







ANNUAL REPORT
2017-18

ABOUT

The company is engaged in the manufacturing, trading and export of Denim fabric .

The circumstances around have changed a lot since we have commenced our business but not our commitment. The company is focused on providing and maintaining the consistency of premium quality of synthetic fabrics with advanced spinning facility. The company has generated revenue of Rs. 21,735.91 Lakhs from operations for the year ended on 31st March, 2018 and is listed on BSE Platform in India. The company is constantly working on making the processes more productive and to provide better quality of outcome by brining about the new technology in the coming years.

Finally, we can see that all our effort are converging into real value creation for all our stakeholders.

HIGHLIGHTS 2017-18

TOTAL TURNOVER (in Lakhs)

Rs. 21,735.91

PROFIT AFTER TAX (in Lakhs)

Rs. 588.36

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BOARD OF DIRECTORS



Rajkumar Borana
Managing Director



Amitkumar Dalmia
Whole Time Director



Deepak Dalmia
Whole Time Director



Ankur Borana
Whole Time Director



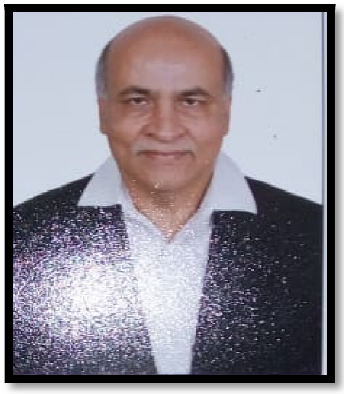
Anita Pankaj Jain
Independent Director



Girishkumar Kalawatia
Independent Director



Dharmesh P Mehta
Independent Director



Manak Lal Tiwari
Independent Director



Chairman's Message . . . .

Dear Stake holders,

I feel immense pleasure in presenting this annual report for the financial year 2017-18 of your company and inform you that we have again delivered commendable performances during the year conquering the odds. The company is continuously striving with a consistent quest for providing complete denim solutions by new product development and deep understanding of consumer preferences in the coming years.

The company has improved its financial performance and generated profit of Rs. 702.21 Lakhs covering the loss of corresponding previous year and recorded higher PAT of Rs. 588.36 Lakhs during the year under review. The company has also imported and installed machinery in RB Industries, in which the company is a partner, which has highly assisted in cost of reduction in the manufacturing process. The focus of the Company for the year under review has also been to invest in upgrading its facilities and to add balancing equipment which would result in either increasing throughputs and/or reducing the cost of production.

The company have maintained the highest safety standards and relentlessly strived to improve energy efficiency and minimise operating and maintenance costs. We have ensured adoption of latest developments in technology to improve asset reliability and avoid unplanned outages, thereby enabling high on-stream factor.

The textile and apparel sector is a key contributor to Indian economy and among other textiles sectors the denim segment has always been one of the leading segments in the apparel industry. Its contribution to the country's GDP and exports is 6% and 13% respectively which has always been praiseworthy. Denim fabric manufacturing is considered a sunrise industry in the entire textile value chain of India. *As per Indian Textile Magazine on January 12, 2018*- Over the last decade, the Denim industry was registering a 15% CAGR. Currently, the industry has an annual installed capacity of 1.5 billion meters, which is the world's second largest, after China. Its sales turnover is estimated at Rs. 15,000 crores. The Indian fashion retail market is continuously evolving and is expected to perform at a high Compound Annual Growth Rate (CAGR) of 9.7 per cent to reach US $115.14 billion by 2026. The current domestic consumption of Indian denim fabric is 750-800 million meters, growing at an annual rate of 12%.

GST on textile has brought a significant change in the input tax credit system and has created an important balance between organized and unorganized sectors of the industry. In fact, GST has helped the entire textile industry in shifting towards an organized sector. Apparently, the GST has helped in improving the cost-competitiveness as it is levied only at point of sale and not at the point of purchase and manufacturing.

Hence, the consumer will be bearing only the GST charged by the last dealer in the supply chain, thus simultaneously making it cheaper for the customer and increasing the profitability of the business.

The company firmly believes in the philosophy of "Quality First", giving top priority to the needs of the customers and strives to earn profits through customer satisfaction. Change and adaptability is the key to success in the ever evolving textile and apparel market globally. Innovation always excites us and we continue to experiment with new products, technologies and business models. I am confident that if we are able to adapt to the changing market, the future will be extremely rewarding for all our stakeholders. The company has also voluntarily adopted the IndAs (Indian Accounting Standards) for maintaining financial records of the company so that the stakeholders of the company get the better idea of the functioning of the company.

I would like to take this opportunity to thank my colleagues for their dedication, innovation and hard work. By creating new benchmarks in the business, our team is generating sustainable value for our stakeholders and the nation. I therefore place on record my sincere appreciation to the Board of Directors for their guidance. I would also like to express my gratitude to all our stakeholders, bankers, employees, suppliers, associates and our loyal customers for their continuing support and faith in us. I look forward to an exciting journey ahead, together.

Thank you for your support
Yours Faithfully,

Sd/-

Rajkumar Mangilal Borana
Chairman & Managing Director

Key Performance Indicators

TURNOVER (₹ in Lakhs)

₹ 21,735.91

FY 2017-18	**21,735.91**
FY 2016-17	20,775.50
FY 2015-16	16,216.11
FY 2014-15	15,443.46

NETWORTH (₹ in Lakhs)

₹ 3,590.18

FY 2017-18	**3,590.18**
FY 2016-17	3,001.80
FY 2015-16	3,049.76
FY 2014-15	2,910.50

PROFIT AFTER TAX (₹ in Lakhs)

₹ 588.36

FY 2017-18	**588.36**
FY 2016-17	(47.95)
FY 2015-16	139.25
FY 2014-15	36.88

DEBT EQUITY RATIO

0.47

FY 2017-18	**0.47**
FY 2016-17	0.77
FY 2015-16	1.02
FY 2014-15	0.81

EARNINGS PER SHARE (in ₹)

₹ 4.20

FY 2017-18	**4.20**
FY 2016-17	0.34
FY 2015-16	1.00
FY 2014-15	0.27

BOOK VALUE PER SHARE (in ₹)

25.65

FY 2017-18	**25.65**
FY 2016-17	21.45
FY 2015-16	21.79
FY 2014-15	20.80

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. Dharmesh Mehta	Chairman
Mr. Manaklal Tiwari	Member
Mr. Rajkumar Borana	Member
Mrs. Anita Pankaj Jain	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mrs. Anita Pankaj Jain	Chairman
Mr. Manaklal Tiwari	Member
Mr. Amit Dalmia	Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Girish Kumar Kalawatia	Chairman
Mr. Manaklal Tiwari	Member
Mr. Dharmesh Mehta	Member
Mrs. Anita Pankaj 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

8TH ANNUAL GENERAL MEETING

Date: 23/07/2018
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: 16th July, 2018 to 20th July, 2018 (both days inclusive).**

OPERATING & FINANCIAL DATA

(Rs. in Lakhs)

OPERATING DATA	2017-18	2016-17
Sales & Income from operation	21,735.91	20,775.50
Other Income	315.28	(222.21)
Total	**22,051.19**	**20,553.29**
Raw Material Consumed	19,129.63	17,219.81
Increase (Decrease) in Inventories	(1,148.02)	82.92
Staff Cost	851.01	875.28
Financial cost	452.41	429.25
Adm. Exp. & Selling & Dist. Exp.	1,419.55	1,081.41
Depreciation	644.39	818.65
Total	**21,348.98**	**20,509.28**
Profit/Loss before Exceptional Items & Taxation	**702.21**	**45.96**
Prior Period Items	-	-
Profit/Loss before Taxation	**702.21**	**45.96**
Provision for Current year Tax	156.64	**185.10**
Provision for MAT Credit	-	-
Short Provision for Income tax expense relating to prior years	-	-
Provision for Deferred Tax Liability/Asset	(38.77)	(93.80)
Provision for Tax	**117.87**	**91.30**
Profit & Loss after Taxation	**584.34**	**(45.34)**
Other Comprehensive Income		
Items that will not be reclassified to profit or loss		
Defined Benefit plan actuarial gains/(losses)	5.57	-1.95
Income Tax relating to items that will not be reclassified to profit or loss		
Defined Benefit plan actuarial gains/(losses)	1.55	-0.65
Items that will be reclassified to profit or loss		
Income Tax relating to items that will be reclassified to profit or loss	-	-
Total Other Comprehensive Income for the year, net of tax	**4.02**	**-2.60**
Total Comprehensive Income for the year	**588.36**	**-47.94**
Earnings per Share (EPS)	**4.20**	**(0.00)**
FINANCIAL DATA		
Non-Current Assets		
Property, Plant and Equipment	2,608.26	3,224.99
Financial Assets	1,532.76	1,246.02
Deferred Tax Assets	88.26	49.49
Other Non-current assets	60.73	60.76
Total Non-Current Assets	**4,290.02**	**4,581.27**

Current Assets		
Inventories	2,439.35	1,224.52
Financial Assets	3,735.28	1,530.19
Others Current Assets	655.82	296.74
Total Current Assets	**6,830.45**	**3,051.46**
Total Assets	**11,120.47**	**7,632.73**
EQUITY AND LIABILITIES		
Equity		
Equity Share Capital	1,399.47	1,399.47
Other Equity	2,190.71	1,602.35
Total Equity	**3,590.18**	**3,001.82**
Non-Current Liabilities		
Financial Liabilities	1,688.52	2,324.49
Provisions	12.96	10.44
Total Non-Current Liabilities	**1,701.48**	**2,334.93**
Current Liabilities		
Financial Liabilities	5,514.07	1,970.95
Other Current Liabilities	123.42	94.59
Provisions	191.33	230.43
Total Current Liabilities	**5828.81**	**2,295.98**
Total Liabilities	**11,120.47**	**7,632.73**

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.
2018	The Company has obtained two ISO Certificates namely ISO 9001:2015 and ISO 14001:2015 for Quality Management System and Environmental Management System respectively from TUV SUD South Asia Private Limited.
	During the year company has achieved remarkable Gross profit of amounting to Rs. 7.02 Cr.

BOARD'S REPORT

BOARD'S REPORT

To The Members of
R & B Denims Limited

The Directors take pleasure in presenting the Eight Annual Report together with the audited financial statements for the year ended March 31, 2018. The Management Discussion and Analysis has also been incorporated into this report.

1. FINANCIAL RESULTS

(Rs. in Lakhs except per share data)

Particulars	2017-18	2016-17
Sales/ Business Income	**21,735.91**	20,775.50
Other Income	**315.28**	(222.21)
Total Income	**22,051.19**	**20,553.29**
Less: Expenses (Excluding Depreciation)	**20,704.59**	19,688.68
Profit before depreciation, exceptional items and taxes	**1346.6**	864.61
Less: Depreciation	**644.39**	818.65
Profit before exceptional items and taxes	**702.21**	45.96
Less: Exceptional Items	**-**	-
Profit before Taxation	**702.21**	45.96
Less: Income Tax	**156.64**	185.74
Deferred Tax	**(38.77)**	(93.80)
MAT Credit Provision	**-**	
Profit after Taxation	**584.34**	(45.34)
Retained Earnings		
Balance brought forward	**159.91**	207.85
Profit for the year	**584.34**	(45.34)
Other Comprehensive Income	**4.02**	(2.60)
Total Retained Earnings	**748.27**	159.91
Available Profit & (transfers) dealt as under:		
Transfer to/(from) General Reserve	**588.36**	(47.94)
Balance carried forward	**748.27**	159.91
Earnings per share (Rs.) :Basic	**4.20**	0.00
Diluted	**4.20**	0.00

2. HIGHLIGHTS OF PERFORMANCE

- Standalone total income for the current financial year was increased to Rs. 22,051.19 (in lakhs) as compared to Rs. 20,553.29 (in lakhs) in 2017, increased by 7.29%;
- Standalone net sales for the year was Rs. 21,735.91 (in lakhs) as compared to Rs. 20,775.50 (in lakhs) in 2017, a growth of 4.62%;
- Standalone profit before tax for the year was Rs. 702.21 (in lakhs) as compared to Rs. 45.96 (in lakhs) in 2017, a remarkable growth of 1427.92%;
- Standalone Other Comprehensive Income (OCI) for the year was Rs. 4.02 (in lakhs) as compared to Rs. (2.60) (in lakhs) in 2017, positive growth of 2.54 times;
- Standalone Profit after tax for the year was Rs. 588.36 (in lakhs) as compared to Loss of Rs. 47.94 (in lakhs) in 2017, an enormous positive growth.

3. STATE OF COMPANY'S AFFAIRS

Your directors are glad to report that during the year under review your company has posted higher income of Rs. 22,051.19 (in lakhs) in the current year as compared to Rs. 20,553.29 (in lakhs) in the corresponding previous year. During the current year your company has shown a remarkable profit of Rs. 584.34 (in lakhs) as against to the net loss of Rs. 45.34 (in lakhs) in the corresponding previous year.

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

For the financial year ended on March 31, 2018, the Company has proposed to carry an amount of Rs 584.34 (in lakhs) to Balance Sheet under the head other Equity.

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 audit period, the company has settled the case regarding non-compliance of 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 by paying settlement fees of Rs. 200,000/- which is recommended by High Powered Advisory Committee

(HPAC) and subsequently approved by the panel of Whole Time members of SEBI and received the Settlement order from Adjudicating Officer dated 30/10/2017.

8. SUBSIDIARY COMPANY/ASSOCIATE/JOINT VENTURE:

There has been no subsidiary/Associate/Joint Venture incorporated/ceased of your company during the financial year 2017-18.

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 2017-18.

11. SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2018 was Rs. 1399.46 (in lakhs). The Company has not issued/allotted any during the financial year 2017-18.

12. FINANCE

The Cash and cash equivalent as at March 31, 2018 was Rs. 12.51 (in lakhs). 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.

13. Quality initiatives

The Company continues its commitment to the highest levels of quality, superior service management, robust information security practices and mature business continuity management. In FY18, The Company has obtained two ISO Certificates namely ISO 9001:2015 and ISO 14001:2015 for Quality Management System and Environmental Management System respectively from TUV SUD South Asia Private Limited.

14. CORPORATE SOCIAL RESPONSIBILITY

The Company has not earned average profits over the three previous years 2014-2015, 2015-2016 & 2016-2017 and thus the requirement of expenditure of 2% of average net profits under section 198 over the last three years, is thus not applicable. However, since the Company had crossed the threshold for net profits computed under section 198 of the Companies Act, 2013 as on March 31, 2018, the CSR Committee will constitute in compliance with the provisions of the Act. The Committee would frame the CSR Policy for the Company in accordance with the terms of reference.

15. 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.

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

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act, SEBI Listing Regulations and the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

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.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria 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.

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 Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which is a part of this report.

17. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has in place a vigil mechanism for Directors and Employees, to report genuine concerns about any wrongful conduct with respect to the Company or its business or affairs. This policy covers malpractices, misuse or abuse of authority, fraud, violation of the Company's policies or Rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected or is likely to be affected and formally reported by whistle blowers. 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?

18. POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS

The Policy for Determining Materiality of Information / Events for reporting to the Stock Exchange 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?

19. 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?

20. 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 2017-18.

21. DECLARATION BY INDEPENDENT DIRECTORS

Pursuant to the provisions of Section 149 of the Act, Mr. Dharmesh Prafulchandra Mehta, Mr. Girish Kumar Kalawatia, Mr. Manak Lal Tiwari, and Mrs. Anita Pankaj Jain are Independent Directors of the Company. They have submitted a declaration that each of them meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). There has been no change in the circumstances affecting their status as an Independent Director during the year.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

22. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mrs. Prerna Vikas Jain, Women & Independent Director retired with effect from December 01, 2017. The Board places on record its appreciation for her invaluable contribution and guidance provided by her.

Mrs. Anita Pankaj Jain was appointed as Additional Director and designated as Women & Independent Director with effect from December 27, 2017.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2018 are: Mr. Rajkumar Mangilal Borana, Managing Director, Mr. Amitkumar Anandbhai Dalmia, Whole-time Director, Mr. Deepak A Dalmia, Whole-time Director, Mr. Ankur Mangilal Borana, Whole-time Director, and Mrs. Jyoti Arun Agarwal, Company Secretary.

In accordance with the provisions of the Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company, Mr. Deepak A. Dalmia (holding DIN: 00050547) retires by rotation and is eligible for re-appointment.

22.1 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.

22.2 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. 2017-18

Sr. No.	Date of Meeting	Class of Meeting	Board Strength	No. of Directors Present
1	10-04-2017	Stakeholders' Relationship Committee	3	3
2	22-05-2017	Audit Committee	4	4
3	27-05-2017	Board of Director Meeting	8	8
4	24-07-2017	Stakeholders' Relationship Committee	3	3
5	05-08-2017	Nomination & Remuneration Committee	4	4
6	24-08-2017	Audit Committee	4	4
7	06-09-2017	Board of Director Meeting	8	6
8	27-09-2017	Board of Director Meeting	8	8
9	16-10-2017	Audit Committee	4	4
10	13-11-2017	Board of Director Meeting	8	7
11	27-11-2017	Stakeholders' Relationship Committee	3	3
12	27-12-2017	Board of Director Meeting	8	6
13	16-01-2018	Nomination & Remuneration Committee	4	4
14	19-02-2018	Audit Committee	4	4
15	05-03-2018	Stakeholders' Relationship Committee	3	3
16	31-03-2018	Board of Director Meeting	8	5

23. 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, 2018, 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.

24. 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.

25. AUDITORS

25.1 Statutory Auditors

The Statutory Auditors, M/s. Pradeep Singhi & Associates, Chartered Accountants of Surat have indicated that due to the provision of section 139(2) of the Companies Act 2013, our firm is not eligible to re-appoint as a Statutory Auditor of your company. M/s. Pamita Doshi & Co., Chartered Accountants of Surat have submitted a written consent that they are eligible to hold office as Statutory Auditors of the Company in terms of Section 139 of the Act and that they satisfy the criteria provided in Section 141 of the Act. The Board recommends the appointment of M/s Pamita Doshi & Co., Chartered Accountants of Surat as Statutory Auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held for the financial year 2022-23. The necessary resolution is being placed for consideration of the members at the ensuing Annual General Meeting. 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.

25.2 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 2018-19 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.

25.3 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 the Secretarial Audit for the financial year 2018-19. The Secretarial Audit Report for the financial year ended March 31, 2018 is annexed herewith marked as "Annexure-B" to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

26. 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.

27. CORPORATE GOVERNANCE

As per SEBI Listing Regulations, the Corporate Governance Report with the Auditors' Certificate thereon, and the Management Discussion and Analysis are attached, which forms part of this report.

28. 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".

29. 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.

30. 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.

31. SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

32. INTERNAL FINANCIAL CONTROLS

Internal Financial Controls are an integrated part of the risk management process, addressing financial and financial reporting risks. The internal financial controls have been documented, digitised and embedded in the business processes.

Assurance on the effectiveness of internal financial controls is obtained through management reviews, control self-assessment, continuous monitoring by functional experts as well as testing of the internal financial control systems by the internal auditors during the course of their audits. We believe that these systems provide reasonable assurance that our internal financial controls are designed effectively and are operating as intended.

33. 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.

34. 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.

35. 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.

36. 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: 28/05/2018

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:	27/05/2017
(f)	Amount paid as advances, if any:	NA

Sd/-

Place: Surat
Date: 28/05/2018

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

Note-A

Related Party Transaction at Arm's Length Basis

(Rs. in Lakhs)

Sr. No.	Name	Relation	Amount	PAN Number	Nature of Transactions
1	Rajkumar Mangilal Borana	Managing Director	7.50	ABBPB7746E	Remuneration
2	Amitkumar Anandbhai Dalmia	Whole-time Director	7.50	ABBPD6392C	Remuneration
3	Deepak A Dalmia	Whole-time Director	7.50	ABBPD6396G	Remuneration
4	Ankur Mangilal Borana	Whole-time Director	7.50	AFQPB5976H	Remuneration
5	Rajkumar Mangilal Borana	Managing Director	0.24	ABBPB7746E	Lease Rent
6	Amitkumar Anandbhai Dalmia	Whole-time Director	0.24	ABBPD6392C	Lease Rent
7	Deepak A Dalmia	Whole-time Director	0.24	ABBPD6396G	Lease Rent
8	Ankur Mangilal Borana	Whole-time Director	0.24	AFQPB5976H	Lease Rent
9	RB Industries	Sister Concern	0.30	AASFR4375D	Receipt Of Sub-Leasing Income
10	RB Industries	Sister Concern	10156.69	AASFR4375D	Purchase of Grey Fabrics
11	RB Industries	Sister Concern	487.65	AASFR4375D	Job Work Income
12	Ricon Industries	Sister Concern	7,927.44	AAFCR0142Q	Purchase of Grey Fabrics
13	Borana Filaments Pvt Ltd	Sister Concern	2.39	AABCB8050D	Purchase of Yarn
14	Borana Filaments Pvt Ltd	Sister Concern	4.63	AABCB8050D	Sale of Grey Fabrics

"ANNEXURE-B"

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

[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, 2018

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, 2018 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, 2018 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 (Listing Obligations And Disclosure Requirements) Regulations, 2015
    b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
g. 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;
h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
j. Employees Provident Fund and Miscellaneous Provisions Act, 1952
k. Employees State Insurance Act, 1948
l. Employers Liability Act, 1938
m. Environment Protection Act, 1986 and other environmental laws
n. Equal Remuneration Act, 1976
o. Factories Act, 1948
p. Hazardous Wastes (Management and Handling) Rules, 1989 and Amendment Rule, 2003
q. Indian Contract Act, 1872
r. Income Tax Act, 1961 and Indirect Tax Laws
s. Indian Stamp Act, 1999
t. Industrial Dispute Act, 1947
u. Maternity Benefits Act, 1961
v. Minimum Wages Act, 1948
w. Negotiable Instruments Act, 1881
x. Payment of Bonus Act, 1965
y. Payment of Gratuity Act, 1972
z. 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 company has failed to intimate the Agenda to the Bombay Stock Exchange (BSE) for the Board meeting held on dated 06/09/2017. Further the company has settled the case regarding non-compliance of 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 by paying settlement fees of Rs. 200,000/- which is recommended by High Powered Advisory Committee (HPAC) and subsequently approved by the panel of Whole Time members of SEBI and received the Settlement order from Adjudicating Officer dated 30/10/2017.

Sd/-

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

Place: Surat
Date: 28/05/2018

"ANNEXURE-C"

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

(Rs. in Lakhs)

Power and fuel consumption	Current Year 2017-18	Previous Year 2016-17
A. Power and fuel consumption		
1. Electricity		
(A) Purchased		
Unit (Lacs KWH)	**10,439,460**	11,578,740
Total amount (Rs. In Lacs)	**72,940,841**	72,885,711
Rate / unit (KWH)	**6.99**	6.29
2. Coal		
Quantity (tonnes)	**5,060**	11,188
Total cost (Rs.)	**27,070,744**	46,078,232
Average rate (Rs.)	**5,350**	4,118
3. Diesel oil		
Quantity (k. ltrs.)	**2,850**	800
Total amount (Rs.)	**180,326**	47,592
Average rate (Rs.)	**63.27**	59.49
4. Gas		
Quantity (Kgs)	**28,526**	21,315
Total amount (Rs.)	**1,848,606**	1,323,816
Average rate (Rs.)	**64.80**	62.10
B. Consumption per Unit of Production		(Unit/Mtrs)
Electricity	**0.620**	0.739
Coal	**0.0003**	0.0007
Gas	**0.0017**	0.0014
C. Actual Fabrics Produced	(in mtrs)	(in mtrs)
Fabrics produced during the year	**16,833,760**	15,676,969

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

Foreign Exchange Inflow & Outflow:

Inflow: US $: 849,128.73

Outflow: US $: 23,454.00
Euro: 8,580.28

"ANNEXURE-D"

EXTRACT OF ANNUAL RETURN

as on the financial year ended March 31, 2018
[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	8301678	-	8331678	59.32	(0.21)
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**	**10326678**	**-**	**10326678**	**73.79**	**(0.21)**
(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**	**-**	**10326678**	**73.79**	**(0.21)**
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	20000	-	20000	0.14	45000	-	45000	0.32	0.18
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
(i) Individuals Shareholders holding nominal share capital upto Rs. 1 lacs	490000	10	490010	3.50	585000	10	585010	4.18	0.68

(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lacs	2888000	-	2888000	20.64	3028000	-	3028000	21.64	1.00
c) Others									
(Market Maker)	200000	-	200000	1.44	5000	-	5000	0.04	(1.40)
(Clearing Member)	30000	-	30000	0.21	5000	-	5000	0.04	(0.18)
(Body Corporate NBFC)	10000	-	10000	0.07	-	-	-	-	(0.07)
Sub-total (B)(2):	**3638000**	**10**	**3638010**	**26.00**	**3668000**	**10**	**3668010**	**26.21**	**0.21**
Total Public Shareholding (B)=(B)(1)+(B)(2)	**3638000**	**10**	**3638010**	**26.00**	**3668000**	**10**	**3668010**	**26.21**	**0.21**
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	-	2052921	14.67	-	(0.21)
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.	Name	Shareholding					Cumulative Share-holding during the year (01/04/17 to 31/03/18)	
		No. of Shares at the beginning (01-04-2017) /end of the year (31/03/2018)	% 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	01/04/2017	-	-	-	-
				02/02/2018	(30000)	Sell	2052921	14.67
		2052921	14.67	31/03/2018	-	-	2052921	14.67
2.	Deepak A Dalmia	1819168	13.00	01/04/2017	-	-	-	-
		1819168	13.00	31/03/2018	-	-	1819168	13.00
3.	Amitkumar Anandbhai Dalmia	1799171	12.86	01/04/2017	-	-	-	-
		1799171	12.86	31/03/2018	-	-	1799171	12.86
4.	Ankur Mangilal Borana	1632918	11.67	01/04/2017	-	-	-	-
		1632918	11.67	31/03/2018	-	-	1632918	11.67
5.	Rawatkhedia Silk Mills LLP	1500000	10.72	01/04/2017	-	-	-	-
		1500000	10.72	31/03/2018	-	-	1500000	10.72
6.	Mayfair Vinimay Private Limited	375000	2.68	01/04/2017	-	-	-	-
		375000	2.68	31/03/2018	-	-	375000	2.68
7.	Mangilal Ambalal Borana	300000	2.14	01/04/2017	-	-	-	-
		300000	2.14	31/03/2018	-	-	300000	2.14
8.	Mangilal Ambalal Borana HUF	225000	1.61	01/04/2017	-	-	-	-
		225000	1.61	31/03/2018	-	-	225000	1.61
9.	Rajkumar Mangilal Borana HUF	183000	1.31	01/04/2017	-	-	-	-
		183000	1.31	31/03/2018	-	-	183000	1.31
10.	Dhwani Ankur Borana	153000	1.09	01/04/2017	-	-	-	-
		153000	1.09	31/03/2018	-	-	153000	1.09
11.	Rawatkhedia Processors Private Ltd.	150000	1.07	01/04/2017	-	-	-	-
		150000	1.07	31/03/2018	-	-	150000	1.07
12.	Ankur Mangilal Borana HUF	85500	0.61	01/04/2017	-	-	-	-
		85500	0.61	31/03/2018	-	-	85500	0.61

13.	Mohini Devi Mangilal Borana	10500	0.08	01/04/2017	-	-	-	-
		10500	0.08	31/03/2018	-	-	10500	0.08
14.	Sharmila Rajkumar Borana	10500	0.08	01/04/2017	-	-	-	-
		10500	0.08	31/03/2018	-	-	10500	0.08
15.	Deepa Amitkumar Dalmia	6000	0.04	01/04/2017	-	-	-	-
		6000	0.04	31/03/2018	-	-	6000	0.04
16.	Shashi Anand Dalmia	6000	0.04	01/04/2017	-	-	-	-
		6000	0.04	31/03/2018	-	-	6000	0.04
17.	Sunaina Deepak Dalmia	6000	0.04	01/04/2017	-	-	-	-
		6000	0.04	31/03/2018	-	-	6000	0.04
18.	Amitkumar Anand Dalmia HUF	6000	0.04	01/04/2017	-	-	-	-
		6000	0.04	31/03/2018	-	-	6000	0.04
19.	Amitkumar Anand Dalmia HUF	6000	0.04	01/04/2017	-	-	-	-
		6000	0.04	31/03/2018	-	-	6000	0.04

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

Sr. No.	Name	Shareholding					Cumulative Share-holding during the year (01/04/17 to 31/03/18)	
		No. of Shares at the beginning (01-04-2017) /end of the year (31/03/2018)	% of total shares of the Company	Date	Increase/ Decrease in Share-holding	Reasons	No. of Shares	% of total shares of the Company
1	Lalita Nareshkumar Borana	618000	4.42	01/04/2017	-	-	618000	4.42
				05/05/2017	(10000)	Sell	608000	4.34
				19/05/2017	-15000	Sell	593000	4.24
				28/07/2017	25000	Buy	618000	4.42
				19/01/2018	10000	Buy	628000	4.49
				23/03/2018	35000	Buy	663000	4.74
				31/03/2018	5000	Buy	668000	4.77
		668000	4.77	31/03/2018	-	-	668000	4.77
2	Hem Chand Jain	530000	3.79	01/04/2017	-	-	530000	3.79
				26/01/2018	5000	Buy	535000	3.82
				02/02/2018	(40000)	Sell	495000	3.54
		495000	3.54	31/03/2018	-	-	495000	3.54
3	Nareshkumar Ambalal Borana	455000	3.25	01/04/2017	-	-	455000	3.25
				23/03/2018	40000	Buy	495000	3.54
				31/03/2018	10000	Buy	505000	3.61
		505000	3.61	31/03/2018	-	-	505000	3.61

4	Nareshkumar Ambalal Borana HUF	385000	2.75	01/04/2017	-	-	385000	2.75
				23/03/2018	30000	Buy	415000	2.97
				31/03/2018	10000	Buy	425000	3.04
		425000	3.04	31/03/2018	-	-	425000	3.04
5	Gaurav Jain	220000	1.57	01/04/2017	-	-	220000	1.57
				02/06/2017	(10000)	Sell	210000	1.50
		210000	1.50	31/03/2018	-	-	210000	1.50
6	Hem Securities Limited	200000	1.43	01/04/2017	-	-	200000	1.43
				14/04/2017	(20000)	Sell	180000	1.29
				21/04/2017	20000	Buy	200000	1.43
				28/04/2017	(80000)	Sell	120000	0.86
				05/05/2017	(10000)	Sell	110000	0.79
				12/05/2017	10000	Buy	120000	0.86
				19/05/2017	(35000)	Sell	85000	0.61
				26/05/2017	15000	Buy	100000	0.71
				02/06/2017	(5000)	Sell	95000	0.68
				09/06/2017	20000	Buy	115000	0.82
				16/06/2017	(15000)	Sell	100000	0.71
				23/06/2017	60000	Buy	160000	1.14
				07/07/2017	(5000)	Sell	155000	1.11
				10/07/2017	(5000)	Sell	150000	1.07
				14/07/2017	10000	Buy	160000	1.14
				21/07/2017	(5000)	Sell	155000	1.11
				28/07/2017	(75000)	Sell	80000	0.57
				04/08/2017	10000	Buy	90000	0.64
				18/08/2017	(10000)	Sell	80000	0.57
				22/09/2017	(5000)	Sell	75000	0.54
				29/09/2017	5000	Buy	80000	0.57
				13/10/2017	5000	Buy	85000	0.61
				20/10/2017	35000	Buy	120000	0.86
				17/11/2017	(5000)	Sell	115000	0.82
				24/11/2017	(25000)	Sell	90000	0.64
				01/12/2017	5000	Buy	95000	0.68
				08/12/2017	(10000)	Sell	85000	0.61
				15/12/2017	(5000)	Sell	80000	0.57
				22/12/2017	(15000)	Sell	65000	0.46
				05/01/2018	10000	Buy	75000	0.54
				12/01/2018	5000	Buy	80000	0.57
				19/01/2018	30000	Buy	110000	0.79
				26/01/2018	(25000)	Sell	85000	0.61
				02/02/2018	(15000)	Sell	70000	0.50
				09/02/2018	30000	Buy	100000	0.71
				16/02/2018	15000	Buy	115000	0.82
				02/03/2018	(5000)	Sell	110000	0.79
				16/03/2018	9464	Buy	119464	0.85
				23/03/2018	(90000)	Sell	29464	0.21
				30/03/2018	15000	Buy	44464	0.32
				31/03/2018	(39464)	Sell	5000	0.04
		5000	0.04	31/03/2018	-	-	5000	0.04

7	Indu Jain	180000	1.29	01/04/2017	-	-	180000	1.29
				02/06/2017	(5000)	Sell	175000	1.25
				23/06/2017	(100000)	Sell	75000	0.54
				26/01/2018	40000	Buy	115000	0.82
		115000	0.82	31/03/2018	-	-	115000	0.82
8	Vinod Lodha	80000	0.57	01/04/2017	-	-	80000	0.57
				25/08/2017	(5000)	Sell	75000	0.54
		75000	0.54	31/03/2018	-	-	75000	0.54
9	Alpana S Dangi	0	0.00	01/04/2017		-	0	0.00
				02/02/2018	57000	Buy	57000	0.41
				09/02/2018	3000	Buy	60000	0.43
		60000	0.43	31/03/2018	-	-	60000	0.43
10	Jitender Mittal	60000	0.43	01/04/2017	-	-	60000	0.43
				24/11/2017	(40000)	Sell	20000	0.14
				22/12/2017	(20000)	Sell	0	0.00
		0	0.00	31/03/2018	-	-	0	0.00
11	Ashok Kumar Jain	0	0.00	01/04/2017	-	-	0	0.00
				28/04/2017	40000	Buy	40000	0.29
				19/05/2017	5000	Buy	45000	0.32
				18/08/2017	5000	Buy	50000	0.36
				26/01/2018	5000	Buy	55000	0.39
				09/03/2018	5000	Buy	60000	0.43
		60000	0.43	31/03/2018	-	-	60000	0.43
12	Prateek Jain	0	0.00	01/04/2017	-	-	0	0.00
				28/07/2017	50000	Buy	50000	0.36
		50000	0.36	31/03/2018	-	-	50000	0.36
13	Chandanmal Kaluram Talesara	0	0.00	01/04/2017	-	-	0	0.00
				16/06/2017	10000	Buy	10000	0.07
				30/06/2017	(5000)	Sell	5000	0.04
				07/07/2017	5000	Buy	10000	0.07
				17/11/2017	15000	Buy	25000	0.18
				24/11/2017	20000	Buy	45000	0.32
				02/02/2018	5000	Buy	50000	0.36
		50000	0.36	31/03/2018	-	-	50000	0.36
14	Chandrakant Rajanshi Chheda	50000	0.36	01/04/2017	-	-	50000	0.36
				21/04/2017	(10000)	Sell	40000	0.29
				12/05/2017	(10000)	Sell	30000	0.21
				21/07/2017	(10000)	Sell	20000	0.14
				25/08/2017	(5000)	Sell	15000	0.11
				13/10/2017	(10000)	Sell	5000	0.04
				31/10/2017	(5000)	Sell	0	0.00
				22/12/2017	5000	Buy	5000	0.04
				19/01/2018	(5000)	Sell	0	0.00
		0	0.00	31/03/2018	-	-	0	0.00

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding					Cumulative Share-holding during the year (01/04/17 to 31/03/18)	
		No. of Shares at the beginning (01-04-2017) /end of the year (31/03/2018)	% 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	01/04/2017	-	-	-	-
				02/02/2018	(30000)	Sell	2052921	14.67
		2052921	14.67	31/03/2018	-	-	2052921	14.67
2	Deepak A Dalmia	1819168	13.00	01/04/2017	-	-	-	-
		1819168	13.00	31/03/2018	-	-	1819168	13.00
3	Amitkumar Anandbhai Dalmia	1799171	12.86	01/04/2017	-	-	-	-
		1799171	12.86	31/03/2018	-	-	1799171	12.86
4	Ankur Mangilal Borana	1632918	11.67	01/04/2017	-	-	-	-
		1632918	11.67	31/03/2018	-	-	1632918	11.67
5	Dharmesh Prafulchandra Mehta	Nil	-	01/04/2017	-	-	-	
		Nil	-	31/03/2018	-	-	Nil	-
6	Girish Kumar Kalawatia	Nil	-	01/04/2017	-	-	-	
		Nil	-	31/03/2018	-	-	Nil	-
7	Manak Lal Tiwari	Nil	-	01/04/2017	-	-	-	
		Nil	-	31/03/2018	-	-	Nil	-
8	*Prerna Vikas Jain	Nil	-	01/04/2017	-	-	-	
		Nil	-	31/03/2018	-	-	Nil	-
9	*Anita Pankaj Jain	Nil	-	01/04/2017	-	-	-	
		Nil	-	31/03/2018	-	-	Nil	-
10	Jyoti Arun Agarwal	Nil	-	01/04/2017	-	-	-	
		Nil	-	31/03/2018	-	-	Nil	-

*Mrs. Prerna Vikas Jain, Women & Independent Director retired with effect from December 01, 2017 and in her place Mrs. Anita Pankaj Jain was appointed as Additional Director and designated as Women & Independent Director with effect from December 27, 2017

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	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**
2	**Change in Indebtedness during the financial year**				
	• Addition	18,730,517	25,188,356		43,91,873
	• Reduction	(82,324,653)	(25,229,380)		(107,554,033)
	Net change	**(63,594,136)**	**(41,024)**		**(63,635,160)**
3	**Indebtedness at the end of the financial year**				
	i) Principal Amount	147,029,896	96,500,000		243,529,896
	ii) Interest due but not paid	-	7,854,639		7,854,639
	iii) Interest accrued but not due	-	-		-
	Total (i+ii+iii)	**147,029,896**	**104,313,615**		**251,343,511**

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	(@ 4.27% of profits calculated under Section 198 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*	Anita P. jain**	
1	Independent Directors						
	• Fee for attending board / committee meetings	14,000	14,000	14,000	7,000	7,000	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**	**7,000**	**7,000**	**56,000**
	Total Managerial Remuneration						**3,056,000**
	Overall Ceiling as per the Act	(@ 4.27% of profits calculated under Section 198 of the Companies Act, 2013)					

*Relinquished the office of Women & Independent Director w.e.f. December 01, 2017.
**Appointed as an Women and Independent Additional Director w.e.f. December 27, 2017

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/SEBI	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	Annexure-A				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE				
Punishment					
Compounding					

Annexure-A

During the audit period, the company has settled the case regarding non-compliance of 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 by paying settlement fees of Rs. 200,000/- which is recommended by High Powered Advisory Committee (HPAC) and subsequently approved by the panel of Whole Time members of SEBI and received the Settlement order from Adjudicating Officer dated 30/10/2017.

Sr. No.	Promoters	Penalty	Punishment	Compounding	Appeal made, if any
1	Rajkumar Mangilal Borana	Nil	Nil	11,112.00	NA
2	Amitkumar Anandbhai Dalmia	Nil	Nil	11,112.00	NA
3	Deepak A Dalmia	Nil	Nil	11,111.00	NA
4	Ankur Mangilal Borana	Nil	Nil	11,111.00	NA
5	Amitkumar Anand Dalmia HUF	Nil	Nil	11,111.00	NA
6	Deepak A Dalmia HUF	Nil	Nil	11,111.00	NA
7	Ankur Mangilal Borana HUF	Nil	Nil	11,111.00	NA
8	Rajkumar Mangilal Borana HUF	Nil	Nil	11,111.00	NA
9	Mangilal Ambalal Borana HUF	Nil	Nil	11,111.00	NA
10	Mangilal Ambalal Borana	Nil	Nil	11,111.00	NA
11	Sunaina Deepak Dalmia	Nil	Nil	11,111.00	NA
12	Shashi Anand Dalmia	Nil	Nil	11,111.00	NA
13	Deepa Amitkumar Dalmia	Nil	Nil	11,111.00	NA
14	Mohini Devi Mangilal Borana	Nil	Nil	11,111.00	NA
15	Sharmila Rajkumar Borana	Nil	Nil	11,111.00	NA
16	Dhwani Ankur Borana	Nil	Nil	11,111.00	NA
17	Mayfair Vinimay Private Limited	Nil	Nil	11,111.00	NA
18	Rawatkhedia Silk Mills LLP	Nil	Nil	11,111.00	NA

Sd/-

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

Place: Surat
Date: 28/05/2018

"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 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 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 2017-18 (in Rs.)	% increase in Remuneration in the Financial Year 2017-18	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	Nil	8.24	During the year, Profit before Tax was Rs. 70,221,000/- which was increased by 1427.92% over the financial year 2016-17 and the company has incurred net profit of Rs. 58,836,000/- in the financial year 2017-18 against the net loss of Rs. (4,794,000/-) over the financial year 2016-17
2	Mr. Amitkumar Dalmia (Whole time Director)	750,000	Nil	8.24	
3	Mr. Deepak Dalmia (Whole time Director)	750,000	Nil	8.24	
4	Mr. Ankur Borana (Whole time Director)	750,000	Nil	8.24	
6	Jyoti Arun Agarwal (Company Secretary)	300,000	Nil	3.30	

i. The median remuneration of employees of the Company during the financial year was Rs. 90,982/-.

ii. The Number of permanent employees on the rolls of the company as of March 31, 2018 and March 31, 2017 was 326 and 337 respectively;

iii. In the Financial year, there was an decrease of 8.10% in the median remuneration of employees due to decrease in pay scale of the employees;

iv. The revenue growth during financial year 2018 over financial year 2017 was 4.62% and during the year the company has incurred remarkable net profit of Rs. 584.34 (in lakhs) as against to the net loss of Rs. 45.34 (in lakhs) due to share in profit of Partnership Firm constituted by the company. The aggregate remuneration of the employees grew by 4.80% over the previous financial year due to increase in net profit of the company. The total remuneration of Key Managerial Personnel was stabled in 2018 over financial year 2017.

v. Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:
The total remuneration of Key Managerial Personnel was stabled to 3,000,000/- in 2017-18 and the Profit before Tax was increased by 1427.92% to Rs. 70,221,000/- in 2017-18 (Loss of Rs. 4,794,000/- in 2016-17)

vi. Variations in the market capitalization of the Company

(1) The market capitalization as on March 31, 2018 was Rs. 72.77 crore and as on March 31, 2017 is Rs. 36.74 crore.

(2) Price Earnings ratio of the Company was 12.38 as at March 31, 2018 and as on March 31, 2017 it was (77.21).

(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. 5,200 as on March 31, 2018 indicating the increase in Annual Growth Rate at 98.10 %.

vii. Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2017-18 was 5.02% and the increase in the managerial remuneration for the same financial year was nil.

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	Alpeshkumar Punamchand Patel
Designation	GM Production
Education Qualification	Be. Tech in Textile
Nature of Employment	Permanent
Age	41 Years
Experience	22 Years
Date of Joining	01/07/2015
Gross Remuneration	775,000 /-
Previous employment and designation	Jindal Denims - Asst Weaving Manager

No. of Shares held in Company	Nil
Employee Relation with Director	NA
Ratio	0.97

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

Sd/-

Place: Surat
Date: 28/05/2018

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

Management Discussion and Analysis REPORT

MANAGEMENT DISCUSSION AND ANALYSIS

DISCLAIMER

Readers are cautioned that this discussion and analysis contains forward looking statements that involve risks and uncertainties. When used in this discussion, the words "anticipate," "believe," "estimate," "intend," "will," and "expected" and other similar expressions as they relate to the Company or its business are intended to identify such forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Actual results, performances or achievements, risks and opportunities could differ materially from those expressed or implied in these forward-looking statements. Readers are cautioned not to place undue reliance on these forward looking statements as these are relevant at a particular point of time & adequate restrain should be applied in their use for any decision making or formation of an opinion.

The following discussion and analysis should be read in conjunction with the Company's financial statements included herein and the notes thereto.

OPERATIONS

India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. Even today, textiles sector is one of the largest contributors to India's exports with approximately 13 per cent of total exports. The textiles industry is also labour intensive and is one of the largest employers.

The textile industry employs about 105 million people directly and indirectly. India's overall textile exports during FY 2017-18 stood at US$ 37.74 billion.

The Indian textiles industry, currently estimated at around US$ 150 billion, is expected to reach US$ 230 billion by 2020. The Indian Textile Industry contributes approximately 2 per cent to India's Gross Domestic Product (GDP), 10 per cent of manufacturing production and 14 per cent to overall Index of Industrial Production (IIP).

As a global trend from decades, men are more interested in casual denims as compared to formal wear because of the growing fashion consciousness among them. Due to the rising acceptance of fast fashion wear, such as jeans, jackets and shirts for men in corporate or commercial environments, its demand for men is projected to stay ahead to that of women, during the forecast period.

Apart from this, the concepts of e-marketplace and e-commerce are revolutionizing the fashion industry from the past few years and are directly impacting the denim market, positively.

OUTLOOK

1. INDIAN MARKET

India is the fifth largest destination in the global retail space, making the Indian apparel industry the second largest contributor in the retail industry. Basis industry statistics, denim is the single most leading segment in the fashion industry.

Denims became the garment of choice for urban Indians – both men and women. Today the Indian denim fashion industry is at an exciting place – with huge growth opportunities ahead. There is a strong and technically sound production base that has evolved through the export base of garment manufacturers. The design sensibility of Indian brands is at par with international brands. The ability to produce well-designed denims at affordable prices is the strength and forte of Indian brands. They can exploit the opportunity to position themselves in the middle of the consumption pyramid and span across all metros, Tier -I, Tier -II and even Tier -III towns to gain scale, while premium brand continue to struggle with this.

Women's jeans continued to grow during 2017, as Western wear has become increasingly acceptable amongst urban women consumers. Indian consumers see Western jeans as basic apparel and the convenience and comfort associated with them when compared to traditional Indian wear is making them popular amongst the masses.

Driving Factors for Denim Market Some of the key driving factors for the denim market in India are:

- An aspiration youth (15 to 29 year olds) with higher spending power than previous generations, which make 26% of the consuming population
- A wide range of consumer segment that consider denim as an apparel of choice owing to its comfort and style
- Favoured preference for denim amongst youth owing to its versatile association
- Increasing usage of denim products by women and youth in smaller cities and rural India

More men – 41.76 percent of against 39.46 percent of women own between four to six pairs of jeans. Both spend around Rs 1,000 to Rs 2,000 on their denims.

Denim wear is considered durable as it is made up of a sturdy cotton twill textile. It is woven in a manner that it can be effortlessly worn in any condition.

Denim wear is now much more easily available in the market, deeper across the country and across different market segments and varied price points as well. Thus, bringing it within the reach of different income groups.

2. Future Prospects

The blue denim has remained a wardrobe essential for decades. Due to its increasing popularity in India, denim wear is now also witnessing huge demand among masses. There are certain key attributes which are making the future of denim wear industry promising which are as follows:

Variety: Not only Jeans but various other items like clothing and accessories like shirts, shorts, dresses, bags, shoes, jackets etc are made out of Denims.

Purpose: Denim serves almost all purposes and are available in many range of colours. It can be used as a formal wear as well as casual wear. This versatility has made economic sense to consumers to buy jeans compared to other bottoms.

Convenience: Denim is comfortable and long lasting.

Changing trends/fashion: Today's generation is fashion conscious tend towards changing fashion and are adopting the wear that are easily available and comfortable in their daily life thereby increasing the demand for the product exponentially.

Prices: The price of denim wear depends on a number of factors like the quality of material, texture, comfort, cut, and wash. From extremely cheap jeans for everyday use to expensive luxury denim, there are denim products available to suit everyone's budget and needs.

Organised Sector: The expansion of organised retail sector has further added to the momentum denim industry. India is a preferred supplier of denim fabrics to almost all global brands.

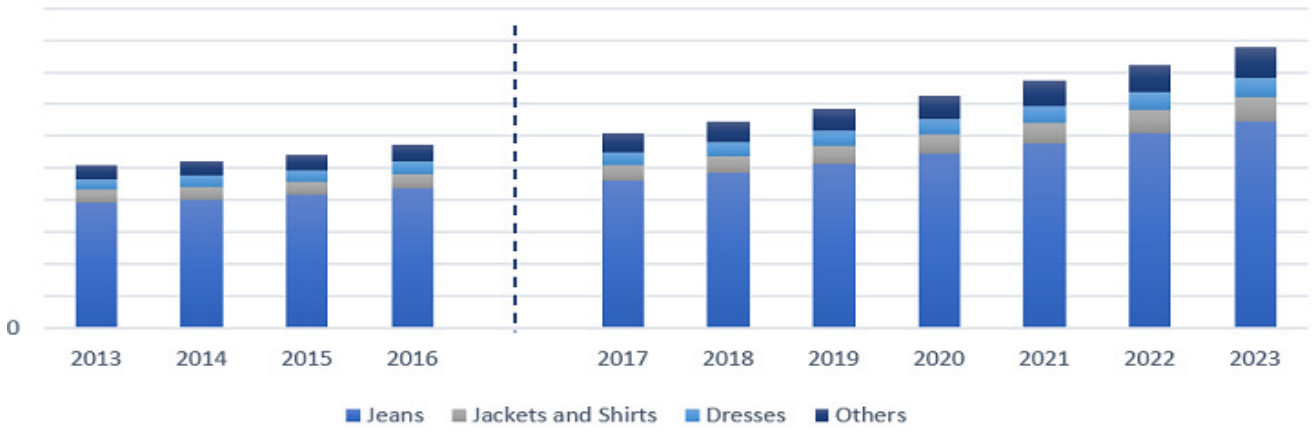
Target Market: Earlier, denim used to be the choice of teenagers and people in their 20's and 30's. However, times have changed and denim has become the preferred choice of everyone from kids to the elderly.

Innovation: The denim market is constantly redefining and reinventing itself with new designs, washes, cuts, and embellishments which keep the masses interested and the demand high.

3. Industry Outlook

With all the initiatives the government is taking to boost the country's textile sector, the coming years are going to be crucial for the industry. The Government is soon to announce its ambitious target of achieving 20% share of the global textile trade and helping the domestic industry attain a size of $650 billion by 2024-25. The target can be achieved with a strong focus on investments, better labour law reforms, and skill enhancement.

With the government taking so many steps to boost the nation's textile sector, its benefits are likely percolate to the Indian denim industry in the coming years and ensure its steady growth which will be further fuelled by the various demand drivers for this sector in India.



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
- Brand Conscious customers

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
- Increased competition in domestic market

REVIEW OF OPERATIONS

Your directors report that during the year under review your company has posted higher income of Rs. 21,735.91 (in Lakhs) in the current year as compared to Rs. 20,775.50 (in Lakhs) in the corresponding previous year. During the current year your company has shown a positive trend in net profit of Rs. 588.36 (in Lakhs) as against to the net loss of Rs. 47.94 (in Lakhs) in the corresponding previous year.

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.

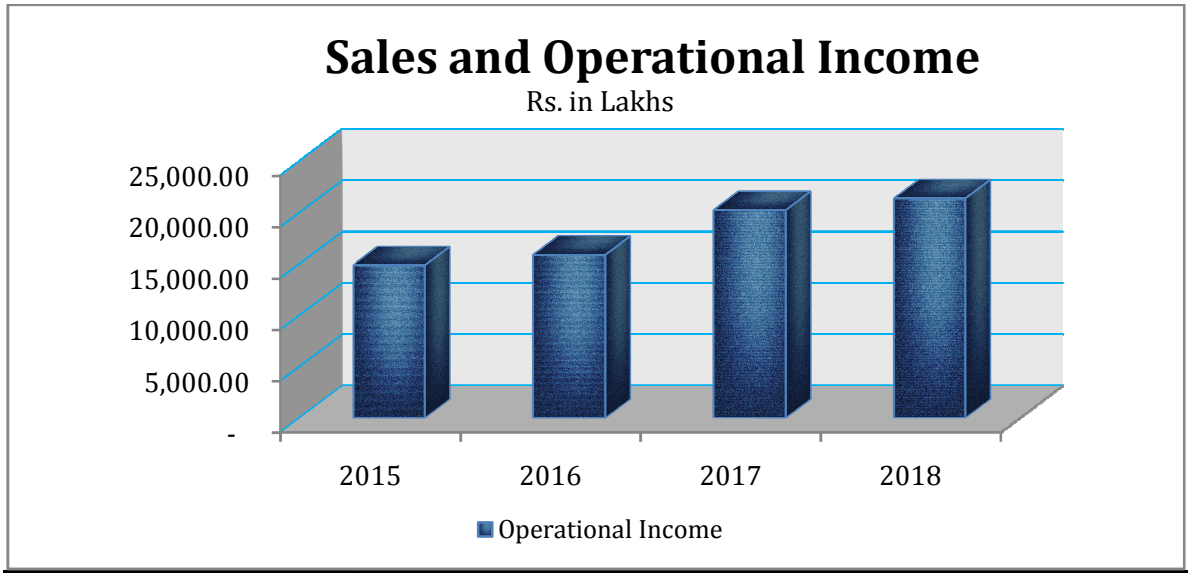
4. Other Business Risks

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.

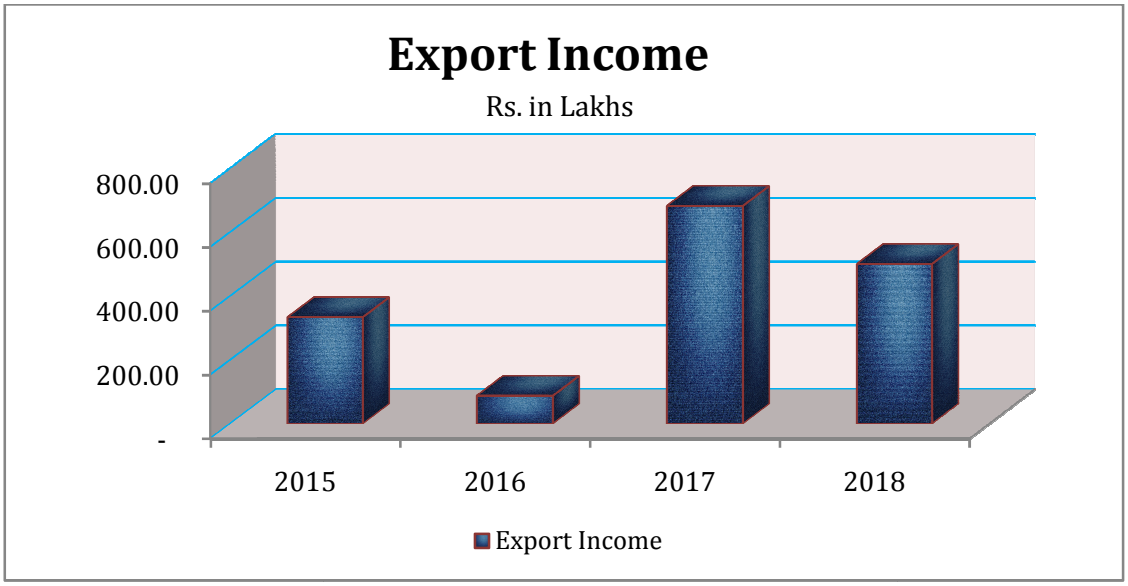
FINANCIAL PERFORMANCE AND OPERATIONAL PERFORMANCE

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.

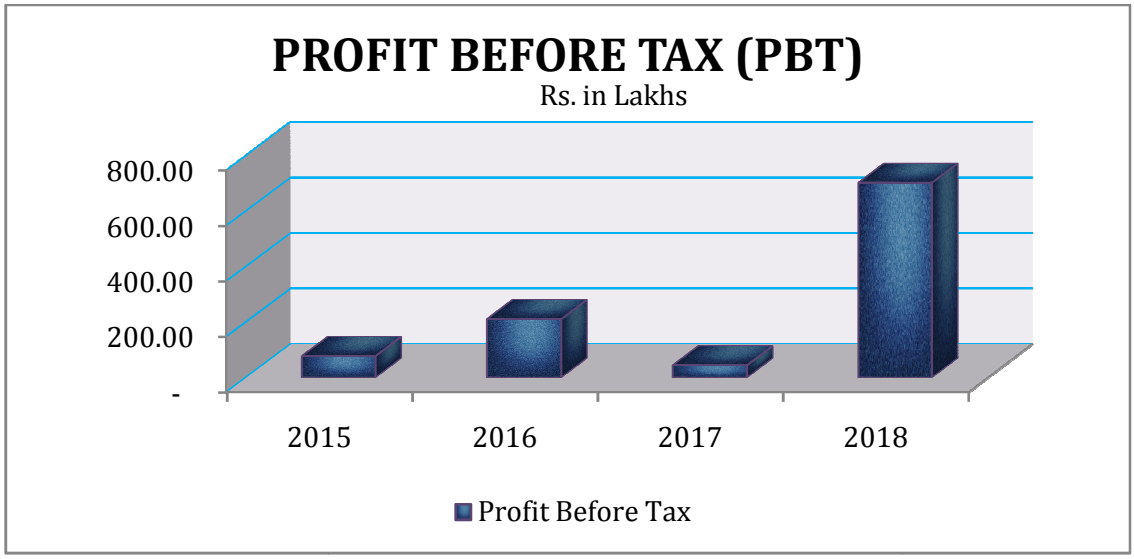
SALES AND OPERATIONAL INCOME FOR LAST FOUR FINANCIAL YEARS



EXPORT INCOME FOR LAST FOUR FINANCIAL YEARS



PROFIT BEFORE TAX (PBT) FOR LAST FOUR FINANCIAL YEAR



COSTS-DENIM BUSINESS

During the year 2018, 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 88.01% of total income from operations (82.89% in 2017). Cost of material consumed increased by 11.09% in 2018 over 2017. Whereas amount of Yarn consumption were increased by 7.18% in 2018 as compared to 2017 whereas amount of Coal/Lignite consumption were decreased by 40.9% in 2018 as compared to 2017 and amount of Grey consumption were increased by 24.90% in 2018 as compared to 2017. Amount of Color/Chemical consumption were decreased by 36.12% in 2018 over 2017 and amount of stores/packing materials consumption were increased by 33.62% in 2018 as compared to 2017. 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. 729.40 (in Lakhs) which constitutes 3.36% of the total income from operations of the company.

3. Other Expenditure

Other expenditure (exclusion of Manufacturing Expenditure) constitutes 0.88% of total income from operations of the Company. The decrease in other expenditure (exclusion of Manufacturing Expenditure) stood to 16.57% in 2018 over 2017.

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 2017-18, 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 visits on a surprise check 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. The 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

Human resources are a significant part of your company's overall development. Your Company emphasized talent nurturing and retention, providing avenues for learning and development through functional and, behavioural training programs have helped the Organization, achieve higher productivity levels. Your Company is engaged in a constructive relationship with employees with an emphasis on innovation; productivity efficiency improvements and underlining safe working practices. 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. Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Industrial relations with staff and workmen during the year under review continued to be cordial.

1. **Employees of Choice:**

   The Company has positioned itself as one of the best companies to work for. The Company invest on hiring the best talent, developing and retaining the available talent to ensure a sustainable talent supply within the organization. The Company also uses various communication channels to seek employees' feedback about the overall working environment and the necessary tools and resources they need to perform at their best potential.

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. The Company also provides various opportunities to the employees to develop and work on their skills to take up higher responsibilities in the organization.

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, 2018:

Sr. No.	Name of Director	category	Attendance of Board meeting	Attendance at the last AGM	No. of other Directorship / Committees Membership/ Chairmanship		
					O.D.	C.M.	C.C.
1	Rajkumar Mangilal Borana	Executive - Chairman & Managing Director	6	Yes	-	-	-
2	Amitkumar Anand Dalmia	Executive - Whole time Director	6	Yes	-	-	-
3	Deepak Anand Dalmia	Executive - Whole time Director	6	Yes	-	-	-
4	Ankur Mangilal Borana	Executive - Whole time Director	6	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	2	Yes	-	-	-
9	*Anita Pankaj Jain	Non-executive - Independent Director	2	NA	-	-	-

*Mrs. Prerna Vikas Jain, Women & Independent Director retired with effect from December 01, 2017 and in her place Mrs. Anita Pankaj Jain was appointed as Additional Director and designated as Women & Independent Director with effect from December 27, 2017.

(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.

NO. OF BOARD MEETING HELD AND DATES

1	27/05/2017	2	06/09/2017	3	27/09/2017	4	13/11/2017
5	27/12/2017	6	31/03/2018				

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.

A. AUDIT COMMITTEE

The Audit Committee of the Company comprises of 4 members, 3 of whom are Non-Executive-Independent Directors. Mr. Dharmesh Prafulchandra Mehta, 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, 2018:

Sr. No	Name of the Director	Status in Committee	Nature of Directorship	No. of Meetings	
				Held	Eligible to Attend
1	Dharmesh P. Mehta	Chairman	Non–Executive & Independent Director	4	4
2	Manak Lal Tiwari	Member	Non–Executive & Independent Director	4	4
3	Rajkumar M. Borana	Member	Managing Director	4	4
4	*Prerna Vikas Jain	Member	Non–Executive & Independent Director	4	3
5	*Anita Pankaj Jain	Member	Non–Executive & Independent Director	4	1

*Mrs. Prerna Vikas Jain, Women & Independent Director retired with effect from December 01, 2017 and in her place Mrs. Anita Pankaj Jain was appointed as Additional Director and designated as Women & Independent Director with effect from December 27, 2017.

During the year 2017-18 Audit Committee meeting was held 4 Times. The necessary quorum was preset in the meeting. The dates of meetings are as follow:

1	22/05/2017	2	24/08/2017	3	16/10/2017	4	19/02/2018

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)

B. 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, 2018:

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

*Mrs. Prerna Vikas Jain, Women & Independent Director retired with effect from December 01, 2017 and in her place Mrs. Anita Pankaj Jain was appointed as Additional Director and designated as Women & Independent Director with effect from December 27, 2017.

During the FY 2017-18 Nomination and Remuneration meeting was held 2 Times. The necessary quorum was preset in the meeting. The dates of meetings are as follow:

1	05/08/2017	2	16/01/2018

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 2017-18.

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	Manak Lal Tiwari	-	14,000	-	-
7	Dharmesh P. Mehta	-	14,000	-	-
8	*Prerna Jain	-	7,000	-	-
9	*Anita Pankaj Jain		7,000		

*Mrs. Prerna Vikas Jain, Women & Independent Director retired with effect from December 01, 2017 and in her place Mrs. Anita Pankaj Jain was appointed as Additional Director and designated as Women & Independent Director with effect from December 27, 2017.

C. 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, 2018:

Sr. No	Name of the Director	Status in Committee	Nature of Directorship	No. of Meetings	
				Held	Eligible to Attend
1	*Prerna Vikas Jain	Chairman	Non–Executive & Independent Director	4	3
2	*Anita Pankaj Jain	Chairman	Non–Executive & Independent Director	4	1
3	Manak Lal Tiwari	Member	Non–Executive & Independent Director	4	4
4	Amit Dalmia	Member	Whole time Director	4	4

*Mrs. Prerna Vikas Jain, Women & Independent Director retired with effect from December 01, 2017 and in her place Mrs. Anita Pankaj Jain was appointed as Additional Director and designated as Women & Independent Director with effect from December 27, 2017.

During the 2017-18, Stakeholders Relationship Committee meeting was held 4 Times. The necessary quorum was preset in the meeting. The dates of meetings are as follow:

1	10/04/2017	2	24/07/2017	3	27/11/2017	4	05/03/2018

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.

3. COMPLIANCE OFFICER

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

4. SHAREHOLDERS' COMPLAINTS

During the year ended 31 March 2018, the Company has not received any complaints from the shareholders/investors. As on 31 March 2018, no shareholder/investor complaint was pending.

5. 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.
7	10/07/2017	Block No.467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India	11.00 A.M.

ii) APPOINTMENT OF DIRECTORS

Mr. Deepak A. Dalmia (holding DIN 00050547), 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. Deepak Anandbhai Dalmia**
Date of Birth	29/11/1979
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 20 years in the field of Textile Industries
List of other Directorship	1. Mayfair Vinimay Private Limited 2. Bhagwati Syntex Private Limited 3. Rawatkhedia Silk Mill Private Limited (converted into LLP) Rawatkhedia Silk Mill LLP
Committees Membership of the Companies	NIL
No. of shares held In the Company	1819168

iii) ANNUAL GENERAL MEETING (TENTATIVE)

Date 23rd July, 2018
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, 2017
Annual audited result	Within 60 days from 31st March, 2018

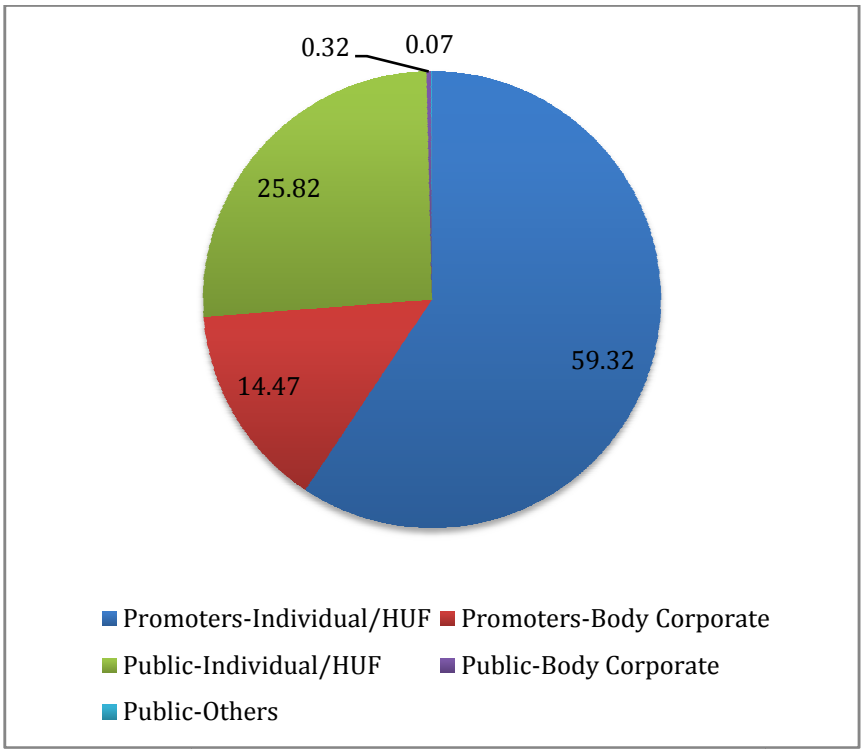
v) DISTRIBUTION OF SHAREHOLDING AS ON 31 MARCH, 2018

Shareholding of Nominal Rs.		Number of Shareholders	Percentage of Total	Share Amount (Rs.)	Percentage of Total
Rs.	Rs.				
1	5000	1	0.7813	100	0.0001
40001	50000	45	35.1563	2250000	1.6078
50001	100000	42	32.8125	4000000	2.8582
100001	999999999	40	31.2500	133696780	95.5339
TOTAL		**97**		**139946880**	**100.00**

vi) CATEGORY OF SHAREHOLDERS AS ON 31 MARCH, 2018

Particulars	Total	% of Total Shares
(A) Promoters Indian		
(a). Individual / HUF	8301678	59.32
(b). Bodies Corporate	2025000	14.47
Sub-Total (A)	**10326678**	**73.79**
Total Shareholding of Promoters (A)	**10326678**	**73.79**
(B) Public Share-holding		
Institutions (B1)	**-**	**-**
Non-Institutions (B2)		
(a). Bodies Corp		
(i). Indian	45000	0.32
(ii). Foreign	-	-
(b). Individuals		
(i). Individuals Shareholders holding nominal share capital upto Rs. 1 lakh	585010	4.18
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	3028000	21.64
(iii) Others		
(Clearing Member)	5000	0.04
(Market Maker)	5000	0.04
Sub-total (B)(2): Total Public Shareholding (B)=(B)(1)+(B)(2)	**3668010**	**26.21**
(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 16/07/2018 to 20/07/2018 (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 2017-18.

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-17	35.00	27.55	30,184.22	29,241.48	120,000
May-17	44.80	33.55	31,255.28	29,804.12	170,000
Jun-17	45.50	35.25	31,522.87	30,680.66	165,000
Jul-17	45.00	34.20	32,672.66	31,017.11	130,000
Aug-17	38.00	31.50	32,686.48	31,128.02	30,000
Sep-17	28.50	23.00	32,524.11	31,081.83	10,000
Oct-17	40.65	27.60	33,340.17	31,440.48	145,000
Nov-17	41.45	35.05	33,865.95	32,683.59	125,000
Dec-17	46.50	34.15	34,137.97	32,565.16	225,000
Jan-18	62.20	28.55	36,443.98	33,703.37	535,000
Feb-18	62.00	45.30	36,256.83	33,482.81	220,000
Mar-18	60.50	45.00	34,278.63	32,483.84	195,000

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: 28/05/2018

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, 2018 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: 16/04/2018
Place: Surat

CEO and CFO CERTIFICATION TO THE BOARD

TO,
THE MEMBERS OF
R & B DENIMS LIMITED
SURAT

Re: Financial Statements for the year 2017-18 – 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 personal 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 Mangilal Borana
Chairman & Managing Director

Place: Surat
Date: 28/05/2018

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

I have audited the accompanying standalone financial statements of R & B Denims Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the Year ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "standalone Ind AS financial statements").

Management's Responsibility for the Standalone IND AS Financial Statements

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 Ind AS financial statements to give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

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

I conducted my audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS 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 standalone Ind AS 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 Board of Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

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

Opinion

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid standalone Ind AS 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, of the state of affairs of the Company as at March 31, 2018, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Our opinion is not modified in respect of above said matters.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraph 3 and 4 of the order, to the extent applicable.

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 including Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account;

d. In my opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder;

e. On the basis of the written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 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"** and

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

1. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements. Refer note 26– Contingent liabilities to the standalone Ind AS financial statements.

2. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

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

Place: Surat
Date: 28/05/2018

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

ANNEXURE "A" TO THE AUDITOR'S REPORT

In respect of the Annexure referred to in paragraph 1 of our report to the Members of R & B Denims Ltd ("the company") for the year ended March 31, 2018, I report on following matters:

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 of fixed assets.
	(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, fixed assets have been physically verified at regular intervals. No, material discrepancies have been noticed on such verification.
	(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 has been conducted except material lying with third parties, where confirmations are obtained.
(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 loans have been granted to the companies, firms or other parties covered by clause (76) of Section 2 of the Companies Act, 2013 during the period 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	Yes, all the compliances have been followed by the company.

(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 the company is regular
	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. 73,35,180/- and for F.Y. 2013-14 for tax demand of Rs. 1,88,25,700/- 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 default has been made in repayment of dues
(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. 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	During the period under consideration, no such allotment / placement has been made

(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
(xvi)	Whether the company is required to be registered under Section 45 IA of Reserve Bank of India Act, 1934 and if so, whether the registration has been obtained	Not Applicable

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

Place: Surat
Date: 28/05/2018

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, 2018 in conjunction with my audit of the standalone Ind AS 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 (the "Guidance Note") issued by the Institute of Chartered Accountants of India. 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 and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 judgement, including the assessment of the risks of material misstatement of the standalone Ind AS 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:

In my opinion, to the best of my information and according to the explanations given to me, 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 31st March, 2018, 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.

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

Place: Surat
Date: 28/05/2018

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

STANDALONE FINANCIAL REPORT

STANDALONE FINANCIAL STATEMENT

R & B DENIMS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2018

(Rs. In Lakhs except share and per share data)

Particulars	Note No.	31st March, 2018	31st March, 2017	1st April 2016
ASSETS				
Non-Current Assets				
(a). Property, Plant and Equipment	5	2,608.26	3,224.99	3,715.76
(b). Capital Work in Progress		-	-	211.23
(c). Investment Property		-	-	-
(d). Goodwill		-	-	-
(e). Other Intangible Assets		-	-	-
(f). Intangible Assets under Development		-	-	-
(g). Financial Assets		-	-	-
i. Investments	6	1,418.29	1,126.28	1,292.53
ii. Trade Receivables				
iii. Loans				
iv. Other Financial Assets	7	114.47	119.74	373.02
(h). Deferred Tax Assets	31	88.26	49.49	-
(i). Other non-current assets	8	60.73	60.76	58.48
Total non-current assets		**4,290.02**	**4,581.27**	**5,651.03**
Current Assets				
(a). Inventories	9	2,439.35	1,224.52	1,504.82
(b). Financial Assets		-	-	-
i. Investments		-	-	-
ii. Trade Receivables	10	3,529.63	1,348.48	458.66
iii. Cash and Cash Equivalents	11	12.51	6.98	11.36
iv. Loans		-	-	-
v. Other Financial Assets	7	193.15	174.73	153.92
(c). Others Current Assets	8	655.82	296.74	117.92
Total Current assets		6,830.45	3,051.46	2,246.68
TOTAL ASSETS		**11,120.47**	**7,632.73**	**7,897.71**
EQUITY AND LIABILITIES				
Equity				
Equity Share Capital	30	13994688	13994688	13994688
Other Equity	30	2,190.71	1,602.35	1,650.29
Total Equity		**3,590.18**	**3,001.82**	**3,049.76**
Liabilities				
Non Current Liabilities				
(a). Financial Liabilities				
i. Borrowings	12	1,688.52	2,324.49	3,120.08
ii. Trade Payable		-	-	-
iii. Other Financial Liabilities		-	-	-

(b). Provisions	13	12.96	10.44	4.02
(c). Deferred Tax liabilities (Net)	31	-	-	44.31
(d). Other non-current liabilities		-	-	-
Total non-current liabilities		**1,701.48**	**2,334.93**	**3,168.40**
Current Liabilities				
(a). Financial Liabilities				
i. Borrowings	12	1,800.16	192.85	161.77
ii. Trade Payable	14	2,874.41	897.06	581.98
iii. Other Financial Liabilities	15	839.50	881.04	619.19
(b). Other Current Liabilities	16	123.42	94.59	187.40
(c). Provisions	13	191.33	230.43	129.21
Total Current liabilities		**5,828.81**	**2,295.98**	**1,679.55**
TOTAL EQUITY AND LIABILITIES		**11,120.47**	**7,632.73**	**7,897.71**
The accompanying notes form an integral part of these standalone financial statements				

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
Managing Director
(DIN: 01091166)

Sd/-
Amitkumar Dalmia
Whole time Director
(DIN: 00034642)

Sd/-
Jyoti Agarwal
Company Secretary

Place : Surat
Date : 28/05/2018

R & B DENIMS LIMITED

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2018

(Rs. In Lakhs except share and per share data)

Particulars	Note No.	31st March, 2018	31st March, 2017
REVENUE			
Revenue from Operations	18	21,735.91	20,775.50
Other Incomes	19	315.28	-222.21
Total Revenue		**22,051.19**	**20,553.29**
EXPENSES			
Cost of Materials Consumed	20	19,129.63	17,219.81
Purchases of Stock-in-Trade		-	-
Changes in Inventories of Finished Goods,	21	-1,148.02	82.92
Work-in-Progress and Stock-in-Trade			-
Employee Benefit Expenses	17	851.01	875.28
Finance Costs	22	452.41	429.25
Depreciation and Amortization Expense	5	644.39	818.65
Other Expenses	23	1,419.55	1,081.41
Total Expenses		**21,348.98**	**20,507.33**
Profit before tax		**702.21**	**45.96**
Profit before Tax from Continuing Operation		**702.21**	**45.96**
Tax Expense:			
1. Current tax		-156.64	-185.10
2. Deferred Tax		38.77	93.80
Less: Taxation for previous year		-	-
Tax expense of discountinued operation		-	-
Profit for the year		**584.34**	**-45.34**
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Defined Benefit plan actuarial gains/(losses)	17	5.57	-1.95
Income Tax relating to items that will not be reclassified to profit or loss			
Defined Benefit plan actuarial gains/(losses)		1.55	-0.65
Items that will be reclassified to profit or loss			
Income Tax relating to items that will be reclassified to profit or loss		-	-
Total Other Comprehensive Income for the year, net of tax		**4.02**	**-2.60**

Total Comprehensive Income for the year		**588.36**	**-47.94**
Earnings per equity share			
1) Basic [Absolute amount]	24	4.20	-
2) Diluted [Absolute amount]	24	4.20	-
The accompanying notes form an integral part of these standalone financial statements			

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
Managing Director
(DIN: 01091166)

Sd/-
Amitkumar Dalmia
Whole time Director
(DIN: 00034642)

Sd/-
Jyoti Agarwal
Company Secretary

Place : Surat
Date : 28/05/2018

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2018

A. Equity Share Capital

Particulars	Amount
As at April 01, 2016	
Changes in Equity share capital	**139,946,880**
As at March 31, 2017	
Changes in Equity share capital	139,946,880
As at March 31, 2018	**139,946,880**

B. Other Equity

(Rs. In Lakhs except share and per share data)

Particulars	Reserves and surplus			
	Securities premium reserve	**Retained earnings**	**Other Comprehensive Income**	**Total other equity**
As at April 01, 2017	**1,442.44**	**162.51**	**(2.60)**	**1,602.35**
Profit for the year		584.34	-	584.34
Other Comprehensive income	**-**	**-**	4.02	4.02
Total Comprehensive income for the year	**-**	**584.34**	**4.02**	**588.36**
Transactions with owners in their capacity as owners	-	-	-	-
Other Changes				
	-	**584.34**	**4.02**	**588.36**
As at March 31, 2018	**1,442.44**	**746.85**	**1.42**	**2,190.71**

Particulars	Reserves and surplus			
	Securities premium reserve	**Retained earnings**	**Other Comprehensive Income**	**Total other equity**
As at April 01, 2017	**1,442.44**	**207.85**	**-**	**1650.29**
Profit for the year		(45.34)	-	(45.34)
Other Comprehensive income	**-**	**-**	(2.60)	(2.60)
Total Comprehensive income for the year	**-**	**(45.34)**	**(2.60)**	**(47.94)**
Transactions with owners in their capacity as owners	-	-	-	-
Other Changes				
	-	**(45.34)**	**(2.60)**	**(47.94)**
As at March 31, 2018	**1,442.44**	**162.51**	**(2.60)**	**1,602.35**

R & B DENIMS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2018

(Rs. In Lakhs)

	PARTICULARS	2017-18	2016-17
		Amount	Amount
A	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Profit before tax	707.78	44.01
	Adjustment For:		
	Depreciation	644.39	818.65
	(Profit) on sale of Fixed Assets	-	(0.97)
	Sub-lease income	(0.30)	(0.30)
	Interest Income	(22.35)	(53.16)
	Share of profit from partnership firm	(291.01)	278.23
	Interest Expense	425.62	416.68
	Operating Profit before Working Capital Changes	**1,464.12**	**1,503.13**
	Adjustment For:		
	(Increase)/decrease in trade receivables	(2,181.15)	(889.83)
	(Increase)/decrease in inventories	(1,214.83)	280.29
	(Increase)/decrease in other current assets	(359.07)	(178.82)
	(Increase)/decrease in other non-current assets	0.03	(2.28)
	Increase/(decrease) in trade payables	1,977.35	315.08
	Increase/(decrease) in other current financial liabilities	(41.55)	261.86
	Increase/(decrease) in other current liabilities	28.82	(92.81)
	Increase/(decrease) in non-current provisions	2.52	6.42
	Increase/(decrease) in current provisions	(11.55)	5.27
	Cash Generated From Operations	**(335.30)**	**1,208.32**
	Tax Paid	(185.74)	(89.79)
	NET CASH FLOW FROM OPERATING ACTIVITIES (A)	**(521.04)**	**1,118.53**
B	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	Purchase of Fixed Assets	(46.87)	(332.91)
	Sale of Fixed Assets	19.22	6.00
	Decrease in Capital Work in progress	-	211.23
	Investment in equity instruments	-	(0.56)
	(Investment)/Maturity of fixed deposits	(13.15)	232.48
	(Investment)/Drawings from partnership firm	(292.01)	166.81
	Profit from partnership firm	291.01	(278.23)
	Sub - lease income	0.30	0.30
	Interest Received	22.35	53.16
	NET CASH FLOW FROM INVESTING ACTIVITIES (B)	**(19.15)**	**58.28**
C	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Increase/(decrease) in short term borrowings	1,607.31	31.08
	Increase/(decrease) in long term borrowings	(635.97)	(795.59)
	Interest Paid	(425.62)	(416.68)
	NET CASH FLOW FROM FINANCING ACTIVITIES (C)	**545.72**	**(1,181.19)**

	Net Increase in Cash & Cash equivalents	**5.53**	**(4.38)**
D	Cash and Cash equivalents at the beginning of the year (D)	6.98	11.36
E	Cash and Cash equivalents at the end of the year (E)	**12.51**	**6.98**

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
Managing Director
(DIN : 01091166)

Sd/-
Amitkumar Dalmia
Whole time Director
(DIN: 00034642)

Sd/-
Jyoti Agarwal
Company Secretary

Place : Surat
Date : 28/05/2018

Notes to the financial statements

for the year ended March 31, 2018

(Rs in Lakhs, except share and per share data, unless otherwise stated)

1) THE COMPANY OVERVIEW:

R & B Denims Ltd. is a Public Limited Listed Company incorporated and domiciled in India. The address of its registered office is R & B Denims Limited, Block No. 467, Palsana-Sachin Highway, Gujarat, India. The Company is engaged in the business of manufacturing and sale of quality Denim Textile products. The company caters both domestic and international markets.

2) BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

Statement of compliance and basis of preparation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS)prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time, the provisions of the Companies Act, 2013 ("the Companies Act") as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI").

Up to the year ended March 31, 2017, the company prepared its financial statements in accordance with the requirements of the Indian GAAP ("Previous GAAP"), which included Standards notified under the Companies (Accounting Standards) Rules, 2006. The date of transition to Ind AS is April 01, 2016.

Accounting policies have been applied consistently to all periods presented in these financial statements.

The financial statements correspond to the classification provisions contained in Ind AS 1 "Presentation of Financial Statements". For clarity, various items are aggregated in the statements of profit and loss and balance sheet. These items are disaggregated separately in the notes to the financial statements, where applicable.

All amounts included in the financial statements are reported in lakhs of Indian rupees except share and per share data, unless otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

Basis of measurement

These financial statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items which have been measured at fair value as required by relevant Ind AS;

- The defined benefit asset(liability) is as the present value of defined benefit obligation less fair value of plan assets and
- Financial instruments classified as fair value through profit or loss.

Use of estimates and judgment

The preparation of the financial statements in accordance with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgment in applying accounting policies that have the most significant effect on the amounts recognized in financial statements are included in the following notes:

- Useful lives of Property, plant and equipment [Note M]
- Measurement of defined benefit obligations [Note D]
- Provision for inventories [Note J]
- Measurement and likelihood of occurrence of provisions and contingencies [Note Q]
- Deferred taxes [Note E]

3) SIGNIFICANT ACCOUNTING POLICIES

(A) Current and non-current classification

The assets and liabilities reported in the balance sheet are classified on a "current/non-current basis".

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

(B) Fair value measurement

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) prices in active market for identical assets or liabilities.
- Level 2 (if level 1 feed is not available/appropriate) - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 (if level 1 and 2 feed is not available/appropriate) - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amount approximates fair value due to the short maturity of these instruments.

(C) Revenue recognition:

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales.

Export sales are accounted at the exchange rate prevailing on the date of invoice. These are gross of commission and include freight wherever applicable as per the terms of the sales contract.

Interest income is accounted on accrual basis.

(D) Employee Benefits:

Defined contribution plans

Contributions to defined contribution schemes such as employees' state insurance, provident fund, labour welfare fund etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. 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. The above benefits are classified as Defined Contribution Schemes as the Company has no further defined obligations beyond the monthly contributions.

Defined Benefit Plans

In accordance with the Payment of Gratuity Act, 1972, applicable for Indian companies, the Company provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Company. The gratuity fund is managed by the third party funds. The Company's obligation in respect of the gratuity plan, which is a defined benefit plan, is provided for based on actuarial valuation using the projected unit credit method. The Company recognizes actuarial gains and losses in other comprehensive income, net of taxes.

Other Employee Benefits

Other employee benefit obligations are measured on an undiscounted basis and are recorded as expense as the related service is provided.

The company has performance incentives for all employees as per the policy of the Company.

(E)Income Taxes:

Tax expenses for the period, comprising current tax and deferred tax are included in determining the net profit for the period.

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

Deferred tax is recognized in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

A deferred tax liability is recognized based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(F) Leases:

Leases in which a substantial portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments and receipts under such leases are recognised to the Statement of Profit and Loss on a straight-line basis over the term of the lease unless the lease payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, in which case the same are recognised as an expense in line with the contractual term.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership to the lessee.

(G) Foreign Currency:

Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in Indian Rupees (INR), which is the company's functional and presentation currency.

Foreign currency transactions

- Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions.

- Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in Statement of Profit and Loss and reported within foreign exchange gains/(losses), net within results of operating activities except when deferred in other comprehensive income as qualified cash flow hedges.

(H)Cash and cash equivalents:

For the purpose of presentation in the Statement of Cash Flows, Cash and Cash Equivalents includes balance with banks and demand deposits with banks with original maturities of three months or less and other short term highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

(I) Earnings Per Share:

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 period and also after the balance sheet date but before the date the financial statements are approved by the board of directors.

(J) Inventories:

Inventories consist of raw materials, stores & spares, work-in-progress, stock-in-trade and finished goods. Inventories are valued at lower of cost and net realizable value (NRV) except for raw materials which is valued at cost.

Cost of raw materials and stores & spares includes cost of purchases and other costs incurred in bringing the inventories to their present location and condition.

Cost of work-in-progress and finished goods includes direct materials, labour and proportion of manufacturing overheads based on the normal operating capacity, wherever applicable. Cost of finished goods includes excise duty and other costs incurred in bringing the inventories to their present location and conditions.

Cost of stock-in-trade includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be used are expected to be sold at or above cost.

(K) Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of theinstrument.

Financial assets:

Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Initial recognition and measurement

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through Profit and Loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through Profit and Loss are expensed in the Statement of Profit and Loss.

Subsequent measurement

After initial recognition, financial assets are measured at:

- fair value (either through other comprehensive income or through Profit and Loss), or
- amortized cost.

Debt instruments

Debt instruments are subsequently measured at amortized cost, fair value through other comprehensive income ('FVOCI')or fair value through Profit and Loss ('FVTPL') till de-recognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain

or loss on a debt investment that is subsequently measured at amortized cost is recognized in the Statement of Profit and Loss when the asset is derecognized or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair Value through Other Comprehensive Income (FVOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the Statement of Profit and Loss. When the financial asset is de-recognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to Statement of Profit and Loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair Value through Profit and Loss (FVTPL):

Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is recognised in Statement of Profit and Loss in the period in which it arises. Interest income from these financial assets is recognised in the Statement of Profit and Loss.

Equity instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in Other Comprehensive Income (OCI). There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of such investments.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Financial liabilities:

Initial recognition and measurement

Financial liabilities are initially measured at its fair value plus or minus, in the case of a financial liability not at FVTPL, transaction costs that are directly attributable to the issue/origination of the financial liability.

Subsequent measurement

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in statement of profit and loss. Interest expense and foreign exchange gains and losses are recognized in Statement of profit and loss. Any gain or loss on de-recognition is also recognized in statement of Profit and Loss.

De-recognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

Derivative financial instruments

The Company uses derivative financial instruments, such as foreign exchange forward contracts to manage its exposure to interest rate and foreign exchange risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The Company enters into derivative contracts to hedge risks which are not designated in any hedging relationship i.e. hedge accounting is not followed. Such contracts are accounted for at FVTPL.

(L) Dividend income:

Dividends are recognized in Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

(M)Property, Plant and Equipment (PPE)

Items of Property, plant and equipment acquired or constructed are initially recognized at historical cost net of recoverable taxes, duties, trade discounts and rebates, less accumulated depreciation and impairment loss, if any. The historical cost of Property, plant and equipment comprises of its purchase price, borrowing costs and adjustment arising for exchange rate variations attributable to the assets, including any cost directly attributable to bringing the assets to their working condition for their intended use.

Capital Work-in-Progress represents Property, plant and equipment that are not ready for their intended use as at the reporting date.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

The Company identifies and determines cost of each component/part of the plant and equipment separately, if the component/part has a cost which is significant to the total cost of the plant and equipment and has useful lives that is materially different from that of the remaining plant and equipment.

All other repairs and maintenance are charged to the Statement of Profit and Loss during the year in which they are incurred.

Gains and losses arising from de-recognition of PPE are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognized.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all its Property, plant and equipment recognized as at April01, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the Property, plant and equipment.

Depreciation methods, estimated useful lives and residual values

Depreciation is provided on written down value method based on the respective estimate of useful lives.

Estimated useful lives, residual values and depreciation methods are reviewed annually, taking into account commercial and technological obsolescence as well as normal wear and tear and adjusted prospectively, if appropriate.

Advances paid towards the acquisition of PPE outstanding at each Balance Sheet date is classified as capital advances under 'Other non-current assets' and cost of assets not put to use before such date are disclosed under 'Capital work-in progress'.

(N) Intangible assets

Intangible assets acquired separately are measured at cost of acquisition. Intangible assets acquired in a business combination are measured at fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and impairment losses, if any.

The amortization of an intangible asset with a finite useful life reflects the manner in which the economic benefit is expected to be generated.

The estimated useful life of amortizable intangibles are reviewed and where appropriate are adjusted, annually. Till date, the Company has not acquired any intangible asset.

(O) Government Grants

Government grants are initially recognised as deferred income at fair value if there is reasonable assurance that they will be received and the Company will comply with the conditions associated with the grant;

In case of capital grants, they are then recognised in Statement of Profit and Loss on a systematic basis over the useful life of the asset.

In case of grants that compensate the Company for expenses incurred are recognised in Statement of Profit and Loss on a systematic basis in the periods in which the expenses are recognised.

Export benefits available under prevalent schemes are accrued in the year in which the goods are exported and there is no uncertainty in receiving the same.

(P) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, is responsible for allocating resources and assessing performance of the operating segments and makes strategic decisions. Refer Note 28 for segment information presented.

(Q) Provisions and Contingent Liabilities

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.

(R) Expenditure

Expenses are recognised on accrual basis.

(S) Borrowing Costs

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.

Other borrowing costs are recognized as an expense in the period in which they are accrued / incurred.

(T) Cash flow statement

Cash flows are reported using the Indirect Method, as set out in Ind AS 7 'Statement of Cash Flow', whereby profit for the year is adjusted for the effects of transaction 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. The cash flows from operating, investing and financing activities of the Company are segregated.

(U) Related parties

Parties where control exists:

a) RB Industries–Partnership Firm

The other related parties are:

Name of the related parties	Nature
a) Amitkumar Dalmia - HUF	Entity controlled by Director
b) Deepak Dalmia – HUF	Entity controlled by Director
c) Rajkumar Borana – HUF	Entity controlled by Director
d) Ankur Borana – HUF	Entity controlled by Director
e) Rawatkhedia Silk Mills LLP	Entity controlled by Director
f) Mayfair Vinimay Private Limited	Entity controlled by Director
g) Rawatkhedia Processors Pvt Ltd	Entity controlled by close family member of Director
h) Sunaina D. Dalmia	Relative of Directors
i) Shashidevi Dalmia	Relative of Directors
j) Deepa A. Dalmia	Relative of Directors
k) Sharmila Borana	Relative of Directors
l) Mangilal Borana	Relative of Directors
m) Mangilal Borana HUF	Entity controlled by Director
n) Dhawani Ankur Borana	Relative of Directors
o) Mohini Borana	Relative of Directors
p) Ricon Industries	Entity controlled by Director
q) Borana Filaments Pvt Ltd	Entity controlled by Director
Key management personnel	
a) Rajkumar M. Borana	Managing Director
b) Deepak A. Dalmia	Whole Time Director
c) Amitkumar Dalmia	Whole Time Director
d) Ankur M. Borana	Whole Time Director

The company has the following related party transactions for the year ended March 31, 2018 and 2017:

(Rs. in Lakhs)

Transactions	Directors		RB Industries		Ricon Industries		Borana Filaments Pvt Ltd	
	2018	2017	2018	2017	2018	2017	2018	2017
Remuneration	30.00	30.00	-	-	-	-	-	-
Lease Rent	0.96	0.96	-	-	-	-	-	-
Purchase of Raw material	-	-	10,157.00	8,082.00	7,927.44	-	-	-
Job Work Income	-	-	488.00	495.00	-	-	-	-
Sub Lease Income	-	-	0.30	0.30	-	-	-	-
Sales of color chemical & coal	-	-	-	241.00	-	-	-	-
Purchase of Yarn	-	-	-	-	-	-	2.39	-
Sale of Grey Fabrics	-	-	-	-	-	-	4.63	-

The company has the following balances outstanding as of March 31, 2018, March 31, 2017 and April 01, 2016:

(Rs. in Lakhs)

Balances at the year end	RB Industries			Entities controlled by Directors		
	2018	2017	2016	2018	2017	2016
Receivables	46.80	16.68	0.27	4.86	-	-
Payables	1,847.53	168.94	-	634.91	-	-

Transactions with related parties are entered on arm's length price

4) RECENT ACCOUNTING DEVELOPMENTS

Standards issued but not yet effective:

In March 2018, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendment) Rules, 2018, issuing Ind AS 115, Revenue from Contracts with Customers. The standard is applicable from April 01, 2018. The Corresponding Ind AS 18, 'Revenue' and Ind AS 11, 'Construction Contract' have been omitted. Relevant amendments have been made to Ind AS 101, 103, 104, 107, 109, 112, 1, 2, 8, 12, 16, 17, 21, 23, 28, 32, 34, 36, 37, 38 and 40.

The Company has not applied these amendments since they are effective for periods beginning on or after April 01, 2018.

5) FIRST TIME ADOPTION OF IND AS

These are the Company's first financial statements prepared in accordance with Ind AS.

The Company has adopted Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs with effect from April 01, 2017 with a transition date of April 1, 2016. These financial statements for the year ended March 31, 2018 are the first the Company has prepared under Ind AS. For all period's upto and including the year ended 31st March, 2017, the Company prepared its financial statements in accordance with the previously applicable Indian GAAP (previous GAAP).

The adoption of Ind AS has been carried out in accordance with Ind AS 101, First-time Adoption of Indian Accounting Standards Ind AS 101 requires that all Ind AS standards and interpretations that are issued and effective for the first Ind AS financial statements be applied retrospectively and consistently for all financial years presented. Accordingly, the Company has prepared financial statements which comply with Ind AS for year ended 31st March 2018, together with the comparative information as at and for the year ended 31st March 2017. The Company's opening Ind AS Balance Sheet has been prepared as at 1st April, 2016, the date of transition to Ind AS.

In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act.

An explanation of how the transition from previous GAAP to Ind AS has affected the Company financial position, financial performance and cash flows is set out in the following tables and notes

I. Optional Exemptions from retrospective application

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions.

(a). Deemed cost of property, plant and equipment.

Ind AS 101 permits a first time adopter to elect to continue with the carrying values for all of its Property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for decommissioning liabilities. Accordingly, the Company has opted to consider the carrying value for all of its Property, plant and equipments as recognised in its previous GAAP financials as its deemed cost at the transition date.

(b) Fair value of financial assets and financial liabilities

Ind AS 101 permits a first time adopter to apply requirement of Ind AS 109 prospectively to transactions entered into on or after the date of transition. Accordingly the company has opted to consider the measurement of financial assets and liabilities arisen before the date of transition of Ind AS as per previous GAAP.

II. Mandatory Exceptions to retrospective application

(a). Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies).

The estimates used by the Company to present these amounts in accordance with Ind AS reflect conditions at April 01, 2016, the date of transition to Ind AS and as of March 31, 2017.

(b). Classification and measurement of financial assets

The classification of financial assets to be measured at cost or fair value made on the basis of the facts and circumstances that existed on the date of transition to Ind AS.

III. Transition to Ind AS – Reconciliations

The following reconciliations provide the explanations and quantification of the differences arising from the transition from Previous GAAP to Ind AS in accordance with Ind AS 101:

i. Reconciliation of Statement of Profit and Loss for the year ended 31st March, 2017.
ii. Adjustments to Statement of Cash Flows for the year ended 31st March, 2017.

Previous GAAP figures have been reclassified/regrouped wherever necessary to conform to Standalone financial statements prepared under Ind AS.

Particulars	Year ended 31.03.2017 (Rs in Lakhs)
Profit for the year ended March 31, 2017 as per Previous GAAP	**(47.94)**
Actuarial loss on re-measurement of defined benefit obligation recognised in Other Comprehensive Income	**1.95**
Difference in current tax expense	**0.65**
Profit for the year ended March 31, 2017 as per Ind AS	**(45.34)**

Notes to reconciliation

1) Re-measurement of defined benefit obligations :

Under the Previous GAAP, actuarial gains and losses on defined benefit obligations were recognized in the statement of profit and loss. Under Ind AS, these are recognized in other comprehensive income. This difference has resulted in an increase in net income for the year ended March 31, 2016. However, the same does not result in difference in equity or total comprehensive income.

2) Difference in current tax expense :

Tax adjustments include deferred tax impact on account of differences between Previous GAAP and Ind AS.

R & B DENIMS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

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

Note 5 Property, plant and equipment

(Rs. In Lakhs except share and per share data)

Particulars	Building	Borewell	Computer	Electrification	Plant & Machinery	Water Tank	Vehicle	Others	Total	Capital W.I.P
Deemed cost as at April 01, 2016	545.73	0.04	1.69	154.82	3,010.26	2.98	-	0.24	**3,715.76**	211.23
Additions	66.33	1.22	3.98	0.52	253.66	-	7.21	-	**332.91**	-
Disposal/Adjustment	-	-	-	-	12.60	-	-	-	**12.60**	211.23
Closing gross carrying amount as at March 31, 2017	**612.05**	**1.26**	**5.67**	**155.34**	**3,251.32**	**2.98**	**7.21**	**0.24**	**4,036.08**	**-**
Accumulated amortization and impairment :										
Depreciation on Asset Disposed	-	-	-	-	7.57	-	-	-	**7.57**	-
Depreciation/Amortization charge during the year	55.06	0.36	1.96	31.01	727.94	0.61	1.71	-	**818.65**	-
Closing accumulated amortization	**55.06**	**0.36**	**1.96**	**31.01**	**720.37**	**0.61**	**1.71**	**-**	**811.08**	**-**
Net carrying amount as at March 31, 2017	557.00	0.90	3.71	124.33	2,530.95	2.36	5.50	0.24	**3,224.99**	-
Opening Gross Carrying Amount	612.05	1.26	5.67	155.34	3,251.32	2.98	7.21	0.24	**4,036.08**	-
Additions	19.45	-	1.27	4.23	21.92	-	-	-	**46.87**	-
Disposal/Adjustment	-	-	-	-	19.22	-	-	-	**19.22**	-
Closing gross carrying amount as at March 31, 2018	**631.51**	**1.26**	**6.95**	**159.57**	**3,254.02**	**2.98**	**7.21**	**0.24**	**4,063.73**	**-**
Accumulated amortization and impairment :										
Opening Accumulated Depreciation	55.06	0.36	1.96	31.01	720.37	0.61	1.71	-	**811.08**	-
Depreciation/Amortization charge during the year	54.62	0.33	2.74	25.13	559.37	0.49	1.72	-	**644.39**	-
Closing accumulated amortization	109.67302	0.691781	4.6991203	56.1346	1279.743796	1.102051	3.42486	-	1455.469	-
Net carrying amount as at March 31, 2018	**521.84**	**0.57**	**2.25**	**103.43**	**1,974.28**	**1.87**	**3.78**	**0.24**	**2,608.26**	-

Note 6 Investments

(Rs. in Lakhs)

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Financial instruments at FVTPL			
Equity instruments [Note 6.1]	4.81	4.81	4.25
Investment in Partnership Firm	1,413.48	1,121.47	1,288.28
Total	**1,418.29**	**1,126.28**	**1,292.53**

6.1 Details of investments in equity instruments (fully paid up) - classified as FVTPL

(Rs. in Lakhs)

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
The Cosmos Co-operative Bank Ltd.	4.81	4.81	4.25
[Number of shares held as at March 31, 2018: 4811, March 31, 2017: 4811 and April 01, 2016: 4250]			
Total	**4.81**	**4.811**	**4.25**

Note 7 Other Financial Assets

(Rs. in Lakhs)

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Fixed Deposits with Banks			
Non - current	114.47	119.74	373.02
Current	193.15	174.73	153.92
Total	**307.62**	**294.47**	**526.95**

Note 8 Other Assets

(Rs. in Lakhs)

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Non - Current			
Advances other than Capital advances			
Security Deposits	60.73	60.76	58.48
	60.73	60.76	58.48
Current			
Prepaid Expenses	17.88	15.93	11.22
Advance to Suppliers	3.67	4.38	8.66
Balance with Excise, Customs, Income Tax and other authorities	634.27	276.43	98.04
	655.82	296.74	117.92
Total	**716.55**	**357.51**	**176.41**

Note 9 Inventories

(Rs. in Lakhs)

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Raw Materials [including goods in transit - March 31, 2018 : 8.01. March 31, 2017: 83.51. April 01, 2016 : 109.87]	941.97	839.92	1,087.63
Work-in-progress	212.74	100.44	151.97
Finished goods	1,245.19	209.47	240.86
Stores and spares	39.45	74.69	24.35
Total	**2,439.35**	**1,224.52**	**1,504.82**

Mode of Valuation of Inventories	
Particulars	**Mode of Valuation**
Raw material & W.I.P.	Valued at cost
Finished Goods	Valued at lower of cost and net realizable value

Note 10 Trade Receivables

(Rs. in Lakhs)

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Unsecured			
Considered Good	3,529.63	1,348.48	458.66
Doubtful	-	-	-
	3,529.63	**1,348.48**	**458.66**
Less : Allowance for expected credit loss	-	-	-
Total	**3,529.63**	**1,348.48**	**458.66**
Non - current	-	-	-
Current	3,529.63	1,348.48	458.66

Trade receivables are due neither from directors or other officers of the company either severally or jointly neither with any other person nor from firms or private companies respectively in whom any director is a partner, a director or a member.

Note 10 Cash and cash equivalents

(Rs. in Lakhs)

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Balances with Banks			
Current accounts	2.73	5.83	1.76
Demand deposits*	0.07	0.07	0.03
Cash on hand	9.71	1.08	9.57
Total	**12.51**	**6.98**	**11.36**

*These deposits can be withdrawn by the Company at any time without prior notice and without any penalty on the principal.

Note 12 Borrowings

(Rs. in Lakhs)

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Non - current Borrowings			
Secured			
Term Loans - Cosmos Co-operative Bank Ltd*	645.38	1,281.32	2,117.26
Unsecured			
Loan from Other Companies	1,043.14	1,043.17	1,002.82
Total	**1,688.52**	**2,324.49**	**3,120.08**
Current Borrowings			
Cash Credit	1,800.16	192.85	161.77

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

a) Hypothecation of existing plant and machineries.
b) Factory Land (lease hold), along with construction thereon made by the company, situated at Revenue Survey 446, Block No. 467, at Sachin-Palsana Highway Road, at Village Palsana, Dist. Surat, given as collateral security.
c) Personal guarantee by the Directors - Mr. Amitkumar Dalmia, Mr. Deepakkumar Dalmia, Mr. Rajkumar Borana and Mr. Ankur Borana.

Current maturities of term loans amounting to Rs. 824.92 (March 31, 2017 and April 01, 2016: Rs 824.92 and Rs 521.67 respectively are classified under "Other Current Financial Liabilities".

Terms of repayment of term loans and other loans

Particulars	Monthly Installment (Rs In Lacs)	Total Period of Loan
Term Loan - I	27.45	48 Months
Term Loan - II	37.43	67 Months
Term Loan - III	3.87	78 Months + 6 months moratorium period

Note 13 Provisions

(Rs. in Lakhs)

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Non-current			
Provision for Gratuity	12.96	10.44	4.02
Current			
Provision for employee benefits	0.85	0.80	0.52
Others	-	-	-
Provision - Other Taxes	158.55	186.07	90.04
Auditor's Remuneration	2.25	2.63	2.58

Internal Audit fees	0.68	-	-
Electricity Expenses Payable	29.00	40.94	36.07
Total	**191.33**	**230.43**	**129.21**

Provision for employee benefits includes gratuity liability. Provision for other taxes includes liability related to Income tax and Indirect Taxes. The timing of cash outflows in respect of other provisions cannot be reasonably determined.

Note 14 Trade Payables

(Rs. in Lakhs)

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Creditors for Goods	2,805.23	803.12	535.27
Creditors for Others	69.19	93.94	46.70
Total	**2,874.41**	**897.06**	**581.98**

Note 15 Other Financial Liabilities

(Rs. in Lakhs)

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Current maturities of long term debt	824.92	824.92	521.67
Interest accrued but not due	-	13.57	16.72
Interest Payable	2.68	-	-
Interest Payable and Due (Term Loan)	8.83	-	-
Creditors for capital goods	3.07	42.56	80.80
Total	**839.50**	**881.04**	**619.19**

Note 16 Other current liabilities

(Rs. in Lakhs)

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Advance from Customers	8.36	9.92	9.22
Lease Rent Payable	0.48	0.96	0.48
Professional Tax Payable	0.54	1.55	0.53
TDS / TCS Payable	7.62	10.64	5.68
Vat Payable	-	0.02	0.01
Professional Fees Payable	-	0.68	0.29
Other Payables	106.41	70.82	171.20
Total	**123.42**	**94.59**	**187.40**

Note 17 Employee Benefit Expenses

(a) Employee costs include:

(Rs. in Lakhs)

Particulars	Year ended	
	March 31, 2018	March 31, 2017
Salaries and wages		
Salary & Wages	722.76	693.67

Bonus	59.66	105.41
Leave Wages	32.08	47.67
Directors Sitting Fees	0.56	0.56
Total	**815.06**	**847.31**
Contribution to provident and other funds	13.75	8.34
Staff Welfare expenses	22.20	19.64
Total	**851.01**	**875.28**

(b) Defined benefit plan actuarial loss/(gains) recognised in other comprehensive income include:

(Rs. in Lakhs)

Particulars	Year ended	
	March 31, 2018	March 31, 2017
Re-measurement of net defined benefit liability/(asset)		
Return on plan assets excluding interest income	-	-
Actuarial loss/ (gain) arising from financial assumptions	(1.68)	1.25
Actuarial loss/ (gain) arising from demographic assumptions	-	-
Actuarial loss/ (gain) arising from experience adjustments	(3.89)	0.70
Total	**(5.57)**	**1.95**

(c) Defined benefit plans – Gratuity:

The Company has a defined benefit gratuity plan in India (unfunded). The company's defined benefit gratuity plan is a final salary plan for employees.

Gratuity is paid from company as and when it becomes due and is paid as per company scheme for Gratuity.

During the year, the company has changed the benefit scheme in line with Payment of Gratuity Act, 1972 by increasing monetary ceiling from 10 lakhs to 20 lakhs. Change in liability (if any) due to this scheme change is recognised as past service cost.

The Company's obligation in respect of the gratuity plan is provided for based on actuarial valuation using the projected unit credit method. The Company recognizes actuarial gains and losses immediately in other comprehensive income, net of taxes. Amount recognized in the statement of profit and loss in respect of gratuity cost (defined benefit plan) is as follows:

(Rs. in Lakhs)

Particulars	Year ended	
	March 31, 2018	March 31, 2017
Current service cost	7.35	4.16
Net interest on net defined benefit liability/(asset)	0.74	0.31
Net gratuity cost/(benefit)	**8.09**	**4.47**

Gratuity is applicable only to employees drawing a salary in Indian rupees and there are no other foreign defined benefit gratuity plans.

The principal assumptions used for the purpose of actuarial valuation are as follows:

Particulars	Year ended	
	March 31, 2018	March 31, 2017
Discount rate	7.80%	7.09%
Expected return on plan assets	N.A	N.A
Expected rate of salary increase	5.00%	5.00%

The discount rate is based on the prevailing market yields of Indian government securities for the estimated term of the obligations. The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors. Salary escalation and attrition rate are considered as advised by the the company; they appear to be line with the industry practice considering promotion and demand & supply of the employees.

Change in present value of defined benefit obligation is summarized below:

(Rs. in Lakhs)

Particulars	Year ended	
	March 31, 2018	March 31, 2017
Defined benefit obligation at the beginning of the year	10.44	4.02
Current service cost	7.35	4.16
Past service cost	-	-
Interest on obligation	0.74	0.31
Benefits paid	-	-
Re-measurement loss/(gains)	-	-
Actuarial loss/(gain) arising from financial assumptions	(1.68)	1.25
Actuarial loss/(gain) arising from demographic assumptions	-	-
Actuarial loss/(gain) arising from experience assumptions	(3.89)	0.70
Total	**12.96**	**10.44**

(d) Amount Recognized in the Balance Sheet

(Rs. in Lakhs)

Particulars	As at	
	March 31, 2018	March 31, 2017
(Present Value of Benefit Obligation at the end of the Period)	(12.96)	(10.44)
Fair Value of Plan Assets at the end of the Period	-	-
Funded Status (Surplus/ (Deficit))	(12.96)	(10.44)
Net (Liability)/Asset Recognized in the Balance Sheet	**(12.96)**	**(10.44)**

(e) Maturity Analysis of the Benefit Payments: From the Employer

(Rs. in Lakhs)

Projected Benefits Payable in Future Years From the Date of Reporting	As at	
	March 31, 2018 (Amt in Rs)	March 31, 2017 (Amt in Rs)
1st Following Year	7,674	6,838
2nd Following Year	11,161	5,279
3rd Following Year	33,049	8,675
4th Following Year	46,833	26,109
5th Following Year	55,386	40,501
Sum of Years 6 To 10	333,740	223,959
Sum of Years 11 and above	6,344,219	4,964,895

Maturity Analysis of Benefit Payments is undiscounted cash flows considering future salary, attrition & death in respective year for members as mentioned above.

(f) Sensitivity Analysis

(Rs. in Lakhs)

Particulars	As at	
	March 31, 2018 (Amt in Rs)	March 31, 2017 (Amt in Rs)
Projected Benefit Obligation on Current Assumptions	1,296,260	1,043,988
Delta Effect of +1% Change in Rate of Discounting	(194,613)	(172,818)
Delta Effect of -1% Change in Rate of Discounting	245,333	221,347
Delta Effect of +1% Change in Rate of Salary Increase	250,024	223,927
Delta Effect of -1% Change in Rate of Salary Increase	(200,928)	(177,343)
Delta Effect of +1% Change in Rate of Employee Turnover	29,679	(1,468)
Delta Effect of -1% Change in Rate of Employee Turnover	(47,557)	(10,317)

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Risks associated with defined benefit plan

Gratuity is a defined benefit plan and company is exposed to the Following Risks:

Salary Risk:

The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Interest rate risk:

A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision.

Asset Liability Matching Risk:

The plan faces the ALM risk as to the matching cash flow. Company has to manage pay- out based on pay as you go basis from own funds.

Mortality risk:

Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

Note 18 Revenue from operations

(Rs. in Lakhs)

Particulars	Year ended	
	March 31, 2018	March 31, 2017
Sale of products	20,833.74	19,760.91
Sale of services	562.83	495.12
Other operating revenue	339.34	519.47
Total	**21,735.91**	**20,775.50**

Note 19 Other Income

(Rs. in Lakhs)

Particulars	Year ended	
	March 31, 2018	March 31, 2017
Interest income		
Interest on FDR	18.52	18.06
Interest on VAT refund	-	30.70
Interest on deposit with DGVCL	3.83	4.40
	22.35	**53.16**
Dividend income	-	0.08
Other non-operating income		
Profit on sale of Fixed Assets	-	0.97
Sub lease Income	0.30	0.30
Other Receipt	0.58	1.08
Share of profit from partnership firm	291.01	-278.23

Misc Income	1.04	0.42
	292.93	**-275.46**
Total	**315.28**	**-222.21**

Note 20 Cost of Materials Consumed

(Rs. in Lakhs)

Particulars	Year ended	
	March 31, 2018	March 31, 2017
Consumption of Yarn	7,769.64	7,249.29
Consumption of Grey	10,021.16	8,023.65
Consumption of Coal/ Lignite	270.71	458.05
Consumption of Colour/ Chemical	843.74	1,320.89
Consumption of Stores/ Packing Materials	224.39	167.93
Total	**19,129.63**	**17,219.81**

Note 21 Changes in inventories of finished goods, stock-in-trade and work-in-progress

(Rs. in Lakhs)

Particulars	Year ended	
	March 31, 2018	March 31, 2017
Closing Stock		
Finished products	1,245.19	209.47
work-in-progress	212.74	100.44
	1,457.93	**309.91**
Less : Opening stock		
Finished products	209.47	240.86
work-in-progress	100.44	151.97
	309.91	**392.83**
Decrease/(Increase)	**(1,148.02)**	**82.92**

Note 22 Finance costs

(Rs. in Lakhs)

Particulars	Year ended	
	March 31, 2018	March 31, 2017
Interest expense		
Bank Interest on Cash Credit	146.98	85.30
Bank Interest on Term Loan	182.56	244.52
Bank Interest On LC Discounting (Bank)	0.77	-
Bank Interest On LC Discounting (Party)	(2.15)	-
Interest to Party	9.18	-
Interest on loans	88.26	86.85
Total	**425.62**	**416.68**
Bank charges	26.79	12.57
Total	**452.41**	**429.25**

Note 23 Other Expenses

(Rs. in Lakhs)

Particulars	Year ended	
	March 31, 2018	March 31, 2017
Advertisement Expense	0.25	-
Approach Road Contribution Exp	-	29.92
Audit Fees	2.50	2.88
Beam Drawing Charges	3.14	2.71
Boiler Expenses	0.47	0.07
Brokerage and Commission	62.48	36.25
Clearing and Forwarding Charges (Export)	4.54	3.13
Computer Expenses	2.50	2.18
Conveyance Exps	2.28	6.57
Courier Expenses	8.28	12.79
Factory Expenses	4.57	15.64
Foreign Exchange Fluctuation	-0.81	4.33
Freight and Transportation	21.95	26.10
Inspection and Packing Charges	10.53	11.43
Insurance Expenses	10	9.59
Interest on late payment of TDS and other charges	0.48	1.95
Job work charges	401.55	25.04
Knotting Charges	12.26	8.20
Laboratory Expense	0.01	0.30
Lease Rent	6.97	2.24
License Fees	0.21	0.21
Loading and unloading expenses	1.93	5.95
Membership & subscription	1.79	1.79
Miscellaneous Exp.	3.00	11.50
Pollution Control Exp	25.57	22.59
Power & Fuel Expense	750.67	742.57
Printing & Stationary	6.01	10.22
Professional & Legal Fees	13.46	29.97
Rent Rate and Taxes	2.74	8.00
Repairs & Maintenance	43.38	35.10
ROC Exp.	0.16	0.04
RTA & Depository Expense	0.41	0.32
Sales Promotion Expenses	9.67	4.02
Telephone Expenses	0.42	0.54
Travelling Exps	5.42	7.02
Vat Audit Fees	0.25	0.25
Written off balances	-	0.02
Total	**1,419.55**	**1,081.41**

Note 24 Earnings per share

(Rs. in Lakhs)

Particulars	Year ended	
	March 31, 2018	March 31, 2017
Profit for the year	588.36	(47.94)
Weighted average number of shares for Basic Earnings per share	13,994,688.00	13,994,688.00
Weighted average number of shares for Diluted Earnings per share	13,994,688.00	13,994,688.00
Nominal value per share	10.00	10.00
Basic earnings per share (Rs)	4.20	-
Diluted earnings per share (Rs)	4.20	-

Note 25 Fair Value

The fair value of cash and cash equivalents, trade receivables, borrowings, trade payables, other current financial assets and liabilities approximate their carrying amount largely due to the short-term nature of these instruments. The Company's long term debt and investment in fixed deposit have been contracted at market rates of interest. Accordingly, the carrying value of such instruments approximates their fair value.

The fair value of investment in shares of The Cosmos Co-operative Bank Ltd. has been valued using cost approach.

Note 26 Contingent Liabilities

(Rs. in Lakhs)

Particulars	March 31, 2018	Due Date
Guarantees in lieu of Deposit		
Dakshin Gujarat Vij Company Limited, Surat	47.7088	09-09-18
Performance Guarantees		
Director of Foreign Trade, New Delhi	7.03	03-03-21
Director of Foreign Trade, New Delhi	0.63	03-03-22
Commissioner of Customs, Nhava Seva, Mumbai	133.5	12-07-21
Director of Foreign Trade, New Delhi	12.72	06-06-22
Director of Foreign Trade, New Delhi	2.8	15-03-22
Commissioner of Customs, Nhava Seva, Mumbai	3	13-12-21
Director of Foreign Trade, New Delhi	19	10-06-23
Director of Foreign Trade, New Delhi	1.07	22-06-22
Director of Foreign Trade, New Delhi	8.3	21-06-23
Director of Foreign Trade, New Delhi	0.2	28-06-22
Director of Foreign Trade, New Delhi	0.25	30-08-18
Director of Foreign Trade, New Delhi	7.68	27-11-18
Commissioner of Customs, Nhava Seva, Mumbai	0.5	08-10-25
Director of Foreign Trade, New Delhi	2.9	26-11-18

Director of Foreign Trade, New Delhi	0.25	03-10-20
Director of Foreign Trade, New Delhi	7.68	15-11-20

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.

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.

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.

Note 27 Operating Lease

Future lease commitments in respect of non-cancellable leases:

Where Company is the lessee:

(Rs. in Lakhs)

Particulars	Year ended	
	March 31, 2018	March 31, 2017
Charged to Statement of profit and loss	62.48	36.25
Not later than one year	6.45	2.24
Later than one year but not later than five years	6.49	11.22
Later than five years	25.15	67.39

Where Company is the lessor:

(Rs. in Lakhs)

Particulars	Year ended	
	March 31, 2018	March 31, 2017
Charged to Statement of profit and loss	0.30	0.30
Not later than one year	0.30	0.30
Later than one year but not later than five years	1.50	1.50
Later than five years	0.33	0.63

Note 28 Operating Segment

The operations of the company are limited to one segment viz. Denims manufacturing.

Operating segments are defined as components of a company for which discrete financial information is available that is evaluated regularly by Chief Operating Decision Maker ("CODM"), in deciding how to allocate resources and assessing performance.

Geographical revenues are allocated based on the location of the customer. Information regarding geographical revenue is as follows:

(Rs. in Lakhs)

Particulars	Year ended	
	March 31, 2018	March 31, 2017
Domestic	20,896.44	19,574.07
International	500.13	681.96
Total	**21,396.57**	**20,256.03**

The following customers represent 10% or more of the company's total revenue during the year ended March 31, 2018 and March 31, 2017

Particulars	Year ended	
	March 31, 2018	March 31, 2017
Snur Textile	4678.00	1210.76
Tushar Fabrics Private Limited	3593.93	3401.20

Note 29 Other Additional Information

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.

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.

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

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 III to the Companies Act, 2013.

The provision of Service Tax Expense has been made in current Year is Nil. (Pre Year Rs. 279,736)

The Company is eligible for VAT subsidy under the Gujarat Textile Policy 2012 amounting to Rs. 2.3 Cr, out of which subsidy of Rs. 1.05 Cr has been received and Rs. 1.25 Cr is receivable and the same have been accounted as income during the year.

The Company is eligible for Power Tariff Subsidy under the Gujarat Textile Policy 2012 amounting to Rs. 35.62 Lacs. The same have been accounted as income during the year.

The Company is eligible for Interest Subsidy under the Technology Up-gradation Fund (TUF Scheme) amounting to Rs. 56.02 Lacs. The same have been accounted as income during the year.

Managerial remuneration paid/ payable to the Managing Director/ Directors for the period from 1st April 2017 to 31st March 2018 Rs. 30 Lacs (Previous Year Rs. 30 Lacs)

Auditor's Remuneration

(Rs in Lakhs)

Particulars	Year ended	
	March 31, 2018	March 31, 2017
As Auditor	1.25	1.44
For taxation matters	1.25	1.44
Total	**2.50**	**2.88**

Licensed/Installed capacity information:

(Rs. in Lakhs)

Description of Goods	Installed Capacity 2017-18	Installed Capacity 2016-17
Licensed Capacity	2 Cr Mts per Annum	2 Cr Mts per Annum
Installed Capacity	2 Cr Mts per Annum	2 Cr Mts per Annum

CIF Value of Imports

(Rs in Lakhs)

Particulars	2017-18	2016-17
Raw Materials	296.94	488.27
Store & Spares	66.88	8.26
Capital Goods	-	-
Total	**860.36**	**496.53**

Value of Imported and Indigenous Raw Materials purchased and percentage of it to the total purchase

(Rs in Lakhs)

Particulars	2017-18		2016-17	
	Amount	%	Amount	%
Imported	296.94	2%	488.27	3%
Indigenous Purchase	18,541.15	98%	15,429.30	97%
Total Purchase	**18,838.09**	**1**	**15,917.57**	**1**

Note 30 Share Capital

	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Authorised Capital			
25,500,000 Equity shares of Rs. 10/- each.	2,550.00	2,550.00	2,550.00
(2017 : 25,500,000, 2016 : 25,500,000)			
Issued, Subscribed and paid up capital			
13,994,688 Equity shares of Rs. 10/- each fully paid	1399.47	1399.47	1399.47
(2017 : 13994688, 2016 : 13994688)			

(Rs. In Lakhs)

(i) Reconciliation of number of shares and equity share capital	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	No. of Shares	Rs.	No. of Shares	Rs.	No. of Shares	Rs.
Authorised Capital						
Number of shares at the beginning	25,500,000	2,550	25,500,000	2,550	25,500,000	2,550
Add : Increased during the year	-	-	-	-	-	-
Number of shares at the end	**25,500,000**	**2,550**	**25,500,000**	**2,550**	**25,500,000**	**2,550**
Issued, Subscribed and Paid up						
Number of shares at the beginning	13,994,688	1399.47	13,994,688	1399.47	13,994,688	1399.47
Add : Issued during the year	-	-	-	-	-	-
Number of shares at the end	**13,994,688**	**1399.47**	**13,994,688**	**1399.47**	**13,994,688**	**1399.47**

(ii) Terms and rights attached to equity shares:

The company has only one class of equity shares having face value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholder.

(iii) Shares held by Shareholder holding more than 5% shares and number of shares held is as follows:

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Amit Kumar Dalmia	1,799,171	1,799,171	1,799,171
Deepak Dalmia	1,819,168	1,819,168	1,819,168
Rajkumar Mangilal Borana	2,052,921	2,082,921	2,082,921
Ankur Mangilal Borana	1,632,918	1,632,918	1,632,918
Rawatkhedia Silk Mills Pvt Ltd (converted into LLP)	1,500,000	1,500,000	1,500,000

(iv) Other details of Equity Shares for a period of five years immediately preceding March 31, 2018:

	As at					
	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
Aggregate number of share allotted as fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-	-
Aggregate number of shares allotted as fully paid bonus shares	-	-	-	-	1,989,452	2,642,000
Aggregate number of shares bought back	-	-	-	-	-	-

Note 31 Deferred Taxes

Calculation of Temporary Differences and Deferred Tax - as at March 31, 2018

(Rs. In Lakhs except share and per share data)

Items	Carrying Amount -	Tax Base -	Temporary Difference	(Taxable)/ Deductible	DTA/(DTL)
	Asset/(Liability) = (A)	Asset/(Liability) = (B)	C = (B-A)	(D)	E = C*27.82% (Being Future Tax Rate)
Property, plant and equipment	2,608.26	2,825.45	217.19	Deductible	60.42
Expenses u/s. 35D	-	87.11	87.11	Deductible	24.24
Expenses u/s. 43B	-	12.96	12.96	Deductible	3.61
TOTAL	**2,608.26**	**2,925.53**	**317.27**		**88.26**
Net DTA/(DTL) as on 31/03/2018					88.26
Net DTA/(DTL) as on 01/04/2017					49.49
Difference - Charged to P/L					**38.77**

SIGNATURE TO NOTES

For Pradeep Singhi & Associates
Chartered Accountants
FRN : 108029W

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

Place : Surat
Date : 28/05/2018

FOR R & B DENIMS LIMITED

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

Sd/-
Amitkumar Dalmia
Whole time Director
(DIN: 00034642)

Sd/-
Jyoti Agarwal
Company Secretary

08TH AGM NOTICE

NOTICE OF THE EIGHT ANNUAL GENERAL MEETING

TO,
THE MEMBERS

Notice is hereby given that the 8th Annual General meeting of members of **M/s. R & B DENIMS LIMITED** will be held on 23rd day of July, 2018 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, 2018 including audited Balance Sheet as at 31st March, 2018 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. Deepak Anandbhai Dalmia (holding DIN 00050547), 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Statutory Auditor, Messrs Pradeep Singhi & Associates, Chartered Accountants, Surat having ICAI Firm Registration No. 108029W have indicated that due to the provision of section 139(2) of the Companies Act 2013, our firm is not eligible to re-appoint as a Statutory Auditor of your company. M/s. Pamita Doshi & Co., Chartered Accountants of Surat have submitted a written consent that they are eligible to hold office as Statutory Auditors of the Company in terms of Section 139 of the Act and that they satisfy the criteria provided in Section 141 of the Act. The Board recommends the appointment of M/s Pamita Doshi & Co., Chartered Accountants of Surat as Statutory Auditors of the Company to hold office until the conclusion of the Annual General Meeting to be held for the financial year 2022-23 on such remuneration as may be agreed upon by the Board of Directors and the Auditor, in addition to GST and re-imbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company."

SPECIAL BUSINESS

5. To approve the remuneration of the Cost Auditors for the Financial year ending March 31, 2019 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 2019 and they may be paid a remuneration of Rs. 35000/- (Rupees Thirty Five Thousand only) plus applicable indirect 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."

6. To approve the appointment of Mrs. Anita Pankaj Jain (DIN: 08010993) as a Women & Independent Director of the company and in this regard to consider and if thought fit, to pass with or without modification following Resolution as an **Ordinary Resolution**:

   "RESOLVED THAT, Mrs. Anita Pankaj Jain (DIN: 08010993), who was appointed by the Board of Directors as an Additional Director of the Company with effect from December 27, 2017 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company."

   RESOLVED FURTHER THAT, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Mrs. Anita Pankaj Jain, who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five

years commencing December 27, 2017 to December 26, 2022, be and is hereby approved."

DATE: 28/05/2018
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 16, 2018 TO FRIDAY JULY 20, 2018, BOTH DAYS INCLUSIVE.

8. ELECTRONIC COPY OF THE ANNUAL REPORT FOR FINANCIAL YEAR 2017-18 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 2017-18 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 20th July, 2018 (9:00 am) and ends on 22nd July, 2018 (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 16th July, 2018, 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:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/
Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .PDF file. Open the PDF file. The password to open the PDF file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The . PDF file contains your 'User ID' and your 'initial password'

      (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

    a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
    b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
    c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box
8. Now, you will have to click on "Login" button
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to _____**<Please mention the e-mail ID of Scrutinizer>** with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website

will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request atevoting@nsdl.co.in

DATE: 28/05/2018
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, 2019 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, 2019.

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.

Item No. 6

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Anita Pankaj Jain, as an Additional Director of the Company and also a Women & Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from December 27, 2017 to December 26, 2022, subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Mrs. Anita Pankaj Jain shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from Mrs. Anita Pankaj Jain to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Mrs. Anita Pankaj Jain fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM.

The details of Mrs. Anita Pankaj Jain have been given in the Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Anita Pankaj Jain as an Independent Director is now being placed before the Members for their approval.

The Board recommends the Resolution at Item No. 6 of this Notice for approval of the Members.

Except Mrs. Anita Pankaj Jain and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 6 of this Notice.

DATE: 28/05/2018
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

Particulars	Deepak Anandbhai Dalmia	Anita Pankaj Jain
Date of Birth	29/11/1979	20/11/1980
Date of Appointment	17/11/2010	27/12/2017
Qualifications	B.Com	10th
Expertise in specific functional areas	Rich experience of 20 years in the field of Textile Industries	Wide experience in Textile Industries
Directorships held in other companies (excluding foreign companies and Section 8 companies)	1. Mayfair Vinimay Private Limited 2. Bhagwati Syntex Private Limited 3. Rawatkhedia Silk Mill Private Limited (converted into LLP) Rawatkhedia Silk Mill LLP	Nil
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil	Nil
Number of shares held in the Company	1819168	Nil

For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the corporate governance report which is a part of this Annual Report.

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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 8th Annual General Meeting of the Company at the Block no. 467, Sachin Palsana Road, Palsana, Surat, Gujarat – 394315, India, on Monday, July 23, 2018, 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.

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



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

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 8th Annual General Meeting of the Company to be held on Monday, 23rd July, 2018 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	To receive, consider and adopt: the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon			
2	Approval of final Dividend			
3	Re-appointment of Mr. Deepak Anandbhai Dalmia, who Retires by rotation as Executive Director			
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, 2019			
6	Appointment of Mrs. Anita Pankaj jain as a Women & Independent Director			

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 23, 2018 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



design | www.roarstudios.net

A quality demin fabric manufacturing company.

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