tax	-		-	
	Interest Income	(5,316.22)		(10,657.23)	
	Interest Paid	41,667.78		35,880.96	
			118,119.74		114,467.26
	Operating Profit before Working Capital Changes		122,520.25		135,525.15
	Adjustment For:				
	Trade & Other Receivables	(88,982.51)		21,263.35	
	Inventories	28,029.32		(43,036.24)	
	Trade Payables and other Liabilities	48,412.96		(17,768.94)	
	Short Term Provisions	1,169.58		6,155.20	
			(11,370.65)		(33,386.63)
	Cash Generated From Operations		111,149.60		102,138.52
	Tax Paid		(8,979.36)		(1,474.55)
	NET CASH FLOW FROM OPERATING ACTIVITIES (A)		102,170.24		100,663.98
B	**CASH FLOW FROM INVESTING ACTIVITIES:**				
	Fixed Assets				
	Purchase of Fixed Assets	(33,291.13)		(39,467.29)	
	Sale of Fixed Assets	600.00		-	
	Work in Progress				
	Decrease in Capital Work in progress	21,123.00		-	
	Investments				
	Investment made during the year	(16,624.70)		(129,253.08)	
	Other				
	Interest Received	5,316.22		10,657.23	
	Increase in Long term Provisions	-		294.22	
	Decreased in Long Term Loans & Advances	-		2,845.00	
	Decreased in Short Term Loans & Advances	(18,110.30)		5,197.30	
	NET CASH FLOW FROM INVESTING ACTIVITIES (B)		(7,737.50)		(149,726.61)

C	**CASH FLOW FROM FINANCING ACTIVITIES:**						
	Increase in short term borrowings	3,107.77			16,177.32		
	Increase in long term borrowings	(79,558.90)			75,956.69		
	Interest Paid	(41,667.78)			(35,880.96)		
	Decreased/(Increase) in FDRs held for Margin	25,328.84			1,297.05		
	Proceeds from issue of shares	-			-		
	NET CASH FLOW FROM FINANCING ACTIVITIES (C)			(92,790.06)			57,550.10
	Net Increase in Cash & Cash equivalents			**1,642.67**			**8,487.47**
	Cash and Cash equivalents as on 01-04-2016 (D)			16,528.32			8,040.85
	Cash and Cash equivalents as on 31-03-2017 (E)			18,171.00			16,528.32
				1,642.67			**8,487.47**

For Pradeep Singhi & Associates
Chartered Accountants
FRN : 108029W

Sd/-
Pradeep Kumar Singhi
Proprietor
M. No. 024612

FOR R & B DENIMS LIMITED

Sd/-
Rajkumar M. Borana
Director
(DIN : 01091166)

Sd/-
Ankur M. Borana
Director
(DIN : 01091164)

Sd/-
Jyoti Agarwal
Company Secretary

Place : Surat
Date : 27/05/2017

R & B DENIMS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

The previous period figures have been regrouped / reclassified, wherever necessary to confirm to the current period presentation.

(Rs. In Thousands)

Particulars		2016-17		2015-16
NOTE # 3				
Share Capital				
a) Authorized Capital				
25,500,000 Equity shares of Rs. 10/- each. (Previous Year 25,500,000 Equity Shares @ Rs.10/- each)		255,000.00		255,000.00
Total		255,000.00		255,000.00
b) Issued, Subscribed and Paid up				
13,994,688 Equity shares of Rs. 10/- each fully paid (Previous Year 13994688 Equity Shares @ Rs.10/- each)		139,946.88		139,946.88
		139,946.88		139,946.88
c) Reconciliation of Share Capital				
Authorized Capital				
Number of shares at the beginning		25,500,000.00		25,500,000.00
Add : Increased during the year		-		-
Number of shares at the end		25,500,000.00		25,500,000.00
Issued, Subscribed and Paid up				
Number of shares at the beginning		13,994,688.00		13,994,688.00
Add : Issued during the year		-		-
Number of shares at the end		13,994,688.00		13,994,688.00

d) Shares held by Shareholder holding more than 5% shares and number of shares held is as follows.

Particulars	% of holding	2016-17	% of holding	2015-16
Amit Kumar Dalmia	12.86%	17,99,171.00	12.86%	17,99,171.00
Deepak Dalmia	13.00%	18,19,168.00	13.00%	18,19,168.00
Rajkumar Mangilal Borana	14.88%	20,82,921.00	14.88%	20,82,921.00
Ankur Mangilal Borana	11.67%	16,32,918.00	11.67%	16,32,918.00
Rawat Khedia Silk Mills Pvt Ltd	10.72%	15,00,000.00	10.72%	15,00,000.00

R & B DENIMS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Rs. In Thousands)

Particulars	2016-17	2015-16
NOTE # 4		
Reserves and Surplus		
(a) Securities Premium		
As per last Balance Sheet	144,243.85	144,243.85
Addition during the year	-	-
Less : Bonus Issued	-	-
	144,243.85	144,243.85
(b) Surplus i.e. Balance in the Statement of Profit & Loss		
Opening balance	20,785.39	6,860.18
Profit during the year	(4,794.31)	13,925.21
Closing Balance	15,991.08	20,785.39
	160,234.93	165,029.24
NOTE # 5		
Long-Term Borrowings		
Secured Loans		
Term Loan		
Cosmos Co-Op Bank Limited (Term Loan)	210,624.03	263,893.64
Less : Interest Accrued but not due	-	-
Less : Interest Accrued and due	-	-
Less : Current maturities of long term debt	82,491.60	52,167.41
	128,132.43	211,726.23
Total	128,132.43	211,726.23

[A-Term loan(s) from Cosmos Co-Op Bank Limited are secured by way of hypothecation of :

a) The Factory Land (lease hold) situated at Revenue Survey 446, Block No. 467, at Sachin-Palsana Highway Road, at Village Palsana, Dist.Surat alongwith construction thereon made by the company.
b) Personal gaurantee by the Directors - Mr. Amitkumar Dalmia, Mr. Deepakkumar Dalmia, Mr. Rajkumar Borana and Mr. Ankur Borana.

Unsecured Loans		
Loan from Other Companies	104,316.50	100,281.61
	104,316.50	100,281.61
Total Long-Term Borrowings	232,448.93	312,007.83
NOTE # 6		
Deferred Tax Liabilities		
Opening Balance [DTL]	(4,430.80)	(6,279.30)
Add : Provision made during the year	9,379.65	1,848.50
Closing Balance [DTL]	4,948.85	(4,430.80)
NOTE # 7		
Long-Term Provisions		
Provision for Gratuity	1,043.99	401.71
Total Long Term Provisions	1,043.99	401.71

R & B DENIMS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Rs. In Thousands)

Particulars	2016-17	2015-16
NOTE # 8		
Short-Term Borrowings		
Working Capital(cash-credit)		
Cosmos Co-Op Bank Limited	19,285.09	16,177.32
Total Short Term Borrowings	19,285.09	16,177.32
[Cash Credit is secured against charge on all Current Assets of the Company.]		
NOTE # 9		
Trade Payables		
Creditors for Goods	80,312.09	53,527.19
Creditors for Others	9,393.75	4,670.44
Total Trade Payables	89,705.83	58,197.63
NOTE # 10		
Other Current Liabilities		
Lease Rent Payable	96.00	48.00
Professional Tax Payable	222.06	81.63
TDS / TCS Payable	1,064.25	568.16
Current maturities of long term debt	82,491.60	52,167.41
Interest accrued but not due	1,357.11	1,671.63
Vat Payable	2.28	0.83
Advance received from customers	992.31	921.91
Other Payables	7,082.29	17,119.83
Other Liabilities		
Creditors for Capital Goods	4,255.79	8,079.53
Total Other Current Liabilities	97,563.69	80,658.93
NOTE # 11		
Short-Term Provisions		
Provision for Taxation	18,574.47	8,979.36
Provident Fund Payable	63.52	41.64
ESIC Payable	16.26	10.64
Service Tax Payable	32.49	24.99
Electricity Expenses Payable	4,093.96	3,606.53
Other Provisions:		
Auditors Remunerations	262.50	257.63
Total Short Term Provisions	23,043.19	12,920.78

R & B DENIMS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Rs. In Thousands)

Particulars	2016-17	2015-16
NOTE # 13		
(b) Non-Current Investments		
Unquoted Shares		
Shares of Cosmos Co Op Bank Ltd (4,250 Shares of F.V. Rs. 100/- each)	481.10	425.00
Investment in Partnership Firm		
Share in Partneship Firm - RB Industries	112,147.27	128,828.08
	112,147.37	129,253.08
Total Capital of the Partnership Firm	117,909.80	136,728.08

Names of Partner and their respective Share in Profit/(Loss)

Particulars	% of Share in Profit / (Loss)	% of Share in Profit / (Loss)
R & B Denims Limited	0.90	0.90
Shri Amit Kumar A Dalmia	0.05	0.05
Shri Rajkumar M Borana	0.05	0.05

NOTE # 12		
Depreciation and Amortization Expense		
Depreciation	81,865.32	89,243.53
	81,865.32	89,243.53
NOTE # 14		
Other Non-Current Assets		
F.D.R. With Banks		
FDR with Bank of India	9,314.73	16,489.16
FDR with Cosmos	2,658.88	20,813.28
	11,973.60	37,302.45

[Fixed Deposit(s) have been made and kept as securities against various bank guarantee(s) extended on behalf of company to Government Authorities & Electricity Supply Company.]

NOTE # 15		
Inventories		
Raw Material	69,813.92	97,776.25
Work in Process	10,043.67	15,197.11
Grey Fabrics	5,827.50	-
Finished Goods	20,947.47	24,086.27
Stores& Packing Material	7,468.76	2,435.35
Goods in Transit	8,351.06	10,986.72
	122,452.38	150,481.70

Mode of Valuation of Inventories

Particulars	Mode of Valuation
Raw material & W.I.P.:	Valued at cost
Finished Goods:	Valued at cost or Market Value whichever is lower

R & B DENIMS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

NOTE # 12

Fixed Assets

(Rs. In Thousands)

Particulars	Gross Block			Depreciation				Net Block	
	As at 01.04.2016	Additions / (Deletions)	As At 31.03.2017	As on 01.04.2016	Additions	Deduction / Adjustment	Upto 31.03.2017	As at 31.03.2017	As at 31.03.2016
Tangible Assets									
Building	71,795.44	6,632.87	78,428.31	17,222.94	5,505.66	-	22,728.60	55,699.71	54,572.51
Borewell	32.38	121.70	154.08	28.13	36.30	-	64.43	89,65456	4.26
Computer	1,108.14	397.94	1,506.08	938.67	196.16	-	1,134.83	371.25	169.47
Electrification	27,070.77	52.34	27,123.12	11,588.85	3,100.82	-	14,689.68	12,433.44	15,481.92
Plant & Machinery	533,108.05	24,105.78	557,213.84	232,081.81	72,797.32	757.14	304,122.00	253,091.83	301,026.24
Water Tank	511.54		511.54	213.87	61.47	-	275.34	236.20	297.67
Trademark	30.00		30.00	5.66		-	5.66	24.34	24.34
	-	720.50	720.50	-	170.79		170.79	549.71	-
TOTAL	633,656.33	32,031.13	665,687.46	262,079.93	81,868.52	757.14	343,191.31	322,496.14	371,576.40
Previous Year	555,728.45	77,927.88	633,656.33	172,836.39	89,243.53	-	262,079.93	371,576.40	382,892.05
Capital Work in Progress	21,123.00	(21,123.00)	-		-	-	-	-	21,123.00
Previous Year	-	21,123.00	21,123.00	-	-	-	-	21,123.00	-

R & B DENIMS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Rs. In Thousands)

Particulars	2016-17	2015-16
NOTE # 16		
Trade Receivables		
Unsecured, Considered Good		
- Outstanding for a period exceeding six months	2.08	1.84
- Others	134,846.11	45,863.83
Total Trade Receivables	134,848.19	45,865.67
NOTE # 17		
Cash and Cash Equivalents		
Cash in hand	108.26	956.93
Balance with Schedule Bank		
Bank Of India (Current A/c. No. 270920110000018)	15.94	16.53
Bank Of India (Current A/c. No. 270930110000020)	15.03	16.61
COSMOS Current - R&B - 110100101960	11.82	12.28
THE SURAT PEOPLES CO-OP BANK LTD - 304008885546	6.65	3.04
HDFC BANK (Current A/c. No. 50200001607049)	539.84	130.58
Bank of India (CC A/c. No. 270930110000020)	-	-
F.D.R. With Banks		
FDR with Bank of India	14,073.30	15,317.49
FDR with Cosmos Co-Op Bank Limited	3,400.15	74.86
Total of Cash and Cash Equivalents	18,171.00	16,528.32
[Fixed Deposit(s) have been made and kept as securities against various bank guarantee(s) extended on behalf of company to Government Authorities & Electricity Supply Company.]		
NOTE # 18		
Short-Term Loans and Advances		
Advance Tax	17,500.00	5,500.00
MAT Credit	-	2,794.46
Advance to Suppliers		
- Supplier for goods	15.65	175.45
- Supplier for others	422.50	690.78
Duty Drawback Receivable	706.54	-
Interest Subsidy Receivable	1,287.00	-
Custom duty refundable	33.81	19.32
Deposits	6,076.42	5,848.42
Claim Receivable	201.04	230.10
DGVCL - Interest Receivable on Deposit	396.07	351.89
Tax Deducted at Source / TCS Receivable	1,296.25	299.47
Income Tax Refund Receivable	5,148.20	609.02
Pre-paid Insurance Premium	665.78	516.36
Power Tariff Subsidy Receivable	1,074.06	-
Other Pre-paid Expenses	927.49	605.24
	35,750.81	17,640.51

R & B DENIMS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Rs. In Thousands)

Particulars		2016-17		2015-16
NOTE # 19				
Revenue From Operations				
Sale of Products				
- Domestic		1,907,895.54		1,581,286.98
- Exports		68,195.87		8,737.34
		1,976,091.41		1,590,024.32
Sale of Services				
Job Work Income		49,511.88		-
		49,511.88		-
Total Revenue		2,025,603.29		1,590,024.32
NOTE # 20				
Other Operating Revenues				
Duty Drawback Income		2,938.74		-
Interest Subsidy received		15,709.33		5,899.82
Power Tariff Subsidy Income		6,577.89		6,951.29
Vat Subsidy		26,720.93		18,736.33
		51,946.89		31,587.44
Other Incomes				
Dividend Income		8.25		0.30
Interest on FDR		1,805.80		2,460.52
Interest on I.T refund		-		7.79
Interest on VAT Refund		3,070.35		1,770.58
Interest on Deposit with DGVCL		440.08		390.98
Interest Income other		-		127.53
Profit on sale of Fixed Assets		97.14		-
Sub lease Income		30.00		27.50
Other Receipt		108.05		-
Misc Income		41.89		65.16
		5,601.54		4,850.36
Total Other Income		57,548.43		36,437.81
NOTE # 21				
Cost of Materials Consumed				
Consumption of Yarn		7,24,928.93		10,24,982.75
Consumption of Grey		8,02,365.28		-
Consumption of Coal/ Lignite		45,804.72		46,786.01
Consumption of Colour/ Chemical		1,32,089.45		1,43,638.84
Consumption of Stores/ Packing Materials		16,793.01		36,659.61
		17,21,981.39		12,52,067.21
NOTE # 22				
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade				
Closing stock of finished Goods				
Finished Stock of Goods		20,947.47		24,086.27

R & B DENIMS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Rs. In Thousands)

Particulars	2016-17	2015-16
WIP	10,043.67	15,197.11
Less :		
Opening Stock of Finished Goods		
Finished Stock of Goods	24,086.27	6,113.28
WIP	15,197.11	13,638.79
	(8,292.24)	19,531.30
NOTE # 23		
Employee Benefit Expenses		
Salary & Wages	69,366.53	65,841.96
Bonus	10,540.74	17,268.54
Leave Wages	4,767.41	3,246.71
Directors Sitting Fees	56.00	52.50
Staff Welfare Exps.	1,959.34	1,681.91
P.F. (Employer's Contribution)	293.65	260.74
ESIC (Employer's Contribution)	92.97	91.94
Labour Welfare Funds (Contribution)	4.79	4.06
Gratuity Expense	642.28	294.22
Total Employee Benefit Expenses	87,723.71	88,742.58

[Salary & Wages include Directors Remuneration paid to all the directors except independent Directors, amounting to Rs. 750 thousand each.(P.Y. Rs. 300 thousand each).]

[Directors sitting fees has been paid to the independent directors of the Company @ Rs. 3,500/- per BOD meeting attended.]

[There remains no earned leave to the credit of employee leave account as the same has been paid / provided for.]

[Staff Welfare Expenses include food and medical exp of Rs. 1058.53 thousand and Rs. 427.05 thousand respectively (P.Y. Rs. 697.17 thousand and Rs. 393.61 thousand) resp. borne by the company for betterment of its employees, & other expenses of the same nature.]

NOTE # 24		
Finance Costs		
Bank Charges	1,257.04	5,240.69
Bank Interest on Cash Credit	8,530.39	1,576.81
Bank Interest on Term Loan	24,452.39	30,102.37
Interest on loans	8,685.00	4,201.79
Total Finance Costs	42,924.82	41,121.66
NOTE # 25		
Other Expenses		
Manufacturing Expenses		
Boiler Expenses	6.60	11.60
Beam Drawing Charges	271.20	-
Electricity Expenses	72,885.71	1,06,966.57
Factory Expenses	1,563.82	1,536.68
Gas Expenses	1,323.82	824.90
Job work charges	2,503.94	19,451.12
Lease Rent	224.38	129.88
Knotting Charges	819.70	-
Laboratory Expense	29.57	-
Inspection and Packing Charges	1,143.01	-
Repairs & Maintenance (Machine)	3,348.18	2,755.30
Repairs & Maintenance (Electrical Installations)	76.18	3.60
Diesel Exps	47.59	93.14
Freight and Transportation (other)	438.29	151.83
Loading and unloading expenses	595.19	781.86
Total Manufacturing Expenses	85,277.18	1,32,706.48

R & B DENIMS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

Particulars		2016-17		2015-16
Administrative Expenses				
Audit Fees		287.50		286.25
Computer Expenses		218.10		169.30
Conveyance Exps		657.17		526.40
Courier Expenses		569.87		220.23
Depositary Expenses		31.60		152.31
Insurance Expenses		889.60		762.44
Rent Rate and Taxes		799.88		498.44
License Fees		21.10		9.81
Listing Fees - BSE		28.63		28.09
Membership & subscription		178.94		230.67
Miscellaneous Exps		1,149.72		1,108.27
Pollution Control Exp		2,259.31		11,152.63
Printing & Stationary		1,021.68		978.47
Professional & Legal Fees		2,968.40		1,901.92
Repairs & Maintenance (Others)		69.41		1,879.82
Repairs & Maintenance (Car)		16.68		-
ROC Exps		4.20		22.80
Approach Road Contribution Exp		2,991.76		-
Telephone Expenses		53.76		22.68
Travelling Exps		381.39		58.63
Travelling Exps (Foreign)		320.62		-
Vat Audit Fees		25.00		25.00
Written off balances		2.26		-
Foreign Exchange Fluctuation		432.92		-
Total Administrative Expenses		15,379.50		20,034.16
Selling and Distribution Expenses				
Advertisement Expense		-		47.07
Brokerage and Commission		3,624.59		954.14
Insurance (Marine)		69.08		-
Sales Promotion Expenses		402.34		17.60
Clearing and Forwarding Charges (Export)		312.74		-
Freight and Transportation (Export)		2,171.46		-
Courier Expense (Export)		709.05		-
Total Selling and Distribution Expenses		7,289.26		1,018.81
Other Expenses				
Interest on late payment of TDS and other charges		195.00		1.11
Total Other Expenses		195.00		1.11
Total Other Expenses		**1,08,140.92**		**1,53,760.56**

NOTE # 26

Other Disclosures

1. Related Party Transactions (AS 18):

List of Related Parties:

Sr. No.	Name	Relation
1	Amitkumar Dalmia	Directors/ key management personnel
2	Deepak A. Dalmia	
3	Rajkumar M. Borana	
4	Ankur M. Borana	
5	Amitkumar Dalmia - HUF	Relative of Directors/key management personnel
6	Deepak Dalmia - HUF	
7	Rajkumar Borana - HUF	
8	Ankur Borana - HUF	
9	Sunaina D. Dalmia	
10	Shashidevi Dalmia	
11	Deepa A. Dalmia	
12	Sharmila Borana	
13	Mangilal Borana	
14	Mangilal Borana HUF	
15	Dhawani Ankur Borana	
16	Mohini Borana	
17	Sharmila Entrprises	Companies/Entity Owned or Significantly influenced by Directors/Relatives of Directors
18	Vijay Corporation	
19	Jinay Enterpeises	
20	Lalita Textiles	
21	Rawatkhedia Silk Mills Private Limited	
22	Saroj Synthetics	
23	Vijaya Textiles	
24	Mayfair Vinimay Private Limited	

I. Transactions with Directors/ key management personnel

(Rs. In Thousands)

Nature of Transactions	For the year ended 31st March 2017	For the year ended 31st March 2016
Transaction During the Year		
Remuneration		
Amitkumar Dalmia	750.00	300.00
Deepak A. Dalmia	750.00	300.00
Rajkumar M. Borana	750.00	300.00
Ankur M. Borana	750.00	300.00
Lease Rent		
Amitkumar Dalmia	24.00	24.00

Deepak A. Dalmia	24.00	24.00
Rajkumar M. Borana	24.00	24.00
Ankur M. Borana	24.00	24.00
Other Transaction		
RB Industries		
Purchase of Grey Fabrics	80,8054.33	-
Job Work Income	49,511.88	-
Sub Lease Income	30.00	-
Sales of Color Chemical & Coal	27,375.21	-

2. Disclosure of Gratuity Liability as per Actuarial Valuation as required by AS 15:

A **(Amount in Rs.)**

(a) Defined Benefit Plan (Gratuity)		
The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits as per an actuarial valuation carried out by an independent actuary. The disclosures as envisaged under the standard are as under:		
Particulars	**For the period 1st April 2016 to 31st March 2017**	**For the period 1st April2015 to 31st March 2016**
1. The amounts recognised in the Balance Sheet are as follows:		
Present value of unfunded obligations recognised	1,043,988	401,710
Un Funded Status	1,043,988	401,710
Net Liability	**1,043,988**	**401,710**
2. The amounts recognised in the Profit & Loss A/c are as follows:		
Current Service Cost	415,643	1,575,208
Interest on Defined Benefit Obligation	31,293	8,696
Net Actuarial Losses / (Gains) Recognized in Year	1,95,342	(1,289,687)
Past Service Cost	-	-
Total, Included in "Salaries, allowances & welfare"	**642,278**	**294,217**
3. Changes in the present value of defined benefit obligation:		
Defined benefit obligation as at the beginning of the year/period	401,710	107,493
Expense recognised n statement of profit and loss	642,278	294,217
Service cost	-	-

Interest cost	-	-
Actuarial Losses/(Gains)	-	-
Past Service Cost	-	-
Defined benefit obligation as at the end of the year/period	**1,043,988**	**401,710**
Benefit Type :		
Retirement Age:	60 Years	60 Years
Vesting Period:	5 Years	5 Years
The principal actuarial assumptions for the above are:		
Discount rate per annum	7.09%	7.79%
Expected salary escalation rate per annum	5.00%	5.00%
Attrition Rate per Annum	2%	2%

B. For the year under consideration Provision for Gratuity has been made for Rs. 642,278 (Pre Year. Rs. 294,217)

3. Calculation of Earnings per share (AS 20) :

(Rs. in thousands, except per share data)

Particulars	F.Y. 2016-17	F.Y. 2015-16
Profit available for appropriation to equity shareholders	(4,794.31)	13,925.21
Weighted Average number of equity shares for calculation of Basic Earnings per share	13,995	13,995
Weighted Average number of equity shares for calculation of Diluted Earnings per share	13,995	13,995
Basic Earning per equity shares	(0.34)	0.99
Diluted Earnings per equity shares **	(0.34)	0.99
Face Value per equity share	10	10

Note 1. The weighted average number of equity shares outstanding at the year ended on 31st march 2017, are also adjusted for the year end balance of share application money pending allotment, as considered potential equity shares, for calculation of Diluted Earnings Per Share as per the AS 20 "Earning Per Share".

4. There was no employee in receipt of remuneration aggregating to Rs. 10,200,000/- or more per year or Rs. 850,000/- or more per month for the part or whole of the year. Previous year also there was no such employee.

5. Balances of loans, advances, Cash & Bank and Creditors & Debtors are subject to confirmation and have been taken as appeared in the books of account of the company.

6. The quantity and value of closing stock is certified by the management as true and correct.

7. In the absence of information regarding outstanding dues of MICRO or Small Scale Industrial Enterprise(s) as per The Micro, Small & Medium Enterprise Development Act,

the Company has not disclosed the same as required by Schedule VI to the Companies Act, 1956.

8. The provision of Service Tax Expense has been made in current of Rs. 2,79,736 (Pre Year Rs. 2,65,497)

9. The Company is eligible for VAT subsidy under the Gujarat Textile Policy 2012 amounting to Rs. 2.67 Cr and the same has been received and accounted as income during the year.

10. The Company is eligible for Power Tariff Subsidy under the Gujarat Textile Policy 2012 amounting to Rs. 65.77 Lacs, out of which is subsidy of Rs. 55.03 has been received and Rs. 10.75 is receivable and the same have been accounted as income during the year.

11. The Company is eligible for Interest Subsidy under the Technology Up-gradation Fund (TUF Scheme) amounting to Rs. 157.09 Lacs, out of which subsidy of Rs. 144.22 has been received and Rs. 12.87 is receivable and the same have been accounted as income during the year.

12. Additional information :

a. Managerial remuneration paid/ payable to the Managing Director/ Directors for the period from 1st April 2016 to 31st March 2017 Rs. 30 Lacs (Previous Year Rs. 12 Lacs)

b. (Rs. In Thousands)

Auditor's Remuneration:	Current Year	Previous Year
As Auditors and in other capacity	250.00	250.00
Add: Service Tax	37.50	36.25
Total	287.50	286.25

c. Licensed/Installed capacity information :

Description of Goods	Installed Capacity for year 2016-17	Installed Capacity for year 2015-16
Licensed Capacity	2 Cr Mts per Annum	2 Cr Mts per Annum
Installed Capacity	2 Cr Mts per Annum	2 Cr Mts per Annum

d. CIF Value of Imports (Rs. In Thousands)

Particulars	For the period from 1st April 2016 to 31st March 2017	For the period from 1st April 2015 to 31st March 2016
Raw Materials	48,827.09	74,565.96
Store & Spares	826.03	2,122.50
Capital Goods	-	-
Total	**49,653.12**	**76,688.46**

e. Value of Imported and Indigenous Raw Materials purchased and percentage of it to the total purchase. (Rs. In Thousands)

Particulars	For the period from 1st April 2016 to 31st March 2017		For the period from 1st April 2015 to 31st March 2016	
	Rs. in lacs	%	Rs. in lacs	%
Imported	48,827.09	3.07%	74,565.96	6.60%
Indigenous Purchase	15,42,929.84	96.93%	1,054,804.05	93.40%
Total Purchase	15,91,756.93	100.00%	1,129,370.01	100.00%

f. Breakup of deferred tax assets/ liabilities and the movement of deferred tax account for the year under audit are as follows. (Rs. In Thousands)

Sr. No.	Description	Amount	Amount
1	**Deffered Tax Liability**		
	Previous Years Deffered Tax Liabilities		
	W. D. V. as per Companies Act	3,22,496.14	
	W. D. V. as per Income Tax Act	3,26,168.98	
		(3,672.84)	1,214.35
	Dis-Allowance u/s. 35D	10,251.12	3,389.33
	Dis-Allowance u/s. 43B	1,043.99	345.17
	Net Deferred Tax Liability / (Asset) for the year		**4,948.85**

(Rs. In Thousands)

Sr. No.	Deferred Tax Summary	Amount
1	Opening Deferred Tax Liability / (Assets)	(4,430.80)
2	Less: Current Deferred Tax Liability / (Assets)	-
3	**Closing Deferred Tax Liability / (Assets)**	

g. Contingent Liability

1 (Rs. In Thousands)

Particulars	Amount in Rs.	Date of Expiry of Guarantee
Guarantees in lieu of Deposit		
Dakshin Gujarat Vij Company Limited, Surat	4,770.88	09-09-2018

2. (Rs. In Thousands)

Particulars	Amount in Rs.	Date of Expiry of Guarantee
Performance Guarantee		
Director of Foreign Trade, New Delhi	703.00	03-03-2021
Director of Foreign Trade, New Delhi	63.00	03-03-2022
Commissioner of Customs, Nhava Seva, Mumbai	13,350.00	12-07-2021
Director of Foreign Trade, New Delhi	1,272.00	06-06-2022
Director of Foreign Trade, New Delhi*	280.00	15-03-2022
Commissioner of Customs, Nhava Seva, Mumbai	300.00	13-12-2021
Director of Foreign Trade, New Delhi	1,900.00	10-06-2023
Director of Foreign Trade, New Delhi*	107.00	22-06-2022
Director of Foreign Trade, New Delhi	830.00	21-06-2023
Director of Foreign Trade, New Delhi	20.00	28-06-2022
Director of Foreign Trade, New Delhi	25.00	30-08-2018
Director of Foreign Trade, New Delhi	768.00	27-11-2018
Commissioner of Customs, Nhava Seva, Mumbai	50.00	08-10-2025
Director of Foreign Trade, New Delhi	290.00	26-11-2018
Gujarat Pollution Control Board	500.00	12-10-2016
* Export obligation of the same is completed. However, licenses as on 31.03.17 are yet to be surrendered to bank.		

3. The case of the Company stands pending before Customs Excise & Service Tax Appellate Tribunal (CESTAT) for payment of custom duty. The amount of custom duty involved is Rs. 193,179/- which is contingent in nature.

4. The case of the Company stands pending before Appellate Tribunal for the Sales Tax Penalty levied for F.Y. 2012-13. The amount of Penalty is Rs. 57,074/- which is contingent in nature.

5. The Appeal of the Company stands pending before Commissioner of Appeals (Income Tax) for F.Y. 2012-13 and F.Y. 2013-14. The amount of tax liability involved are Rs. 7,335,180/- and Rs. 18,825,700/- respectively which are contingent in nature.

SIGNATURE TO NOTES

For Pradeep Singhi & Associates
Chartered Accountants
FRN : 108029W

Sd/-
Pradeep Kumar Singhi
Proprietor
M. No. 024612

FOR R & B DENIMS LIMITED

Sd/-
Rajkumar M. Borana
Director
(DIN : 01091166)

Sd/-
Ankur M. Borana
Director
(DIN : 01091164)

Sd/-
Jyoti Agarwal
Company Secretary

Place : Surat
Date : 27/05/2017

07TH AGM NOTICE

NOTICE OF THE SEVENTH ANNUAL GENERAL MEETING

TO,
THE MEMBERS

Notice is hereby given that the 7th Annual General meeting of members of **M/S R & B DENIMS LIMITED** will be held on 10th day of July, 2017 at 11.00 a.m. at registered office of the Company situated at Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India to conduct the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2017 including audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

2. Declaration of dividend on Equity Shares.

3. To appoint a director in place of Mr. Ankur Mangilal Borana (holding DIN 01091164), who retires by rotation at this annual general meeting and being eligible offers himself for re-appointment.

4. To appoint the Auditors and authorise the Board of Directors to fix their remuneration and in this regard to consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:-

   "**RESOLVED THAT** pursuant to the provisions of Section 139 & 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, as amended from time to time, M/s. Pradeep Singhi & Associates, Chartered Accountants (ICAI Registration No. 108029W) of Surat, be and is hereby re-appointed as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31st March, 2018 as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors."

SPECIAL BUSINESS

5. To approve the remuneration of the Cost Auditors for the Financial year ending March 31, 2018 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT,** pursuant to the provisions of Section 148 and all 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 thereof, for the time being in force), Messrs V. M. Patel & Associates, Cost Accountants (Membership. No. 32082) of Surat, is and be appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year ending 31st March 2018 and they may be paid a remuneration of Rs. 35000/- (Rupees Thirty Five Thousand only) plus applicable service tax and out of pocket expenses that may be incurred during the course of audit and the said remuneration be and is hereby ratified by the members."

"RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

DATE: 27/05/2017
PLACE: SURAT

By Order of Board of Director

Sd/-
Jyoti Arun Agarwal
Company Secretary

Registered Office:
Block No.467, Sachin Palsana Road,
Palsana, Surat-394315,
Gujarat, India
CIN: L17120GJ2010PLC062949
E-mail: compliance@rnbdenims.com

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.

2. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE LODGED WITH THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.

3. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. 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

4. THE BUSINESS SET OUT IN THE NOTICE WILL BE TRANSACTED THROUGH ELECTRONIC VOTING SYSTEM AND THE COMPANY IS PROVIDING FACILITY FOR VOTING BY ELECTRONIC MEANS. INSTRUCTIONS AND OTHER INFORMATION RELATING TO E-VOTING ARE GIVEN IN THIS NOTICE UNDER NOTE NO. 13. THE

COMPANY WILL ALSO SEND COMMUNICATION RELATING TO REMOTE E-VOTING WHICH *INTER ALIA* WOULD CONTAIN DETAILS ABOUT USER ID AND PASSWORD.

5. CORPORATE MEMBER(S) INTENDING TO SEND THEIR AUTHORIZE REPRESENTATIVE(S) TO ATTEND THE MEETINGS ARE REQUESTED TO SEND TO THE COMPANY A CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PURSUING TO SECTION 113 OF THE COMPANIES ACT, 2013 AUTHORISING THEIR REPRESENTATIVE(S) TO ATTEND AND VOTE ON THEIR BEHALF AT THE MEETING.

6. ADDITIONAL INFORMATION, PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, IN RESPECT OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT 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 THEREUNDER.

7. THE REGISTER OF MEMBERS AND TRANSFER BOOKS OF THE COMPANY WILL BE CLOSED FROM MONDAY, JULY 03, 2017 TO FRIDAY JULY 07, 2017, BOTH DAYS INCLUSIVE.

8. ELECTRONIC COPY OF THE ANNUAL REPORT FOR FINANCIAL YEAR 2016-17 IS BEING SENT TO ALL THE MEMBERS WHOSE EMAIL IDS ARE REGISTERED WITH THE COMPANY/ DEPOSITORY PARTICIPANT(S) FOR COMMUNICATION PURPOSES UNLESS ANY MEMBER HAS REQUESTED FOR A HARD COPY OF THE SAME. FOR MEMBERS WHO HAVE NOT REGISTERED THEIR EMAIL ADDRESS, PHYSICAL COPIES OF THE ANNUAL REPORT FOR FINANCIAL YEAR 2016-17 IS BEING SENT IN THE PERMITTED MODE.

9. MEMBERS SEEKING ANY INFORMATION WITH REGARD TO THE FINANCIAL STATEMENTS ARE REQUESTED TO WRITE TO THE COMPANY AT LEAST 7 DAYS BEFORE THE MEETING SO AS TO ENABLE THE MANAGEMENT TO KEEP THE INFORMATION READY AT THE MEETING. CHANGE OF ADDRESS, IF ANY, SHOULD BE NOTIFIED TO THE COMPANY IMMEDIATELY.

10. THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) HAS MANDATED THE SUBMISSION OF PERMANENT ACCOUNT NUMBER (PAN) BY EVERY PARTICIPANT IN SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN TO THEIR DEPOSITORY PARTICIPANTS WITH WHOM THEY ARE MAINTAINING THEIR DEMAT ACCOUNTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM CAN SUBMIT THEIR PAN TO THE COMPANY / SHARE TRANSFER AGENT.

11. IN COMPLIANCE WITH SECTION 108 OF THE COMPANIES ACT, 2013, RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS SUBSTITUTED BY THE COMPANIES (MANAGEMENT AND ADMINISTRATION) AMENDMENT, RULES 2015, AND REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, THE COMPANY HAS PROVIDED A FACILITY TO THE MEMBERS TO EXERCISE THEIR VOTES ELECTRONICALLY THROUGH THE ELECTRONIC VOTING SERVICE FACILITY ARRANGED BY NATIONAL SECURITIES DEPOSITORY LIMITED. THE FACILITY FOR VOTING THROUGH BALLOT 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 THEIR RIGHT AT THE AGM THROUGH BALLOT PAPER. MEMBERS WHO HAVE 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. THE INSTRUCTIONS FOR E-VOTING ARE ANNEXED TO THE NOTICE.

12. ALL DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE SHALL BE OPEN FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY ON ANY WORKING DAY EXCLUDING PUBLIC HOLIDAYS AND SUNDAYS, BETWEEN 11.00 A.M. TO 1.00 P.M. UPTO AND INCLUDING THE DATE OF ANNUAL GENERAL MEETING

13. VOTING THROUGH ELECTRONIC MEANS

I. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on 07th July, 2017 (9:00 am) and ends on 09th July, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 03rd July, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/
(iii) Click on Shareholder - Login
(iv) Enter user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) The password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) The homepage of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "R & B denims Limited".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@rnbdenims.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(ii) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

(iii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 03rd July, 2017.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 03rd July, 2017, 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" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. 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 ballot paper.

DATE: 27/05/2017
PLACE: SURAT

By Order of Board of Director

Sd/-
Jyoti Arun Agarwal
Company Secretary

Registered Office:
Block No.467, Sachin Palsana Road,
Palsana, Surat-394315,
Gujarat, India
CIN: L17120GJ2010PLC062949
E-mail: compliance@rnbdenims.com

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor to conduct the audit of the cost records of the Company across various segments, for the financial year ending March 31, 2018 as per the following details:

Sr. No.	Name of the Cost Auditor	Audit Fees (Rs.)
1	Messrs V.M. Patel & Associates	35,000/-

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

DATE: 27/05/2017
PLACE: SURAT

By Order of Board of Director

Sd/-
Jyoti Arun Agarwal
Company Secretary

Registered Office:
Block No.467, Sachin Palsana Road,
Palsana, Surat-394315,
Gujarat, India
CIN: L17120GJ2010PLC062949
E-mail: compliance@rnbdenims.com

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015



Mr. Ankur Mangilal Borana is an Executive-Whole time Director of R & B Denims Limited.

Mr. Ankur Mangilal Borana is a one of the founder of R & B Denims Limited and he has more than 15 years of Rich experience in the Textile Industries.

Mr. Ankur Mangilal Borana is holding Degree of B. Com from South Gujarat University.

Disclosure of relationships between directors inter-se
Brother of Mr. Rajkumar Mangilal Borana (Managing Director)

Listed companies (other than R & B Denims Limited) in which Mr. Ankur Mangilal Borana holds directorship and committee membership:

Directorship
Nil

Chairperson of Board committees
Nil

Member of Board committees
Nil

Shareholding in the Company
1632918

----------Please tear here----------

ATTENDANCE SLIP

R & B DENIMS LIMITED

(CIN: L17120GJ2010PLC062949)
Regd. Office: Block no. 467, Sachin Palsana Road, Palsana, Surat, Gujarat – 394315
Email: compliance@rnbdenims.com, Website: www.rnbdenims.com
Phone: 91-96012 84648, Fax: 91- 0261 2321672

Registered Folio No / DP Id No / Client Id No:

No. of Shares held

I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 7th Annual General Meeting of the Company at the Block no. 467, Sachin Palsana Road, Palsana, Surat, Gujarat – 394315, India, on Monday, July 10, 2017, at 11:00 a.m. IST.

Name of the member / proxy
(in BLOCK letters)

Signature of the member / proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

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R & B DENIMS LIMITED

(CIN: L17120GJ2010PLC062949)
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PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014 – Form No. MGT-11]

Name of the Member(s):	
Registered address	
E-mail Id:	
Folio No/ *Client Id:	
*DP Id:	

I/We being the member(s) of _____Shares of the above named Company hereby appoint

Name: _____

Email Id: _____

Address: _____
_____ Signature: _____

Or failing him / her

Name: _____

Email Id: _____

Address: _____
_____ Signature: _____

Or failing him / her

Name: _____

Email Id: _____

Address: _____

_____ Signature: _____

Or failing him / her

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 7th Annual General Meeting of the Company to be held on Monday, 10th July, 2017 at 11.00 a.m. at Block no. 467, Sachin Palsana Road, Palsana, Surat, Gujarat-394315 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	RESOLUTIONS	Vote (Optional See note 2)		
		FOR	Against	Abstain
Ordinary Business				
1	Adoption of Financial Statements			
2	Approval of final Dividend			
3	Re-appointment of Mr. Ankur Mangilal Borana, who Retires by rotation			
4	Appointment of auditors and fix their remuneration			
Special Business				
5	To approve the remuneration of the Cost Auditors for the Financial year ending March 31, 2018			

Signed this _____ day of _____2017

_____ _____

Signature of member Signature of Proxy holder(S)

Affix Re. 1 Revenue Stamp

**Applicable for investors holding shares in electronic form.*

Notes:

1) *This proxy Form duly filled in must be deposited at the Registered Office of the company at R & B Denims Limited, Block no. 467, Sachin Palsana Road, Palsana, Surat, Gujarat-394315 not less than 48 hours before the commencement of the Annual General Meeting*
2) *It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate*

ROUTE MAP TO REACH THE AG M VENUE

Venue of the Annual General Meeting of the Company to be held on
Monday, July 10, 2017 at 11.00 a.m.

Venue Address
Block No. 467 Sachin Palsana Road,
Palsana Surat-394315

Route map to the venue of the AGM



Notes

Rhythm & Blue



A quality demin fabric manufacturing company.

R & B Denims Ltd.
Block No. 467, Palsana, Sachin-Palsana Highway,
Surat 394315, Gujarat, India.
t. +91 96012 81648, e. amit@rnbdenims.com,
w. www.rnbdenim.com

design | www.roarstudios.net

R & B Denims Limited

www.rnbdenims.com

If undelivered, please return to:

Company Secretary,
R & B Denims Limited
Regd. Office: Block No. 467, Sachin Palsana Road, Palsana, Surat, Gujarat – 394315