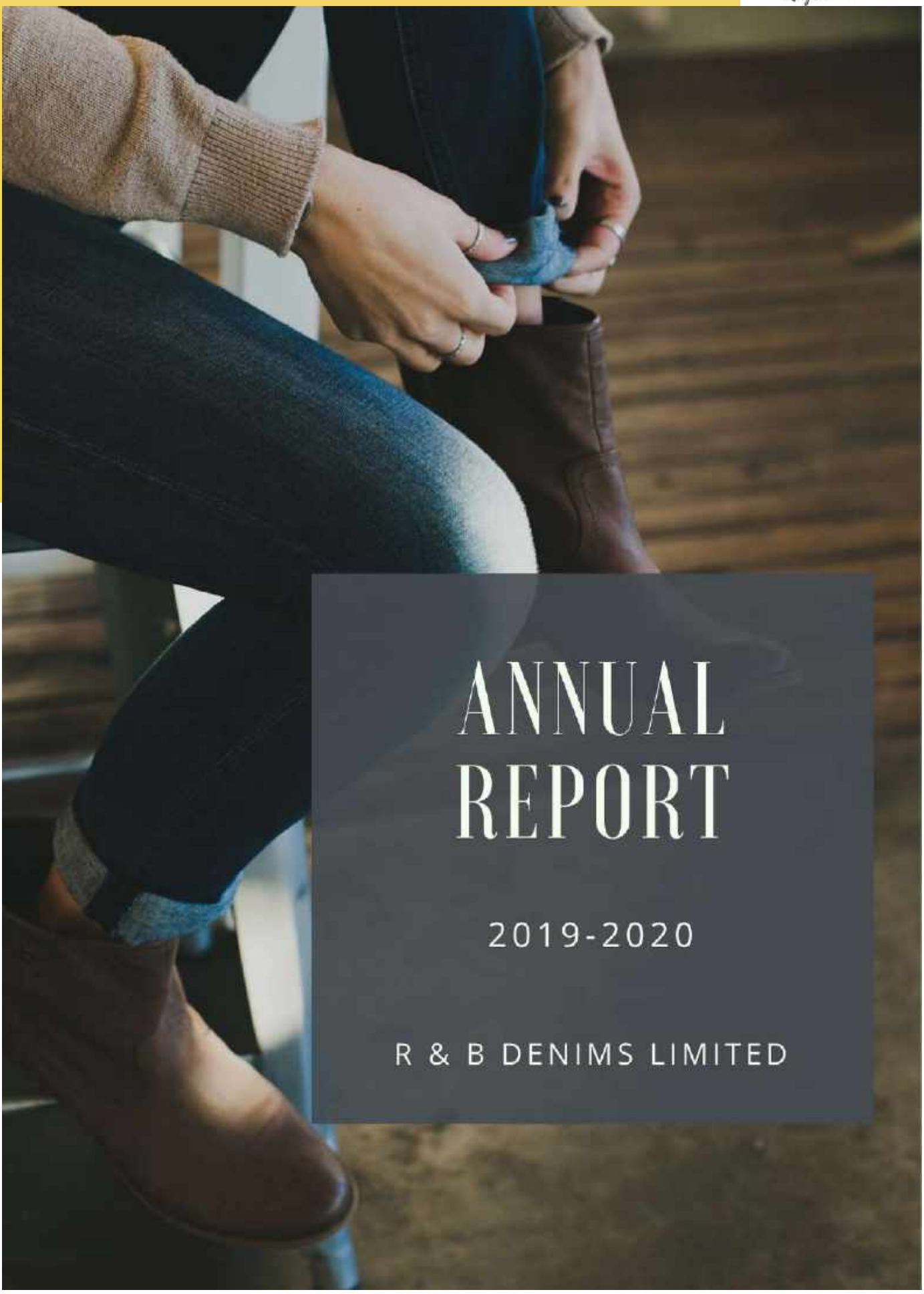


ANNUAL REPORT

2019-2020

R & B DENIMS LIMITED

ABOUT THE COMPANY

'R&B Denims Limited' has been promoted by the Rawat Khedia group and the Borana group, undoubtedly two of the most influential textile houses of Surat directed by Mr. Anand Dalmia and Mr. Mangilal Borana respectively. Both of these companies have a long lineage of more than 30 years each, in the textile industry, and are very well known in their areas of expertise. R & B Denims is now fully managed and operated by their heirs –and Mr. Amit Dalmia and Mr. Rajkumar Borana. The stats and figures are very much the proof of the enormity of this company that it couldn't have achieved this success if they had not cemented to the international standards in terms of quality and service policies that the company adheres by.

We are one of the largest vertically integrated textile manufacturers in the world with over 30 million meters capacity of production. R & B Denims is one of the few denim manufacturers capable to produce high width denim up to 76 inches. Our world-class facilities are backed by a solid infrastructure to make our processes more productive, people more efficient and products consistent in quality.





Rajkumar Borana

Chairman and Managing Director

Mr. Rajkumar Borana is the Chairman and Managing Director of our Company. He holds Bachelor Degree in Commerce from South Gujarat University and has more than 14 years of experience in the business of Textile and Paper. His experience and entrepreneurial skills has been instrumental in the overall growth of our Company. He is one of the founding members of our Company and actively involved in Financial Planning and Business Development activities.



Amitkumar Dalmia

Whole-time Director

Mr. Amitkumar Dalmia is the Whole-time Director of our Company. He holds Bachelor Degree in Commerce from South Gujarat University and has more than 14 years of experience in the business of Textile. His experience provides us deep insights about our industry and helps us to achieve new heights and build reputed image of ours in competitive market. He is one of the founding members of our company and actively involved in Manufacturing Process, Strategic Planning and Business Development activities.



Deepak Dalmia

Whole-time Director

Mr. Deepak Dalmia is the Whole-time Director of our Company. He holds Bachelor Degree in Commerce from University of Pune and has more than 12 years of experience in the business of Textile and overall management of affairs of a corporate. He is one of the founding members of our company and is actively involved in overall management of affairs of our company.



Ankur Borana

Whole-time Director

Mr. Ankur Borana is the Whole-time Director of our Company. He has completed his High Secondary Examinations from Gujarat Secondary Education Board, Gandhinagar and has more than 12 years of experience in the business of Textile and overall management of affairs of a corporate. He is one of the founding members of our company and is actively involved in overall management of affairs of our company.



Girish Kalawatia

Non Executive &
Independent Director

Mr. Girish Kumar Kalawatia is the Non Executive & Independent Director of our Company. He holds Bachelor degree in Commerce from Rajasthan University. He has around 28 years of experience in Accounting Consultancy and Supply of Human Resources and has been appointed as Director on Board of Directors of our Company since January 03, 2014. His vast and rich experience is valuable to us.



Manak Lal Tiwari

Non Executive &
Independent Director

Mr. Manak Lal Tiwari is the Non Executive & Independent Director of our Company. He holds Bachelor and Master degree in Commerce from Rajasthan University. He has around 25 years of experience as Commission Agent of Yarns and has been appointed as Director on Board of Directors of our Company since January 03, 2014. His knowledge of yarns is helpful to us.



Dharmesh P. Mehta

Non Executive &
Independent Director

Mr. Dharmesh Prafulchandra Mehta is the Non-Executive& Independent Director of our company. He is Master of Commerce and LLB from Veer Narmad South Gujarat University. He has around 19 years of experience in Accountancy and Taxation has been appointed as Director on Board of Directors of our Company since January 03, 2014. His rich and diverse experience adds values to our organization.



Anita P. Jain

Non Executive &
Independent Director

Mrs. Anita Pankaj Jain is a Non-Executive & Independent Woman Director of our company. She is having around 3 Years of experience in textile industry and has been appointed as an Non- Executive & Independent Director on the Board of Directors of our Company w.e.f July 23, 2018. Her wide experience in textile industry is valuable to us.



Parkin Jariwala

CFO

Mr. Parkin Jariwala is the Chief Financial Officer of our Company, appointed as on March, 19 2019. He holds Bachelor Degree in Commerce from Mumbai University. He is having wide experience of around 20 years in Finance and Accounting. He takes care of Finance and accounting of our company.

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Chairman's Message



Dear Stake holders,

It is my honor as the Chairman of M/s. R & B Denims Limited to be entitled to present our Annual Report for the Financial Year 2019-2020. This year, we mark a decade to the foundation of our Company.

The corona crisis is the most disruptive event in modern human history. The resultant economic crisis has compounded the global community's hardships. However, I have no doubt, India and the world will achieve faster progress, greater prosperity and a new quality of development post the Covid crisis.

This financial year continues our record of an unchanging progress for the company and the company has recorded a Profit after Tax (PAT) of Rs. 329.02 Lakhs.

India being the 2nd largest manufacturer of the Denim fabric in the world has performed remarkably in the Indian Textile Industry. Interestingly, textile exports jumped by 9% to US$ 329,536 mn for FY 2018-19 as compared to US$ 303376 mn for FY 2017-18. Denim is exported in huge quantities from India and has been the fastest growing apparel fabric segments being one of the most versatile fabrics with multiple applications in everyday use.

As per ICRA note, India continues to experience headwinds in the form of intense competitive pressures from nations having a cost advantage over India, which seem to be constraining the overall momentum- of the apparel export sector of India. As a result, India's apparel exports in Q3 FY-2019 remained lower than the average quarterly exports during the past five years due to amid downward revision in export incentives under the GST regime. This year the Indian economy has continued its journey of growth and the key demand driver being its growing population of young and aspiring entrepreneurs and the platform provided by the Indian Government in the form of Start-Up India and all the related subsidies.

The Company provides its utmost attention towards the sustainability and protection of the environment and therefore the entire functioning of the plant is planned in such a manner that causes the least or no harm to the purity and beauty of our ecosystem. The Company also makes sure that it complies with all its official obligations relating to the environmental aspects.

The company understands the necessity of safety and welfare among all its employees from top to low management and has taken due care of the same for all its workers and other members. The company has made sure that its workers are provided with all the necessary equipment to promote the importance of safety among its skilled as well as unskilled labors and also makes sure that proper lighting and ventilation facilities and congestion free places and all the required amenities for improving the work environment are available without any discomfort experienced by them. We are also conscious about the current situation caused due to the pandemic COIVD -19 and have taken all the safety measures prescribed by the World Health Organization and our Indian Government to ensure good health and safety of ourselves and our employees.

The textile industry is going through multiple changes from different dimensions which are changing global and regulatory regime as well as technological disruptions and there is no stopping to the increasing levels of competition. The company is diligently striving to provide complete denim solutions by enrooting new product lines and gaining a deep understanding of consumer preferences through every passing year.

We at the Company believe that industry is a beaming industry, and the increasing consumption degree will show a smoother growth curve in the coming years.

I would like to thank the Central and State Governments, shareholders, investors, lenders, suppliers and customers for their consistent and resolute support. I thank all my colleagues on the Board for their oversight in this crucial phase of our growth, their support and immense encouragement. I have special words to acknowledge the collective efforts of the entire R & B Denims team, working tirelessly to create and sustain this growing enterprise.

Thank you for your support
Yours Faithfully,

Sd/-

Rajkumar Mangilal Borana
Chairman & Managing Director

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Rajkumar Borana	Chairman & Managing Director
Mr. Amitkumar Dalmia	Whole time Director
Mr. Deepak Dalmia	Whole time Director
Mr. Ankur Borana	Whole time Director
Mr. Girish Kumar Kalawatia	Non–Executive & Independent Director
Mr. Manaklal Tiwari	Non–Executive & Independent Director
Mr. Dharmesh P. Mehta	Non–Executive & Independent Director
Mrs. Anita Pankaj Jain	Non–Executive & Independent Director

COMPANY SECRETARY

Mrs. Jyoti Arun Agarwal

AUDITORS

PRADEEP K. SINGHI & ASSOCATES
A/501, President Plaza, Near R.T.O., Ring Road,
Nanpura, SURAT.

BANKERS

THE COSMOS CO-OP BANK LTD
Magob Branch, Surat Kadodara Main Road,
Nr Bhakti Dham Temple, Surat, Gujarat

AXIS BANK
Magob Branch, Ground Floor, Aalay Complex,
Puna Kumbhariya Road, Surat-395010

KOTAK MAHINDRA BANK
Kotak House, 5th Floor, K.G. Point, Ghod-Dod Road, Near Ganga Palace,Surat-395007

10TH ANNUAL GENERAL MEETING

Date: 26/09/2020
Venue: Block No. 467, Sachin Palsana Road,
Palsana, Surat-394315
Time: 03:00 P.M.

AUDIT COMMITTEE

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

NOMINATION AND REMUNERATION COMMITTEE

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

STAKEHOLDERS RELATIONSHIP COMMITTEE

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

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Amitkumar Dalmia	Chairman
Mr. Ankur M. Borana	Member
Mr. Girish Kumar Kalawatia	Member

REGISTERED OFFICE

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

REGISTRAR & SHARE TRANSFER AGENT

M/S BIGSHARE SERVICES PRIVATE LIMITED
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Next To Keys Hotel,
Makwana Road, Andheri (E), Mumbai-400059

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: 19th September, 2020 to 26th September, 2020 (both days inclusive).

OPERATING & FINANCIAL DATA

A. OPERATING DATA

(Rs. in Lakhs)

PARTICULARS	2019-20	2018-19
Sales & Income from operation	25,790.78	24,811.2
Other Income	44.92	125.95
Total	**25,835.70**	**24,937.15**
Raw Material Consumed	22,055.33	18,643.24
Increase (Decrease) in Inventories	(516.79)	439.73
Purchase of Stock in Trade	-	1,988.33
Staff Cost	1,038.33	959.32
Financial cost	364.49	416.91
Adm. Exp. & Selling & Dist. Exp.	1,982.67	1,473.90
Depreciation	458.90	509.41
Total	**25,382.94**	**24,430.85**
Profit/Loss before Exceptional Items & Taxation	**452.76**	**506.30**
Prior Period Items	-	-
Profit/Loss before Taxation	**452.76**	**506.30**
Provision for Current year Tax	(134.08)	(152.90)
Provision for MAT Credit	-	-
Short Provision for Income tax expense relating to prior years	**1.16**	**(1.39)**
Provision for Deferred Tax Liability/Asset	9.18	36.70
Profit & Loss after Taxation	**329.02**	**388.71**
Other Comprehensive Income		
Items that will not be reclassified to profit or loss		
Defined Benefit plan actuarial gains/(losses)	8.95	2.83
Income Tax relating to items that will not be reclassified to profit or loss		
Defined Benefit plan actuarial gains/(losses)	2.25	0.79
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	**6.69**	**2.05**
Total Comprehensive Income for the year	**335.71**	**390.76**
Earnings per Share (EPS)	**2.35**	**2.78**

B. FINANCIAL DATA

(Rs. in Lakhs)

PARTICULARS	2019-20	2018-19
Non-Current Assets		
Property, Plant and Equipment	2,084.55	2,324.83
Financial Assets	2,292.79	1,766.05
Deferred Tax Assets	134.14	124.97
Other Non-current assets	64.24	143.33
Total Non-Current Assets	**4,575.74**	**4,359.17**
Current Assets		
Inventories	2,072.44	2,676.70
Financial Assets	5,528.29	3,464.86
Others Current Assets	908.19	800.98
Total Current Assets	**8,508.91**	**6,942.54**
TOTAL ASSETS	**13,084.65**	**11,301.71**
EQUITY AND LIABILITIES		
Equity		
Equity Share Capital	1,399.47	1,399.47
Other Equity	2,066.29	2,533.44
Total Equity	**3,465.76**	**3,932.91**
Non-Current Liabilities		
Financial Liabilities	662.47	1,079.48
Provisions	18.37	17.95
Other No-Current Liabilities	448.92	-
Total Non-Current Liabilities	**1,129.76**	**1,097.44**
Current Liabilities		
Financial Liabilities	6,680.97	5,794.23
Other Current Liabilities	989.33	269.39
Provisions	818.83	207.74
Total Current Liabilities	**8,489.13**	**6,271.37**
Total Liabilities	**9,618.89**	**7,368.81**
TOTAL EQUITY AND LIABILITIES	**13,084.65**	**11,301.71**

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. 25,000,000/- (2500000 Equity shares of Rs. 10/- each) to Rs. 55,000,000/- (5500000 Equity shares of Rs. 10/- each)
2012	Commencement of Commercial Production
2013	Increase in the Authorized share Capital of the Company from Rs. 55,000,000/- (5500000 Equity shares of Rs. 10/- each) to Rs. 255,000,000/- (25500000 Equity shares of Rs. 10/- each)
	Phase II Development took pride of increasing production almost double
2014	Achieved Turnover of Rs. 100.00 Cr.
	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 Cr.
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 taken 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 achieve remarkable Gross profit of amounting to Rs. 7.02 Cr.
2019	The turnover of the company has increased by 14% as compared to Previous Year. Also the Export of the company has increased from Rs. 500.13 Lakhs in the FY 2017-18 to Rs. 5,285.67 Lakhs in the FY 2018-19.
2020	The company has migrated its securities from BSE-SME platform to BSE Main Board Platform on 30th May, 2019 after receiving the final Listing Approval from Bombay Stock Exchange (BSE).
	The turnover of the company has increased by 3.60% as compared to Previous Year. Also the Cash Flow from operations has increased from Rs. 424.78 Lakhs in FY 2018-19 to Rs. 511.48 Lakhs in FY 2019-20.

BOARD'S REPORT

To The Members of
R & B Denims Limited

The Directors take pleasure in presenting the Tenth Annual Report together with the audited financial statements for the year ended March 31, 2020. The Management Discussion and Analysis has also been incorporated into this report.

1. FINANCIAL RESULTS

(Rs. in Lakhs except per share data)

PARTICULARS	2019-20	2018-19
Sales/ Business Income	25,790.78	24,811.20
Other Income	44.92	125.95
Total Income	25,835.70	24,937.15
Less: Expenses (Excluding Depreciation)	24,924.04	23,921.44
Profit before depreciation, exceptional items and taxes	911.66	1,015.71
Less: Depreciation	458.90	509.41
Profit before exceptional items and taxes	452.76	506.30
Less: Exceptional Items	-	-
Profit before Taxation	452.76	506.30
Less: Income Tax	134.08	152.90
Deferred Tax	(9.18)	(36.70)
MAT Credit Provision	-	-
Short Provision for Income Tax expense relating to prior year	(1.16)	1.39
Profit after Taxation	329.02	388.71
Retained Earnings		
Balance brought forward	1087.54	746.85
Profit for the year	329.02	388.71
Short Provision for Income Tax expense relating to prior year	-	(48.03)
Provision for Vivad se Vishwas Tax	(802.86)	-
Total Retained Earnings	613.70	1,087.54
Total Comprehensive Income	10.16	3.47
Balance carried forward to general reserve	623.86	1091.00
Earnings per share (Rs.) :Basic	2.35	2.78
Diluted	2.35	2.78

2. HIGHLIGHTS OF PERFORMANCE

- Standalone total income for the current financial year has reached to Rs. 25,835.70 Lakhs as compared to Rs. 24,937.15 Lakhs in 2019, increasing by 3.60%;
- Standalone net sales for the year was Rs. 25,790.78 Lakhs as compared to Rs. 24,811.20 Lakhs in 2019, showing a growth of 3.94%;
- Standalone profit before tax for the year was Rs. 452.76 Lakhs as compared to Rs. 506.30 Lakhs in 2019, showing a decline of 10.57%;
- Standalone Other Comprehensive Income (OCI) for the year was Rs. 6.69 Lakhs as compared to Rs. 2.05 Lakhs in 2019, a growth of 226.34%;
- Standalone Profit after tax for the year is Rs. 335.71 Lakhs as compared to Rs. 390.76 Lakhs in 2019, a decline by 14.09%.

3. STATE OF COMPANY'S AFFAIRS

The directors are glad to report that during the year under review your company has posted higher income of Rs. 25,835.70 Lakhs in the current year as compared to Rs. 24, 937.15 Lakhs in the corresponding previous year. During the current year your company has shown a remarkable profit of Rs. 329.02 Lakhs as against to the net profit of Rs. 388.71 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, 2020, the Company has proposed to carry an amount of Rs. 329.02 (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, the directors have decided to plough back the profit into the business hence no dividend could be recommended for the year under review.

6. UNCLAMIED DIVIDEND

There is no balance lying unpaid equity dividend account.

7. MATERIAL CHANGES SUBSEQUENT TO THE CLOSE OF THE YEAR

COVID-19: In the last month of FY 2020, the COVID-19 pandemic developed rapidly into a global crisis, forcing governments across the globe to enforce lock-downs of all economic activity. For the company, the focus immediately shifted to ensuring health and well-being of all employees, and on minimizing disruption to services for all our customers globally. In order to ensure smooth functioning, work from home facility was extended to many of the employees of the company. Although there were uncertainties due to pandemic in the last quarter of FY 2020, inherent resilience of the business model will position the company well to navigate the challenge ahead but then too the outbreak will impact the finances of the company and its impact can be ascertained only after the industry is fully operational and life has come to a stable position and this will happen only once there in an increase in demand of our products in the denim market.

There have been no material changes and commitments, which affect the financial position of the company which have occurred subsequent to the close of the financial year 2019-20.

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

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status of your Company and its operations in future.

9. SUBSIDIARY COMPANY/ASSOCIATE/JOINT VENTURE

RB Industries, a partnership firm, is a Subsidiary of the company and a statement providing details of performance and salient features of the financial statements of RB Industries, as per Section 129(3) of the Act, is annexed as "Annexure-G" to this report.

10. 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 report is a forming part of this Annual Report.

11. CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of the business of the company during the financial year 2019-20.

12. SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2020 was Rs. 1,399.46 Lakhs. The Company has not issued/allotted any equity shares during the financial year 2019-20.

13. FINANCE

The Cash and cash equivalent as on March 31, 2020 was Rs. 9.77 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.

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.

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.

14. 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 the financial year 2017-18, the Company had taken 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.

15. CORPORATE SOCIAL RESPONSIBILITY

The Board has adopted a Corporate Social Responsibility (CSR) Policy for the Company based on which CSR Programs and activities were carried out during the year. The CSR Policy can be accessed through the following weblink:

http://www.rnbdenims.com/corporate-governance.html

The CSR committee comprises of the following members and the committee oversees the CSR activities:

- Mr. Amitkumar Dalmia (Chairperson)
- Mr. Ankur Borana (Member)
- Mr. Girish Kumar Kalawatia (Member)

The Company has spent Rs. 8.50 Lakhs as part of its CSR activities through focused efforts in the fields of Community Healthcare. The detail on CSR activities undertaken during the year is annexed as "Annexure-A" to this report.

16. 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.

17. ANNUAL EVALUATION AND CRITERIA OF 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.

Evaluation of	Criteria for Evaluation
Board	• Degree of fulfilment of key responsibilities • Board structure and composition • Establishment and delineation of responsibilities to various committees • Effectiveness of board processes in decision making, providing necessary advice and suggestions to the Company's management. • Up to date information on latest development and functioning, steps towards improvement • Facilitation of Independent Directors • Board culture encourages open communication, meaningful participation, and timely resolution of issues. • Regular review of performance of organisation
Individual directors	• Attendance and contribution at Board/ Committee Meetings • Guidance/ support to the management outside Board/ Committee Meetingsin terms of new ideas and planning for the Company • Rendering independent, unbiased opinion and resolution of issues at meetings • Leadership initiative • Fulfilment of functions and raising concerns, if any to the Board • Timely inputs on the minutes of the meetings of the Board and Committee, if any • Setting the strategic agenda of the Board • Encouraging active engagement by all Board members and motivating • Providing guidance to the Managing Director • Safeguard of confidential information, interest of whistle blowers under vigil mechanism • Reporting of frauds, violation etc.
Committees	• Degree of fulfilment of key responsibilities • Frequency and effectiveness of meetings • Committee dynamics, especially openness of discussions, including with the Board • Adequacy of Committee composition • Quality of relationship of the Committee with the Board and the Management • Timely inputs on the Minutes of the Meetings

The evaluation of Board, its Committees and Individual Directors was carried out as per the process and criteria laid down by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee.

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.

18. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company has in place a vigil mechanism that encourages its employees to report suspected or genuine concerns about any wrongful conduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of conduct or policy, misuse or abuse of authority. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. 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/polices/VIGIL%20MECHANISM%20FOR%20DIRECTORS%20AND%20EMPLOYEES.pdf?

19. POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS

The Policy for Determining Materiality of Information / Events for reporting to the Stock Exchangeis 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/polices/POLICY%20FOR%20DETERMINIMG%20MATRIALITY%20OF%20INFORMATION.pdf?

20. 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/polices/POLICY%20FOR%20DETERMINIMG%20MATRIALITY%20OF%20INFORMATION.pdf?

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

The company is committed to provide safe, conducive and healthy working environment to the women employees without any kind of prejudice, gender discrimination and sexual harassment. The Company considers sexual harassment as a gross misconduct and has a zero tolerance for Sexual Harassment at workplace. Pursuant to the provisions of "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013" and rules made thereunder, the Company has adopted a "Policy on Protection of Women against Sexual Harassment at Work Place" to provide protection to its women employees against sexual harassment at work place. In line with the requirements of the policy the company has setup Internal Complaints Committee (ICC) with majority women Members.

During the financial year 2019-20, no case was reported under the purview of the said Policy.

22. 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.

23. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2020 are: Mr. Rajkumar Mangilal Borana as Managing Director, Mr. Amitkumar Anandbhai Dalmia as Whole-time Director, Mr. Deepak A Dalmia, Whole-time Director, Mr. Ankur Mangilal Borana as Whole-time Director, Mr. Perkin Khushmanbhai Jariwala as Chief Financial Officer (CFO) and Mrs. Jyoti Arun Agarwal as Company Secretary.

a. 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.

b. 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. 2019-20

SR. NO.	DATE OF MEETING	CLASS OF MEETING	BOARD STRENGTH	NO. OF DIRECTORS PRESENT
1	15/04/2019	Stakeholders' Relationship Committee	3	3
2	06/05/2019	Board of Director Meeting	8	6
3	08/05/2019	Audit Committee	4	4
4	18/05/2019	Board of Director Meeting	8	8
5	18/07/2019	Stakeholders' Relationship Committee	3	3
6	06/08/2019	Audit Committee	4	4
7	14/08/2019	Board of Director Meeting	8	8
8	22/08/2019	Nomination & Remuneration Committee	4	4
9	06/09/2019	Audit Committee	4	4
10	16/09/2019	Board of Director Meeting	8	4
11	26/09/2019	Corporate Social Responsibility Committee	3	3
12	08/11/2019	Audit Committee	4	4
13	09/11/2019	Board of Director Meeting	8	8
14	20/11/2019	Stakeholders' Relationship Committee	3	3
15	22/11/2019	Audit Committee	4	4
16	23/11/2019	Board of Director Meeting	8	4
17	27/01/2020	Audit Committee	4	4
18	31/01/2020	Board of Director Meeting	3	3
19	20/02/2020	Corporate Social Responsibility Committee	3	3
20	05/03/2020	Nomination & Remuneration Committee	4	4
21	16/03/2020	Stakeholders' Relationship Committee	3	3
22	23/03/2020	Board of Director Meeting	8	4

24. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, the 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, 2020, 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 control was in place and that the financial controls were adequate and were operating effectively.

f. That system to ensure compliance with the provisions of all applicable laws was in place and was adequate and operating effectively.

25. RELATED PARTY TRANSACTIONS

The company has entered into various related party transactions during the financial year and all the transactions 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 personnel, 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 annexed as "Annexure-B" which is attached to this report.

26. AUDITORS

a. Statutory Auditors

M/s. Pradeep K. Singhi & Associates, Chartered Accountants of Surat had been appointed as Statutory Auditors of the Company for a term of five years pursuant to the provisions of Section 139 of the Act in the conclusion of Tenth (10th) Annual General Meeting of the company subject to the casual vacancy during the year and re-appointment at every Annual General Meeting held after this Annual General Meeting. As required under the provisions of Sections 139(1) read with 141 of the Companies Act, 2013, the Company has obtained a written certificate from M/s. Pradeep K. Singhi & Associates, Chartered Accountants, Surat, proposed to be re-appointed to the effect that their re-appointment, if made, would be in conformity with the criteria specified in the said sections.

The Board recommends the appointment of M/s Pradeep K. Singhi & Associates, 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 2023-24. 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.

The Auditors' Report for Financial Year 2019-20 forms part of this Annual Report and does not contain any qualification, reservation or adverse remark.

b. Cost Auditors

Pursuant to Section 148(3) of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014 M/s. V. M. Patel & Associates was appointed as Cost Auditor of the company for the financial year 2019-20 by the Board of Directors 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 M/s. V.M. Patel & Associates, Cost Auditors is included at Item No. 7 of the Notice convening the Annual General Meeting.

c. 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 had appointed M/s. Jainam N Shah & Co, Practicing Company Secretary of Surat, to conduct the Secretarial Audit for the financial year 2019-20. The Secretarial Audit Report for the financial year ended March 31, 2020 is annexed herewith annexed as "Annexure-C" to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

27. ENHANCING SHAREHOLDERS VALUE

The Company believes that its Members are among its most treasured stakeholders.

Accordingly, the Company's operations are committed to the pursuit of achieving notable operating performance and cost competitiveness, consolidating and building for expansion, enhancing the productive asset and resource base and subsisting overall corporate reputation. The 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 unceasing growth and development.

28. 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.

29. PUBLIC DEPOSIT

The company has not accepted deposits from the public during the financial year under review within the meaning of Section 73 of the Companies Act, 2013, read with Companies (Acceptance of Deposits) Rules, 2014.

30. 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 which is annexed herewith as "Annexure-D".

31. FRAUD REPORTING

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

32. INSURANCE:

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

33. RESEARCH & DEVELOPMENT:

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is in significant in relation to the nature size of operations of your Company.

34. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return as on 31st March, 2020 in Form MGT – 9 in accordance with Section 92(3) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, are set out herewith as "Annexure – E" to this Report.

35. 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-F" of the Annual Report.

36. 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.

37. INTERNAL FINANCIAL CONTROLS

Internal Financial Controls forms an integrated part of the risk management process therefore, the company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, maintenance of adequacy, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures. The management periodically reviews the financial performance of the Company against the approved plans across various parameters and takes necessary action, wherever necessary. During the year, such controls were tested and no reportable material weakness was observed.

38. RISK MANAGEMENT

The Company has in place appropriate Risk Management framework for a systematic approach to control risks. The risk management policy of the company encompasses practices relating to the identification, analysis, evaluation, treatment, mitigation and monitoring of the strategic, external and operational control risks to achieve key business objectives.

39. ACKNOWLEDGEMENTS

The Board of Directors is pleased to place on record its appreciation for the continued guidance and support received from the Central and State Government Departments, Organizations and Agencies. The Board is thankful to the Members, Auditors, Consultants, Service Providers, Insurers and all its Employees for their unstinted support and contribution.

The Board of Directors conveys their gratitude for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year. Further, the Board sincerely conveys its appreciation for its customers, shareholders, suppliers as well as vendors, bankers, business associates, regulatory and government authorities for their continued support.

The Board also recognizes the contribution of the esteemed Consumers to the growth of the Company and takes this opportunity to pledge the Company's commitment to serve them better.

40. CAUTIONARY STATEMENT

Certain statements in the Management Discussion and Analysis describing the Company's analysis, projections, interpretations and estimates are forward-looking within the meaning of applicable securities laws and regulations. Actual results may vary from those expressed or implied depending upon economic conditions, Government policies and other incidental/related 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. The Company assumes no responsibility to publicly amend, modify or revise any such statements on the basis of subsequent developments, information or events.

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

Sd/-

Place: SURAT
Date: 12/08/2020

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

ANNEXURE–A
ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. The company is committed to and recognizes the importance of the Corporate Social Responsibility Spending. The Company has formed a CSR policy which is based broadly on the Schedule VII u/s 135 of the Companies Act, 2013 which covers the following areas:

SR. NO.	PARTICULARS
1	Eradicating extreme hunger and poverty
2	Promotion of education
3	Promoting gender equality and empowering women
4	Reducing child mortality and improving maternal health
5	Combating human immunodeficiency virus, acquired immune deficiency syndrome, malaria and other diseases
6	Ensuring environmental sustainability
7	Employment enhancing vocational skills
8	Social business projects
9	Slum Development
10	Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government or the State Governments for socio-economic development and relief and funds for the welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women; and
11	Such other matters as may be prescribed from time to time

The company though have framed a broader policy keeping in view the above areas will mainly focus on the promotion of education, eradicating extreme hunger and poverty, gender equality and empowering women, employment enhancing vocational skills, social business projects and socio-economic development with a review in the areas of activities as per the requirement.

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

The CSR committee was formed by the company on 28th June, 2018 as per the requirements of the Act.

The Committee is headed by Mr. Amitkumar Dalmia and the other members of the Committee are Mr. Ankur Borana (Member) and Mr. Girish Kumar Kalawatia (Member)

PARTICULARS	AMOUNT
Average Net Profit of the Company for the Last 3 Financial Year	41,783,236
Prescribed CSR Expenditure (2% of Average Net Profits)	835,665
Amount carried forward from earlier years	-

DETAILS OF CSR EXPENSE DURING THE FINANCIAL YEAR 2019-20:	AMOUNT
Total Amount to be spent for the Financial Year	835,665
Amount Spent	850,000
Amount unspent	-

The manner in which the amount was spent during the financial year is mentioned herein below:

Sr. No.	CSR Projects or activity identified	Sector in which the project is covered	Location of Project (State & District)	Amount Outlay (Budget)	Amount Spent on Project / Programme	Cumulative Expense till reporting period i.e. (F.Y. 19-20)	Amount Spent through Direct or through implementing agency
1.	Promoting health care including preventive health care	Health care	Surat	835,665	850,000	850,000	Samast Patidar Aarogya Trust

3. A Responsibility statement:

The Implementation and monitoring of CSR policy is in compliance with CSR Objective and policy of the Company.

Sd/-

Place: SURAT
Date: 12/08/2020

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

ANNEXURE-B
FORM NO. AOC-2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis		
Sr. No.	**Particulars**	
(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.	**Particulars**	
(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:	06/05/2019
(f)	Amount paid as advances, if any:	NA

Sd/-

Place: SURAT
Date: 12/08/2020

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	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	9,127.01	AASFR4375D	Purchase of Grey Fabrics
11	RB Industries	Sister Concern	458.05	AASFR4375D	Job Work Income
12	RB Industries	Sister Concern	2,538.24	AAFCR0142Q	Sales Income
13	Ricon Industries	Sister Concern	3493.68	AAFCR0142Q	Purchase of Yarn
14	Ricon Industries	Sister Concern	1.17	AAFCR0142Q	Factory Expense

ANNEXURE-C
FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

[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, 2020

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 (herein after 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 ratification 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, 2020 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, 2020 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:

a. Secretarial Standards issued by The Institute of Company Secretaries of India.
b. 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 hereby report that, during the period under review the company has made the following non compliances:

a. Term of appointment of 4 Independent Directors & 3 Whole-time directors was completed on 03.01.2019 but were not re-appointed within prescribed time.
b. The company fail to submit the notice of Board meeting to BSE were approval of notice of extra ordinary General Meeting dated 30.05.2019 was considered.
c. Details mentioned in the Resolution 1, 2, 3, & 7 of voting results submitted with BSE for EGM dated 30.05.2019 states that the Promoter are interested in the resolution and has also inadvertently considered the Votes in XBRL but the company immediately rectify the error and had submitted the revised Voting with BSE.
d. Late submission of Annual Report to the exchange under Reg. 34(1) as amended and applicable w.e.f. 31.03.2019, reason being that the company had inadvertently submitted the Annual Report in accordance with the earlier guidelines which requires the listed entity to submit the annual report within 21 days after being adopted in the AGM and since it was the first year of filing after the amended regulations, the stock exchange considered the Company's request favorably and granted waiver of fine imposed earlier.

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:

a. Public/Right/Preferential issue of shares/debentures/sweat equity, etc.
b. Redemption / buy-back of securities
c. Major decisions taken by the members in pursuance to section180 of the Companies Act, 2013.
d. Merger / amalgamation / reconstruction, etc. take place
e. Foreign technical collaborations take place during the audit year

Note: Kindly note that the UDIN was generated on 13/08/2020 due to some technical glitch.

For, JAINAM N SHAH & CO.
Company Secretaries

Sd/-

Place: SURAT
Date: 12/08/2020

Shah Jainam Navinchandra
Proprietor
M. No.: 35397
C P No. 13108
UDIN: A035397B000578060

Annexure-A

To
R & B Denims Limited
Block No. 467 Sachin Palsana Road,
Palsana, Surat-394315

My report of even date to be read along with this letter;

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

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

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

4. Wherever required I have obtained the Management representation about the compliance of SEBI laws, rules and regulations thereof.

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

6. This report is neither an assurance as to future viability of the Company nor of the efficacy and effectiveness with which the management has conducted the affairs of the Company.

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

(A) CONSERVATION OF ENERGY

i. The steps taken or impact on conservation of energy

a. Identification and monitoring of operation of High energy consuming load centre and also specific loads like Compressors, & Diesel Generators etc., daily monitoring of consumption of 'A' class loads.
b. Use of Energy Efficient Lighting systems
c. switching off machines / equipment when not in use and switching off lights in areas not having adequate activity by regrouping/repositioning the activity so that there will not be any wastage of energy due to lighting.
d. Monitoring of utilization of energy in lighting and other auxiliary equipment.
e. Creating awareness among employees about the necessity of energy conservation by celebrating energy conservation week

ii. the steps taken by the company for utilising alternate sources of energy; Nil

iii. the capital investment on energy conservation equipment; Nil

(B) TECHNOLOGY ABSORPTION

i. The efforts made towards technology absorption

a. Efforts towards technology absorption included continued efforts for process improvements and improved formulation types/strengths to improve the efficacy, productivity and profitability of the Company.
b. The company has contributed an amount of 54 lakhs as a measure of environment protection for treating the waste water generated in the process of making Denim.

ii. The benefits derived like product improvement, cost reduction, product development or import substitution; Product development, value addition and sustainable

iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

a. The details of technology imported: The Company has not imported any technology during the last three financial years.
b. The year of import: Not Applicable
c. Whether the technology been fully absorbed: Not Applicable
d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not Applicable

iv. The expenditure incurred on Research and Development: Nil

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

SR. NO.	PARTICULARS	F.Y. 2019-20	F.Y. 2018-19
1	Foreign exchange earnings	US $: 1,653,478.74	US $: 3,969,612.83
2	Foreign exchange outgo	US $: 420,700.95 Euro: 7,282.50 JPY: 960,000.00	US $: 539,990.91 Euro: 12,056.71 JPY: 2,156,479.00

ANNEXURE-E
FORM NO. MGT – 9
EXTRACT OF ANNUAL RETURN

As on the Financial Year ended March 31, 2020

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

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. 467SachinPalsana Road, Palsana, Surat-394315 Tel. No. +91-9601281648
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
1	RB Industries (Partnership Firm)	-	Subsidiary	60%	-

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	8301678	-	8301678	59.32	8301678	-	8301678	59.32	-
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):	**10326678**	**-**	**10326678**	**73.79**	**10326678**	**-**	**10326678**	**73.79**	**-**
(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)	**10326678**	**-**	**10326678**	**73.79**	**10326678**	**-**	**10326678**	**73.79**	**-**
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	32500	-	32500	0.23	32500	-	32500	0.23	-
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
(i) Individuals Shareholders holding nominal share capital upto Rs. 1 lacs	422500	10	422510	3.02	398885	10	398895	2.85	(0.17)
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lacs	2582107	-	2582107	18.45	2594111	-	2594111	18.54	0.09
c) Others									
(Market Maker)	35893	-	35893	0.26	30000	-	30000	0.21	(0.04)
(Clearing Member)	55000	-	55000	0.39	45004	-	45004	0.32	(0.07)
(NBFC registered with RBI)	-	-	-	-	50000	-	50000	0.36	0.36
Sub-total (B)(2):	**3668000**	**10**	**3668010**	**26.21**	**3668000**	**10**	**3668010**	**26.21**	**-**
Total Public Shareholding (B)=(B)(1)+(B)(2)	**3668000**	**10**	**3668010**	**26.21**	**3668000**	**10**	**3668010**	**26.21**	**-**
C. Shares Held by Custodian for GRDs & ADRs	-	-	-	-	-	-	-	-	-
GRAND TOTAL (A+B+C)	**13994678**	**10**	**13994688**	**100**	**13994678**	**10**	**13994688**	**100**	**-**

V 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	2052921	14.67	-	2052921	14.67	-	-
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	-	-

VI CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

Sr. No.	Name	Shareholding					Cumulative Share-holding during the year (01/04/19 to 31/03/20)	
		No. of Shares at the beginning (01/04/2019)/end of the year (31/03/2020)	% 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	2052921	14.67	01/04/2019	-	-	-	-
		2052921	14.67	31/03/2020	-	-	2052921	14.67
2.	Deepak A Dalmia	1819168	13.00	01/04/2019	-	-	-	-
		1819168	13.00	31/03/2020	-	-	1819168	13.00
3.	Amitkumar Anandbhai Dalmia	1799171	12.86	01/04/2019	-	-	-	-
		1799171	12.86	31/03/2020	-	-	1799171	12.86
4.	Ankur Mangilal Borana	1632918	11.67	01/04/2019	-	-	-	-
		1632918	11.67	31/03/2020	-	-	1632918	11.67
5.	Rawatkhedia Silk Mills LLP	1500000	10.72	01/04/2019	-	-	-	-
		1500000	10.72	31/03/2020	-	-	1500000	10.72
6.	Mayfair Vinimay Private Limited	375000	2.68	01/04/2019	-	-	-	-
		375000	2.68	31/03/2020	-	-	375000	2.68
7.	Mangilal Ambalal Borana	300000	2.14	01/04/2019	-	-	-	-
		300000	2.14	31/03/2020	-	-	300000	2.14
8.	Mangilal Ambalal Borana HUF	225000	1.61	01/04/2019	-	-	-	-
		225000	1.61	31/03/2020	-	-	225000	1.61
9.	Rajkumar Mangilal Borana HUF	183000	1.31	01/04/2019	-	-	-	-
		183000	1.31	31/03/2020	-	-	183000	1.31
10.	Dhwani Ankur Borana	153000	1.09	01/04/2019	-	-	-	-
		153000	1.09	31/03/2020	-	-	153000	1.09
11.	Rawatkhedia Processors Private Ltd.	150000	1.07	01/04/2019	-	-	-	-
		150000	1.07	31/03/2020	-	-	150000	1.07
12.	Ankur Mangila Borana HUF	85500	0.61	01/04/2019	-	-	-	-
		85500	0.61	31/03/2020	-	-	85500	0.61
13.	Mohini Devi Mangilal Borana	10500	0.08	01/04/2019	-	-	-	-
		10500	0.08	31/03/2020	-	-	10500	0.08
14.	Sharmila Rajkumar Borana	10500	0.08	01/04/2019	-	-	-	-
		10500	0.08	31/03/2020	-	-	10500	0.08
15.	Deepa Amitkumar Dalmia	6000	0.04	01/04/2019	-	-	-	-
		6000	0.04	31/03/2020	-	-	6000	0.04
16.	Shashi Anand Dalmia	6000	0.04	01/04/2019	-	-	-	-
		6000	0.04	31/03/2020	-	-	6000	0.04
17.	Sunaina Deepak Dalmia	6000	0.04	01/04/2019	-	-	-	-
		6000	0.04	31/03/2020	-	-	6000	0.04
18.	Amitkumar Anand Dalmia HUF	6000	0.04	01/04/2019	-	-	-	-
		6000	0.04	31/03/2020	-	-	6000	0.04
19.	Amitkumar Anand Dalmia HUF	6000	0.04	01/04/2019	-	-	-	-
		6000	0.04	31/03/2020	-	-	6000	0.04

VII 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 (01/04/19 to 31/03/20)	
		No. of Shares at the beginning (01/04/2019) /end of the year (31/03/2020)	% of total shares of the Company	Date	Increase/ Decrease in Shareholding	Reasons	No. of Shares	% of total shares of the Company
1	Lalita Naresh kumar Borana	722567	5.16	01/04/2019	-	-	722567	5.16
			5.17	31/05/2019	433	Buy	723000	5.17
		723000	5.17	31/03/2020			723000	5.17
2	Nareshkumar Ambalal Borana	579540	4.14	01/04/2019	-	-	579540	4.14
			4.14	31/05/2019	460	Buy	580000	4.14
		580000	4.14	31/03/2020	-	-	580000	4.14
3	Hem Chand Jain	452500	3.23	01/04/2019	-	-	452500	3.23
			3.95	26/07/2019	100000	Buy	552500	3.95
		552500	3.95	31/03/2020			552500	3.95
4	Nareshkumar Ambalal Borana HUF	462500	3.30	01/04/2019	-	-	462500	3.30
		462500	3.30	31/03/2020			462500	3.30
5	Gaurav Jain	210000	1.50	01/04/2019	-	-	210000	1.50
		210000	1.50	31/03/2020	-	-	210000	1.50
6	Vinod Lodha	75000	0.54	01/04/2019	-	-	75000	0.54
		75000	0.54	31/03/2020	-	-	75000	0.54
7	Alpana S Dangi	60000	0.43	01/04/2019	-	-	60000	0.43
		60000	0.43	31/03/2020			60000	0.43
8	Ashok Kumar Jain	60000	0.43	01/04/2019	-	-	60000	0.43
		60000	0.43	31/03/2020			60000	0.43
9	Hem Financial Services Ltd	0	0.00	01/04/2019				0.00
			0.36	26/07/2019	50000	Buy	50000	0.36
		50000	0.36	31/03/2020			50000	0.36
10	Chandanmal Kaluram Talesara	47500	0.34	01/04/2019			47500	0.34
		47500	0.34	31/03/2020			47500	0.34

VIII SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr. No.	Name	Shareholding					Cumulative Share-holding during the year (01/04/19 to 31/03/20)	
		No. of Shares at the beginning (01/04/2019)/ end of the year (31/03/2020)	% 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	2052921	14.67	01/04/2019	-	-	2052921	14.67
		2052921	14.67	31/03/2020	-	-	2052921	14.67
2	Deepak A Dalmia	1819168	13.00	01/04/2019	-	-	-	13.00
		1819168	13.00	31/03/2020	-	-	1819168	13.00
3	Amitkumar Anandbhai Dalmia	1799171	12.86	01/04/2019	-	-	1799171	12.86
		1799171	12.86	31/03/2020	-	-	1799171	12.86
4	Ankur Mangilal Borana	1632918	11.67	01/04/2019	-	-	1632918	11.67
		1632918	11.67	31/03/2020	-	-	1632918	11.67
5	Dharmesh Prafulchandra Mehta	Nil	-	01/04/2019	-	-	-	
		Nil	-	31/03/2020	-	-	Nil	-
6	Girish Kumar Kalawatia	Nil	-	01/04/2019	-	-	-	
		Nil	-	31/03/2020	-	-	Nil	-
7	Manak Lal Tiwari	Nil	-	01/04/2019	-	-	-	
		Nil	-	31/03/2020	-	-	Nil	-
8	Anita Pankaj Jain	Nil	-	01/04/2019	-	-	-	
		Nil	-	31/03/2020	-	-	Nil	-
9	Jyoti Arun Agarwal	Nil	-	01/04/2019	-	-	-	
		Nil	-	31/03/2020	-	-	Nil	-
10	Perkin Khushmanbhai Jariwala	7500	0.53	01/04/2019	-	-	7500	0.53
		7500	0.53	31/03/2020	-	-	7500	0.53

IX 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	176,252,634	5,000,000		181,252,634
	ii) Interest due but not paid	647,431	608,054		1,255,485
	iii) Interest accrued but not due	-	-		-
	Total (i+ii+iii)	**176,900,065**	**5,608,054**		**182,508,119**
2	**Change in Indebtedness during the financial year**				
	• Addition	5,494,826	-		5,494,826
	• Reduction	(75,018,273)	-		(75,018,273)
	Net change	**(69,523,447)**	**-**		**(69,523,447)**

3	**Indebtedness at the end of the financial year**				
	i) Principal Amount	107,053,635	5,000,000		112,053,635
	ii) Interest due but not paid	322,983	608,054		2,268,361
	iii) Interest accrued but not due	-	-		-
	Total (i+ii+iii)	**107,376,618**	**5,608,054**		**114,321,996**

X 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	(@ 5.93% 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	Anita P. Jain	
1	Independent Directors					
	• Fee for attending board / committee meetings	17,500	14,000	17,500	14,000	63,000
	• 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)	**17,500**	**14,000**	**17,500**	**14,000**	**63,000**
	Total Managerial Remuneration					**3,063,000**
	Overall Ceiling as per the Act	(@ 5.93% of profits calculated under Section 198 of the Companies Act, 2013)				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD				
Sr. No.	**Particulars of Remuneration**	**Company Secretary**	**Chief Financial Officer**	**Total Amount**
		Jyoti Arun Agarwal	Perkin Khushmanbhai Jariwala	
1	Gross Salary			
	a) Salary as per provisions contained in the section 17(1) of the Income-tax Act, 1961	300,000	860,000	1,160,000
	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**	**860,000**	**1,160,000**

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

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

Place: SURAT
Date: 12/08/2020

ANNEXURE-F

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 2019-20, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20 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 2019-20 (in Rs.)	% Increase In Remuneration In The Financial Year 2019-20	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	16.30	During the year, Profit before Tax was Rs.45,276,154.91/- which was decreased by 10.57% over the financial year 2019-20 and the company has earned net profit of Rs.32,902,002.81/- in the financial year 2019-20 against the net profit of Rs.38,871,245.41/- over the financial year 2018-19.
2	Mr. Amitkumar Dalmia (Whole time Director)	750,000	Nil	16.30	
3	Mr. Deepak Dalmia (Whole time Director)	750,000	Nil	16.30	
4	Mr. Ankur Borana (Whole time Director)	750,000	Nil	16.30	
5	Jyoti Arun Agarwal (Secretary)	300,000	Nil	6.52	
6	Perkin Khushmanbhai Jariwala (Chief Financial Officer)	860,000	Nil	18.70	

i. The median remuneration of employees of the Company during the financial year was Rs. 46,000/-.

ii. The Number of permanent employees on the rolls of the company as of March 31, 2020 and March 31, 2019 was 807 and 339 respectively;

iii. In the Financial year, there was a decrease of 32.20% in the median remuneration of employees due to decrease in pay scale of the employees;

iv. The revenue growth during financial year 2020 over financial year 2019 was 3.60% and during the year the company has earned net profit of Rs.329.02 (in lakhs) as against to the net profit of Rs. 388.71 (in lakhs) due to increase in sale of products in the financial year 2019-20. The aggregate remuneration of the employees grew by 8.11% over the previous financial year. The total remuneration of Key Managerial Personnel was stabled in 2020 except that paid to CFO which was increased to Rs. 8.60 Lakhs as compared to Rs. 0.33 Lakhs over financial year 2019.

v. Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:
The total remuneration of Key Managerial Personnel has increased to 41,60,000 in 2019-20, the increase in the total remuneration is due to increase of remuneration of Chief Financial Officer

(CFO) and the Profit before Tax was decreased by 10.57% to Rs.45,276,154.91/- in 2019-20 (Profit of Rs.50,630,071.64 /- in 2018-19)

vi. Variations in the market capitalization of the Company

(1) The market capitalization as on March 31, 2020 was Rs. 45.13 Crore and as on March 31, 2019 is Rs.61.93 Crore.

(2) Price Earnings ratio of the Company was 13.72 as at March 31, 2020 and as on March 31, 2019 it was 15.92.

(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. 3,225 as on March 31, 2020 indicating the decrease in Annual Growth Rate at 27.12%.

vii. Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2019-20 was 8.11% and the increase in the managerial remuneration for the same financial year was 25.11%.

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	42 Years
Experience	24 Years
Date of Joining	01/07/2015
Gross Remuneration	1,075,000
Previous employment and designation	Jindal Denims - Asst Weaving Manager
No. of Shares held in Company	Nil
Employee Relation with Director	NA
Ratio	0.70

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: 12/08/2020

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

ANNEXURE-G
FORM AOC-1
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

PART "A": SUBSIDIARIES

(in Rs.)

SR. NO.	PARTICULARS	DETAILS
1	Name of the subsidiary	RB Industries
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1st April, 2019 To 31st March, 2020
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Indian Rupee
4	Capital	165,168,801
5	Reserves & surplus	-
6	Total Assets	405,589,637
7	Total Liabilities	240,420,836
8	Investments	11,654,873
9	Turnover	1,172,133,527
10	Profit before taxation	10,244,783
11	Provision for taxation	5,641,747
12	Profit after taxation	4,603,036
13	Proposed Dividend	-
14	% of shareholding	60%

Notes:

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

PART "B": ASSOCIATES AND JOINT VENTURES

SR. NO.	PARTICULARS	DETAILS
1	Name of associates/Joint Ventures	NA
2	Latest audited Balance Sheet Date	
3	Shares of Associate/Joint Ventures held by the company on the year end	
	(i) No.	
	(ii) Amount of Investment in Associates/Joint Venture	
	(iii) Extend of Holding %	
4	Description of how there is significant influence	
5	Reason why the associate/joint venture is not consolidated	
6	Net worth attributable to shareholding as per latest audited Balance Sheet	
7	Profit/(Loss) for the year	
	i. Considered in Consolidation	
	ii. Not Considered in Consolidation	

Notes:

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

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

Place: SURAT
Date: 12/08/2020

MANAGEMENT DISCUSSION AND ANALYSIS

A Management Discussion and Analysis is a written explanation of a public company's performance for the reporting period. It also provides details on the focus areas of the management and how they look forward to achieving the business and financial objectives.

DISCLAIMER

This discussion and analysis report contains forward looking statements about strategy, objectives, and expected financial and operational results. Forward-looking statements are typically identified by words such as "may", "should", "could", "would" and "will", as well as expressions such as "believe", "expect", "forecast", "anticipate", "intend", "plan", "estimate" and other similar expressions and are based on broad assumptions. Such broad assumptions also involve some risks and uncertainties which are by definition difficult to predict and are beyond our control. 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. We may be required to make adjustments to targets and historical results to enhance comparability of the data and follow industry best practices. Thus 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.

This report should be read in conjunction with the Company's financial statements included herein and the notes thereto.

INDIAN ECONOMY

Ease of Doing Business Index: India improves rankings

India moved up by 14 places and got 63rd rank (as compared to 77th rank) according to the World Bank's Ease of Doing Business Index 2020. The rankings are benchmarked to May 01, 2019 and are based on the average of each economy's ease of doing business scores for the 10 reform topics which are included in the aggregate ranking. India's ranking is attributed to 4 reform topics this year - starting a business, dealing with construction permits, trading across borders and resolving insolvency. India, which has conducted a remarkable reform effort, joins the list of the top 10 improvers for the third year in a row. Given the size of India's economy, these reform efforts are particularly commendable. This certainly points towards more such reforms to demonstrate tangible progress in the near future. Prime Minister Narendra Modi's new campaign on "Make in India" also focus on attracting foreign investment, boosting the private sector; manufacturing in particular and enhancing the country's overall competitiveness.

Indian Textile Industry

India's textiles sector is one of the oldest industries in the Indian economy and one of the largest in the world with a large raw material base and manufacturing strength. The industry is extremely varied, with hand-spun and hand-woven textiles sectors at one end of the spectrum, while the capital-intensive sophisticated mills sector on the other end. The textile industry has always occupied an esteemed place in Indian industrial system. India's textiles industry has a capacity to produce wide variety of products suitable for different market segments, both within India and across the world.

During the year India's textiles industry contributes to 7% of industry output in value terms, 2% of India's GDP and to 15% of the country's export earnings. With over 45 Million people employed directly this year, the textile industry is one of the largest sources of employment generation in the country. Also India is the second largest exporter in the world after China.

India's overall textile exports during Financial year 2018-19 was US$ 31.65 billion, 2019-20 was US$ 39.2 billion and India is expected to reach to US$ 82.00 billion in 2021. Out of this India's Ready-made garments (RMG) exports for the Financial Year 2019-20 stood at US$ 15,488.70 million which is equivalent to INR 109694.78 Crore. The India's top 10 RMG product exports to the World covers cotton shirts, T-shirts, shorts, trousers etc for men or boys or babies, cotton or synthetic dresses, shirts, blouses etc for women and other garments of man-made fibres.

The Indian government is also coming up with a number of initiatives and export promotion policies every year for growth in the textiles sector. As a result; as of 2019, 348 technical textiles products were developed according to Bureau of Indian Standards (BIS). The Government has also allowed 100 % FDI in the Indian textiles sector under the automatic route.

The future for the Indian textiles industry looks promising, buoyed by strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Pepe Jeans, Levi's etc into the Indian market.

High economic growth has resulted in higher disposable income. This has led to rise in demand for products creating a huge domestic market.

OUTLOOK

1. INDIAN DENIM MARKET

The Indian denim market is exhibiting continuous growth over the years. With new technologies, trends and higher market reach, this sector has promising growth potential. Denims are now an innate part of the Indian fashion scene. From metros to the most remote of small towns, this fabric is all pervasive today. It has become the go to fashion preference of individuals across all walks of life – irrespective of gender and age. Even in rural areas, denim is becoming highly fashionable with most men and teenager girls who are now opting denim wear over traditional outfits. Considering India's proclivity to adhere to its cultural heritage, the popularity and wide usage that denim enjoys today in India stands as a testimony to this fabric's timeless appeal.

One of the biggest triggers for this shift in trends was Denim's use as an all-weather and evergreen piece of apparel for all men, women and even children. Another reason for its meteoric rise in popularity has been its durability and maintenance in the long run which actually turns out cost-effective for all.

Further fashion, traditionally, has been more about style than comfort. However, times are rapidly changing with the opposite being true today. Fashion is becoming next-level functional, with consumers seeking comfortable, fuss-free styles that adapt to the moment and can be used while traveling anywhere. Just like the busy and aspirational lives they lead, consumers want clothes that work as hard as they do and are durable, comfortable, timeless and eco-friendly. Gone are the days when people's perception of work wear use to be 'what you wear is what you do' wherein professionalism was always symbolized by a suit and tie/formal wear. People have evolved and are opting smart casuals for business meetings which also include smart denim wear, as business no longer happens only in boardrooms but at café shops, business events, etc. Jeans are now an acceptable office garb even in smaller towns in India. This is another major factor that has propelled denim into wardrobes across the nation.

Over the years, denim has become seasonless and very versatile in terms of its wearability and comfort.

2. FUTURE PROSPECTS

With massive developments in technology, denim is no more restricted to its ruggedness. Today a pair of denims can look classy with a bit of sheen, feel supple to give you that feather touch feeling, can look rugged but can be super flexible, can behave like knits and still look and wash like denim. The market

today has been updated with revolutionary denim products almost routinely. Further 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.

The main drivers for the increase in the denim sector's market share are:

Variety: Denims have become very versatile. Its use has not been limited to clothing and apparels like jeans, shirts, shorts, dresses, jackets etc but also various other accessories like bags, shoes and even upholstery products are now made from denims.

Purpose: In today's society, denim serves almost all purposes. It comes in a range of colours and can be worn as formalwear as well as casual wear. There is a different type of denim to suit every occasion.

Convenience: A pair of denim can be worn for almost any occasion and is easy to care for than formal clothes. It is comfortable, long lasting and demands low maintenance.

Changing trends/fashion: Denim has always been an integral part of fashion for a long time and is unlikely to go out of style anytime soon. Indian youth are becoming increasingly fashion conscious and their spending power is increasing sharply, which makes life easier for the fast-growing 'premium' category of denim wear brands. It has become a trend to own a collection of denims in different colours.

Youth population: India has the world's largest youth population, which is becoming fashion conscious owing to mass media and social media penetration. Youth (15 to 29 years old) who comprise 26 percent of the consuming population, are a key growth driver of denim wear in the country. Increasing disposable income, comfort, quality and brand consciousness are major reasons behind increasing acceptance of denim wear among this young population.

Prices: Denim reaches different market segments at various price points to suit everyone's budget and needs. The price of denim wear depends on a number of factors like the quality of material, texture, comfort, cut, and wash.

E-Commerce: Due to the ease of ordering online, generous and flexible return policies, and the cash on delivery system, the youth of India is more likely to purchase denims online.

Influence of international brands: The entry of the international brands in the country is one of the biggest drivers of denim wear. Their entry has widened the perspective of consumers which in turn has resulted in higher acceptability of new trends, styles in the market. With the increasing exposure to international fashion trends, the Indian consumer today is aware of global trends and has given him more variety to choose from.

Exports: The global demand for denim is growing. With an abundance of raw materials, the availability of trained manpower, and state-of-the-art technology, India has the potential to become a major denim exporter globally. The depreciating value of the rupee gives a competitive advantage to the Indian exporters.

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

Increased rural spending: Rural areas are developing at a rapid pace and so is their purchasing power. With the percolation of mass media, people in rural areas are also aware of fashion trends and the deman for denims is growing in rural areas also.

Target Market: Earlier, denim used to be the choice of city 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 and everywhere from metros to most remote small towns.

Innovation: Innovation is a compulsion and a need to stay in the competition. In line with changing preferences of consumers towards comfort, the denim market is constantly making efforts to redefine and reinvent innovative materials with new designs, washes, cuts, and embellishments which keep the masses interested and demand high and cater the needs of a wider audience.

Urbanization of Work Culture: In recent times, denim has come to be accepted as business wear. Many large companies are making denims a part of their daily work culture to promote uniformity and to create a relaxed environment which is more conducive to work in. This is creating a huge demand for the denim market in India.

3. INDUSTRY OUTLOOK

The denim segment has always reigned as one of the leading segments in the fashion industry. Though the Denim Industry is one of the most promising industries in India it faces its own sets of issues and challenges. These issues and challenges are associated with the value chain which will determine the growth of denim apparel market in the country.

Development of a consumer centric denim value chain will create the avenues to unleash the great potential inherent in India's denim market. A two-prong strategy that in one hand addresses the needs of consumers encourages them to consume more of denim and on the other hand ensures to improve the existing gaps in supply chain shall make India's denim market more dynamic and consumer centric with better opportunities and scopes for all elements involved in the eco-system. A larger portfolio of denim garments and accessories is required.

SELECT TRENDS IN DENIM MARKET

The denim market in India has been evolving fast with introduction of more styles, colours and some distinct trends in the product offering. A few yarn manufacturers have come up with innovative solutions to bring in a fresh change to this otherwise static industry. This has led to the introduction of new varieties of denims such as blended cotton yarn and biodegradable yarn made from wood pulp to attribute unique properties like softness, flexibility, and comfort in denim wear. Due to the changing dynamics of the products, the denim industry continues to remain an evergreen fashion favourite among the youth.

Some of the key trends in denim market are:

- In India most of the denim manufacturers focus on the domestic markets as the value realisation remains higher in domestic market than in export markets
- In the recent times the industry has witnessed entrance of new fabric manufacturers which is expected to make the market for denim fabric more price competitive in the coming years
- Cotton remains the fibre of choice in denim apparel. In blended denim fabrics polyester is being used as weft threads.
- The demand for stretch denim is growing at a faster rate in Indian market due to its comfort and fit characteristics
- The colour of denim jeans is no longer limited to traditional blue colours. Indian youth has started accepting denim in different colours including green, red, yellow etc.
- The use of denim fabric is not only limited to jeans but is now used in manufacturing of Jackets, shirts, trousers, leggings, handbags, belts etc.

SWOT ANALYSIS OF DENIM INDUSTRY

1. Internal Strengths

- Jeans are a wardrobe staple that everyone owns.
- The denim market is segmented into smaller and niche sections, making it easier to target different consumers. The demand is increasing in both domestic as well as international markets.
- Competitors are not competing on exactly the same product. Difference styles, prices and materials are available.
- Easy diversification into other product lines like footwear, innerwear, accessories to make it a complete lifestyle brand.
- Automation of production processes and proper infrastructure
- Availability of raw materials

2. Internal Weaknesses

- The high impact the cotton industry has on the environment as a result of denim manufacturing.
- The denim market is already dominated by several big brands.
- Increase in mid-market / value retailers results in a negative impact for the higher end retailers and increase an opportunity to introduce lower market brands.
- Fluctuation in prices to cope up with changing demands and trends.
- Short time for optimization of products.
- Unavailability of skilled labour.
- Increase in unit cost, high tariff barriers and export duties.

3. External Opportunities

- Better consumer knowledge and power driving the demand for more ethical and sustainable denim
- Innovative ways of manufacturing denim and more ways to differentiate from competitors.
- People are willing to buy quality products and long lasting investment pieces at a competitive prices.
- Establishment of E-commerce allows more consumers to enter the chain of market.
- Apart from manufacturing jeans the fabric is used in manufacturing of other products like shirts, trousers, handbags etc.
- Introduction of sustainable development practices.

4. External Threats

- The market is saturated with existing brands.
- The market is continuously growing with brands coming up with innovative ways to compete and stay relevant in the market.
- The ethical denim market already has a number of early entrants which have gained significant market share.
- Unstable economy results in reduced consumer confidence and spending.
- The entry of several international players in the retail industry after opening up of FDI would also pose as a threat for the brand.
- It is difficult to make balance between price and quality when competitors have lower price.
- Quick obsolesce of technology.

REVIEW OF OPERATIONS

Your directors report that during the year under review your company has posted higher income of Rs. 25,790.78 Lakhs in the current year as compared to Rs. 24,811.2 Lakhs in the corresponding previous year. During the current year your company has shown net profit of Rs. 329.02 Lakhs as against Rs. 388.71 Lakhs.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has made adequate investment for an effective internal control and risk-mitigation system, and they are constantly assessed and strengthened from time to time with new standard operating procedures.

The Audit committee, in its meeting, along with the CFO formulates a detailed audit plan for the internal auditor to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry. The Internal Auditors attend the Meetings of the Audit Committee at regular basis and submit their recommendations to the Audit Committee. The Audit Committee in consultation with the Statutory Auditors and the Business Heads reviews the recommendations placed by the Internal Auditors, suggests improvements, take corrective actions, wherever needed, to strengthen the internal control system and place it before the Board. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

KEY RISKS AND CONCERNS

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

- **Business Operational Risk:** The business operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people and systems, or from external events like economic and market conditions, cut throat competitions at local as well as at international level, introduction of new players in textile markets, even events which are not directly connected with the organization like natural disasters, political and military turmoil etc. It can be minimized by decreasing labour turnover, power cost, logistics, balancing demand & supply risks, implementing latest technologies to create new and innovative designs of textile products, techniques required to upgrade plants, boiler house, machines, equipment, Un-interrupted availability of raw material at competitive prices so as to avoid production loss, maintenance of quality and harmonizing production for completing the orders in time as well. Fluctuations in yarn prices in international market which can impact the price / cost of a particular product(s) and its blend(s) is also a part of business operational risk.

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

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

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

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

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

- **Foreign Exchange / Currency risk**: It is the uncertainty associated with changes in the relative value of currencies. Currency risk arises from the change in price of one currency against another. The Company while doing foreign transactions deals with the currencies of other countries and therefore any fluctuations in foreign currency may impact margins of Company. The fluctuations in the exchange rate are caused basically by the supply of and the demand for the currencies being exchanged. The depreciation in exchange rate increases the risk of foreign banks, which leads to large foreign currency exposures in the emerging markets. The adverse exchange rate movement increases the repayment obligations of the banks' borrowers in terms of domestic currency. The investors or companies, in order to avoid currency risks should properly hedge their positions with the foreign banks.

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

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

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

- **Political Risk**: Political risk may be defined as the probability that a political event will impact adversely on a firm's profit. It represents the financial risk that a country's government will suddenly change its policies. A new law or a change in an existing could have a significant impact on an investment. Whatever laws the government passes today may be extinct tomorrow. This risk covers restriction on remittances in the buyer's country or any government action which may block or delay payment to the exporter, war, revolution or civil commotion in the buyer's country,

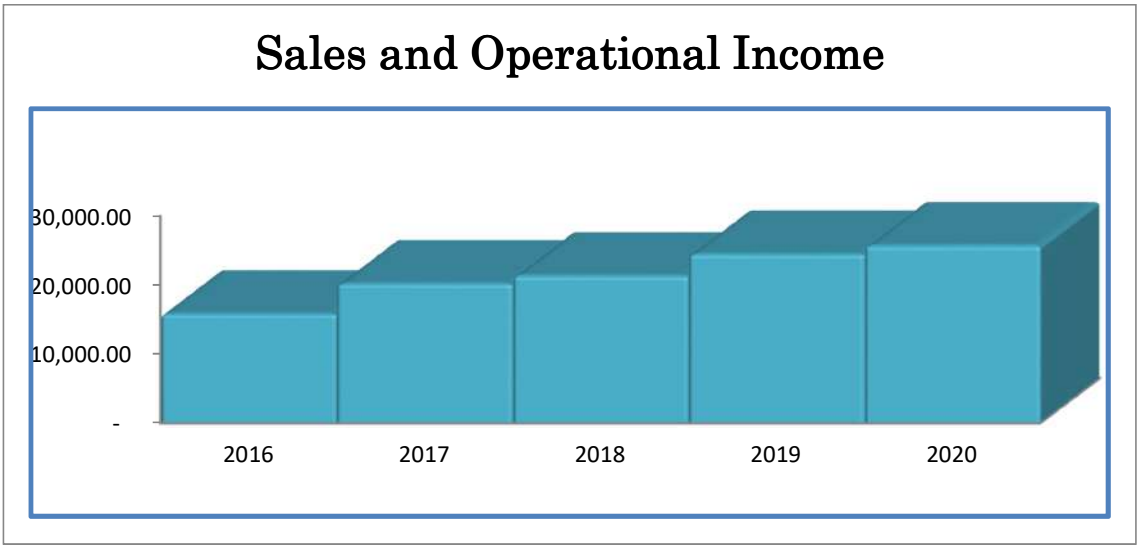
cancellation or imposition of new export / import licensing restrictions in the buyer's country, any other kind of loss occurring either in India or outside India which is not within the control of the exporter or the buyer.

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

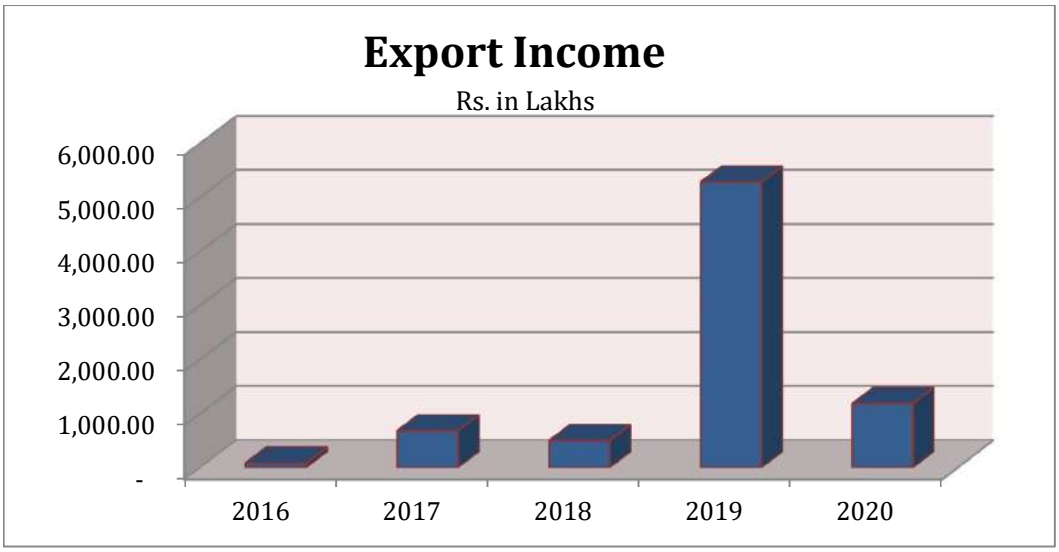
4. FINANCIAL PERFORMANCE AND OPERATIONAL PERFORMANCE

The company has reported total revenue of Rs. 25,835.70 Lakhs as compared to previous year Rs. 24,937.15 Lakhs and PBT stood at Rs. 452.76 Lakhs as compared to previous year Rs. 506.30 Lakhs. The Increase in sales was led by volume of growth in domestic market. The Export Sales for the year is 11.88 Cr.

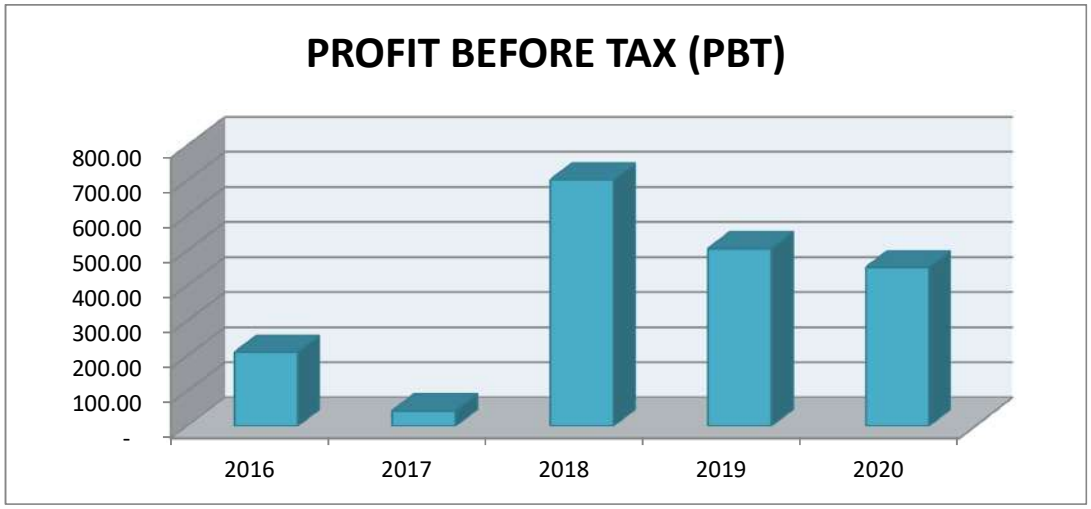
SALES AND OPERATIONAL INCOME FOR LAST FIVE FINANCIAL YEARS



EXPORT INCOME FOR LAST FIVE FINANCIAL YEARS



PROFIT BEFORE TAX (PBT) FOR LAST FOUR FINANCIAL YEAR



FINANCIAL PERFORMANCE AS OF FINANCIAL YEAR 2019-20

i. Revenue from Operations

There has been increase in Revenue from Operations from Rs. 24,811.20 Lakhs in FY 2018-19 to Rs. 25,790.78 Lakhs in FY 2019-20, rising by around 3.95%.

ii. Cost of materials consumed

Cost of materials consumed accounted for 85.51% of total income from operations (75.14% in 2019). Cost of material consumed increased by 18.30% in 2020 over 2019 and amount of color/chemical consumption was increased by 48.52% in 2020 as compared to 2019. The cost of material is hiked mainly due to consumption of color/chemical in the current year.

iii. Power & Fuel

The power and fuel (Electricity Expenses) spent was Rs. 1068.42 Lakhs which constitutes 4.14% of the total income from operations of the company.

5. 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 2019-20, a Sustainable Development Strategy was developed with a focus on the following areas:

1. Water Pollution Control Measures

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

2. Air Pollution Control Measures

- Initiatives have been taken to reduce air pollution which is caused due to production processes. Our Company has obtained a license from Gujarat Pollution Control Board (GPCB) to ensure pollution control. Gujarat Pollution Control Board (GPCB) ensures that the pollution control limits are maintained by surprise inspections at the factory. These inspection samples

are then tested in their own laboratory and report is issued. The Company has also installed Air Receiver in the weaving department to reduce and control on toxin emissions.

6. HEALTH & SAFETY

The company believes Health & Safety as an indispensable province. Company has placed suitable facilities for all workers and employees like proper lighting, ventilation, no congestion, medical kits, stretchers, fire extinguishers etc. at prominent places. Personnel at supervisory level have been trained in basic life support techniques.

The safety measures taken by the company has resulted in improving the conditions under which workers are employed and work, consequently increasing the productivity.

7. INFRASTRUCTURE

The company is equipped with modern infrastructure facilities which assist in smooth production. The company's manufacturing unit is outfitted with advanced machines and equipment and a trained staff, who have years of experience behind them.

To sell products to the clients, the company has facilitated a smooth transportation mechanism through a strong base of transporters and traders.

Sd/-

Place: SURAT
Date: 12/08/2020

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

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

a. Board Strength and representation:

As of March 31, 2020, the Board consisted of six members. The Composition and the category of Directors on the Board of the Company were as under:

CATEGORY	NAME OF DIRECTOR
Executive Director	Mr. Rajkumar Mangilal Borana Mr. Amitkumar Anand Dalmia Mr. Deepak Anand Dalmia Mr. Ankur Mangilal Borana
Non-Executive Independent Director	Mr. Dharmesh Prafulchandra Mehta Mr. Girish Kumar Kalawatia Mr. Manak Lal Tiwari Mrs. Anita Pankaj Jain

b. 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, 2020:

Sr. No.	Name of Director	PD/ NPD*	ED/ NED/ ID*	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	PD	ED	Executive-Chairman & Managing Director	8	Yes	-	-	-
2	Amitkumar Anand Dalmia	PD	ED	Executive-Whole time Director	8	Yes	-	-	-
3	Deepak Anand Dalmia	PD	ED	Executive-Whole time Director	8	Yes	-	-	-
4	Ankur Mangilal Borana	PD	ED	Executive-Whole time Director	8	Yes	-	-	-
5	Dharmesh Prafulchandra Mehta	NPD	NED/ ID	Non-executive-Independent Director	4	Yes	-	-	-
6	Girish Kumar Kalawatia	NPD	NED/ ID	Non-executive-Independent Director	4	Yes	-	-	-
7	Manak Lal Tiwari	NPD	NED/ ID	Non-executive-Independent Director	4	Yes	-	-	-
8	Anita Pankaj Jain	NPD	NED/ ID	Non-executive-Independent Director	4	Yes	-	-	-

Note: Promoter Director (PD); Non-Promoter Director (NPD); Executive Director (ED); Non-Executive Director (NED); Independent Director (ID); Directorship in other Public Limited Company (O.D.); Committee Membership (C.M.); Committee Chairmanship (C.C.)

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	06/05/2019	2	18/05/2019	3	14/08/2019	4	16/09/2019
5	09/11/2019	6	23/11/2019	7	31/01/2020	8	23/03/2019

c. Disclosure of Relationships between Directors inter-se

No other Directors are related to each other except Mr. Amit Dalmia and Mr. Depak Dalmia and Mr. Rajkumar Borana and Mr. Ankur Borana, who are related to each other as brothers respectively.

d. Number of shares and convertible instruments held by non-executive Directors

NIL

e. Familiarization to Independent Directors

The Independent Directors of the Company are familiarized with the various aspects of the Company provided with an overview of the requisite criteria of independence, roles, rights, duties

and responsibilities of directors, terms of appointment of the Company and policies of the Company and other important regulatory aspects as relevant for directors.

The Company, through its Executive Director or Manager as well as other Senior Managerial Personnel, conducts presentations/programs to familiarize the Independent Directors with the strategy, operations and functions of the company inclusive of important developments in business. The details of number of programs attended and the cumulative hours spent by an independent director are uploaded on the website of the company. The web link is

http://www.rnbdenims.com/investor/polices/Familiarization%20Policy%20of%20Independent%20Directors.pdf?

The terms and conditions of independent directors is available on the website of the company at

http://www.rnbdenims.com/investor/polices/Terms%20and%20Condition%20of%20Appointment%20of%20Independent%20Director.pdf?

f. Meeting of Independent Director

During the financial year 2019-20 one meeting of Independent Director was held on the following date:
07/03/2020
Attendance of Directors at Independent Directors meeting held during the financial year is as under:

NAME OF THE DIRECTORS	CATEGORIES	NO. OF MEETINGS ATTENDED
Girish Kumar Kalawatia	Chairman	1
Dharmesh Prafulchandra Mehta	Member	1
Manak Lal Tiwari	Member	1
Anita Pankaj Jain	Member	1

g. Skills/expertise/competence of the Board of Directors of the Company

The Board of Directors of the Company has the following skills/expertise and competencies in the context of the businesses in which it operates:

Sr. No.	Essential Core skills/ expertise/ competencies required for the Company	Core skills/ expertise/ competencies of the Board of Directors
1	Finance expertise	The Board has eminent business leaders with deep Knowledge of finance and business.
2	Personal Values	Personal characteristics matching the Company's values, such as integrity, accountability, and high performance standards.
3	Good Corporate Governance	Experience in developing and implementing good Corporate Governance practice, maintaining Board and Management accountability, managing stakeholder's interest and Company's responsibility towards customer's employees, supplier, regulatory Bodies and the community in which it operates.
4	Knowledge and Expertise	The Directors have profound knowledge of: 1. designing, production, marketing and business development 2. fabrication 3. knowledge of the Textile Sector and the related

		value chains 4. expertise in technical management i.e. Manufacturing Sites 5. Knowledge and experience in Marketing. 6. Future Planning

All board members posses' skills and knowledge which are required for the industry in which Company Operates

DIRECTOR	QUALIFICATION						
	Knowledge about Industry	Accounting & Finance	Sales & Marketing	Technology	Regulatory	Diversity	Leadership
Rajkumar Mangilal Borana	√	√	√	√	√	√	√
Amit Dalmia	√	√	√	√	√	√	√
Deepak Dalmia	√		√	√		√	√
Ankur Mangilal Borana	√		√	√		√	√
Dharmesh Prafulchandra Mehta		√			√		
Girish Kumar Kalawatia		√			√		√
Manak Lal Tiwari	√				√		
Anita Pankaj Jain	√						√

h. Independent Directors confirmation by the Board

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. In the opinion of the Board, the Independent Directors, fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

All the independent directors have enrolled with the Indian Institute of Corporate Affairs at 'Surat' for exam of "Online Self-Assessment Test".

COMMITTEES OF THE BOARD

The Board of Directors has constituted 4 Committees of the Board viz.

- Audit Committee
- Stakeholders Relationship Committee
- Nomination & Remuneration Committee
- Corporate Social Responsibility 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, 2020:

SR. NO	NAME OF THE DIRECTOR	STATUS IN COMMITTEE	NATURE OF DIRECTORSHIP	NO. OF MEETINGS	
				Held	Eligible to Attend
1	Mr. Dharmesh P. Mehta	Chairman	Non–Executive & Independent Director	6	6
2	Mr. Manak Lal Tiwari	Member	Non–Executive & Independent Director	6	6
3	Mr. Rajkumar M. Borana	Member	Managing Director	6	6
4	Mrs. Anita Pankaj Jain	Member	Non–Executive & Independent Director	6	6

During the year 2019-20 Audit Committee meeting was held 6 times. The necessary quorum was preset in the meeting. The dates of meetings are as follow:

1	08/05/2019	2	06/08/2019	3	06/09/2019	4	08/11/2019
5	22/11/2019	6	27/01/2020				

Role of Audit Committee

The Role of Audit Committee together with its powers shall be as under:

1. Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;

2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;

3. Approving payment to statutory auditors for any other services rendered by the statutory auditors;

4. Approving initial or any subsequent modification of transactions of the company with related parties;

5. Scrutinizing inter-corporate loans and investments

6. Valuation of undertakings or assets of the company, wherever it is necessary;

7. Monitoring the end use of funds raised through public offers and related matters

8. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to;

   a. matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 134 of the Companies Act,2013;
   b. changes, if any, in accounting policies and practices along with reasons for the same;
   c. major accounting entries involving estimates based on the exercise of judgment by management;
   d. significant adjustments made in the financial statements arising out of audit findings;
   e. compliance with listing and other legal requirements relating to financial statements;
   f. disclosure of any related party transactions; and
   g. Qualifications in the audit report.

9. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

10. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ Information Memorandum/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

11. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;

12. 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;

13. Discussing with the internal auditors any significant findings and follow up there on;

14. 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;

15. Discussing with the 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;

16. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;

17. Reviewing the functioning of the Whistle Blower mechanism, in case the same exists;

18. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and

19. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or contained in the equity listing agreements as and when amended from time to time.

B. CONSTITUTION OF NOMINATION AND REMUNERATION/ COMPENSATION COMMITTEE

The Board of Directors of the Company has constituted a Nomination and Remuneration/Compensation 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/Compensation Committee.

THE FOLLOWING IS THE COMPOSITION OF NOMINATION AND REMUNERATION/COMPOSITION COMMITTEE AS AT 31ST MARCH, 2020:

SR. NO	NAME OF THE DIRECTOR	STATUS IN COMMITTEE	NATURE OF DIRECTORSHIP	NO. OF MEETINGS	
				Held	Eligible to Attend
1	Mr. Girish Kumar Kalawatia	Chairman	Non–Executive & Independent Director	2	2
2	Mr. Manak Lal Tiwari	Member	Non–Executive & Independent Director	2	2
3	Mr. Dharmesh P. Mehta	Member	Non–Executive & Independent Director	2	2
4	Mrs. Anita Pankaj Jain	Member	Non–Executive & Independent Director	2	2

During the FY 2019-20 Nomination and Remuneration meeting was held 2 Times. The necessary quorum was preset in the meeting. The dates of meetings are as follow:

1	22/08/2019	2	05/03/2020

Role of nomination and remuneration committee

1. Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the Criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.

2. Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the board a policy relating to the remuneration for directors, KMPs and other employees.

3. Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights.

4. Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.

5. 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.

6. Decide the amount of Commission payable to the Whole time Directors.

7. 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.

8. 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 2019-20

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	-	17,500	-	-
7	Dharmesh P. Mehta	-	17,500	-	-
8	Anita Pankaj Jain	-	14,000	-	-

Remuneration Policy

The Company has adopted and implemented the policy on appointment and remuneration for directors, key managerial personnel and senior management employee devised in accordance with Section 178(3) and {4) of the Companies .Act, 2013.

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board of Directors of the Company has constituted Shareholder's Investors Grievance Committee/ 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, 2020:

SR. NO	NAME OF THE DIRECTOR	STATUS IN COMMITTEE	NATURE OF DIRECTORSHIP	NO. OF MEETINGS	
				Held	Eligible to Attend
1	Mrs. Anita Pankaj Jain	Chairman	Non–Executive & Independent Director	4	4
2	Mr. Manak Lal Tiwari	Member	Non–Executive & Independent Director	4	4
3	Mr. Amit Dalmia	Member	Whole-time Director	4	4

During the 2019-20, Stakeholders Relationship Committee meeting was held 4 Times. The necessary quorum was preset in the meeting. The dates of meetings are as follow:

1	15/04/2019	2	18/07/2019	3	20/11/2019	4	16/03/2020

Role of Stakeholders' Relationship Committee

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

1. Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized.

2. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and

3. Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances.

4. Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.

5. Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.

6. Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Probation of insider Trading) Regulations, 1992 as amended from time to time.

7. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting,

8. Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

D. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Board of Directors of the Company has constituted Corporate Social Responsibility (CSR) Committee vide Resolution of the Board of Director dated June 28, 2018 as per the provisions of Section 135 of the Companies Act, 2013 . The committee consists of 3 Directors, 1 of whom are Non-Executive- Independent Director. The Company Secretary acts as a Secretary to the Corporate Social Responsibility (CSR) Committee.

THE FOLLOWING IS THE COMPOSITION OF THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE AS AT 31ST MARCH, 2020:

SR. NO	NAME OF THE DIRECTOR	STATUS IN COMMITTEE	NATURE OF DIRECTORSHIP	NO. OF MEETINGS	
				Held	Eligible to Attend
1	Amitkumar Dalmia	Chairman	Whole-time Director	2	2
2	Ankur Borana	Member	Whole-time Director	2	2
3	Girish Kumar Kalawatia	Member	Non–Executive & Independent Director	2	2

1	26/09/2019	2	20/02/2020

Responsibilities & Powers of the Committee

The responsibilities & powers of the CSR Committee include:

1. Formulating and recommending to the Board of Directors the CSR Policy and indicating activities to be undertaken,
2. Recommend CSR activities as stated under Schedule VII of the Act;
3. Recommending the amount of expenditure for the CSR activities
4. Spend the allocated CSR amount on the CSR activities once it is approved by the Board of Directors of the Company in accordance with the Act and the CSR Rules
5. Submit the Reports to the Board in respect of the CSR activities undertaken by the Company
6. Create transparent monitoring mechanism for implementation of CSR initiatives in India;
7. Submit the report to the Board in respect of the CSR activities undertaken by the Company
8. Monitoring CSR activities from time to time.

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 on 31 March 2020, the Company has not received any complaints from the shareholders/investors. As on 31 March 2020, no shareholder/investor complaint was pending.

5. GENERAL INFORMATION TO SHARE HOLDERS

i) GENERAL BODY MEETINGS

a) Annual General Meeting

SR. NO	AGM DATE	DAY	TIME	LOCATION	NO. OF SPECIAL RESOLUTION
1	10/07/2017	Monday	11.00 A.M.	Block No.467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India	0
2	23/07/2018	Monday	11.00 A.M.	Block No.467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India	0
3	05/08/2019	Monday	11.00 A.M.	Block No.467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India	0

The details of Resolution(s) which were passed in the last three Annual General Meetings ("AGM") of the Company along with details of E-voting & Poll / Ballot are as follows:

AGM DATE	AGENDA	RESOLUTION	VOTING IN FAVOR		VOTING AGAINST	
			E-Votes	Poll	E-Votes	Poll
10/07/2017	Adoption of Annual Accounts, Auditors Report and Directors Report	Ordinary	11334678	10	0	0
	Declaration of Dividend	Ordinary	11334678	0	0	10
	Re-appointment of Mr. Ankur Borana as a Whole Time Director, liable to retire by rotation	Ordinary	11334678	10	0	0
	Appointment of M/s Pradeep K. Singhi & Associates, Chartered Accountant as a statutory auditor and fix their remuneration	Ordinary	11334678	10	0	0
	Approve remuneration of M/s V.M. Patel & Associates, Cost Auditor of the Company	Ordinary	11334678	0	0	10
23/07/2018	Adoption of Annual Accounts, Auditors Report and Directors Report	Ordinary	10326678	2340486	0	0
	Declaration of Dividend	Ordinary	10326678	2340486	0	10
	Re-appointment of Mr. Deepak Dalmia as a Whole Time Director, liable to retire by rotation	Ordinary	10326678	2340486	0	0
	Appointment of M/s Pamita Doshi & Co., Chartered Accountant in place of M/s Pradeep K. Singhi & Associates, Chartered Accountant as a statutory auditor and fix their remuneration	Ordinary	10314678	2340486	1200	0
	Approve remuneration of M/s V.M. Patel & Associates, Cost Auditor of the Company	Ordinary	10326678	2340486	0	0
	Appointment of Mrs. Anita Pankaj Jain, Women & Independent Director of the company	Ordinary	10305678	2340486	21000	0
05/08/2019	Adoption of Annual Accounts, Auditors Report and Directors Report	Ordinary	9653178	525016	0	0
	Declaration of Dividend	Ordinary	9653178	525016	0	0
	Re-appointment of Mr. Amit Dalmia as a Whole Time Director, liable to retire by rotation	Ordinary	9653178	525016	0	0
	Appointment of M/s Pamita Doshi & Co., Chartered Accountant in place of M/s Pradeep K. Singhi & Associates, Chartered Accountant as a statutory auditor and fix their remuneration	Ordinary	9632178	525016	21000	0
	Approve remuneration of M/s V.M. Patel & Associates, Cost Auditor of the Company	Ordinary	9653178	525016	0	0

b) EXTRA ORDINARY GENERAL MEETING

SR. NO	EGM DATE	DAY	TIME	LOCATION	NO. OF SPECIAL RESOLUTION
1	30.05.2019	Thursday	11.00 A.M.	Block No.467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India	3
2	23.12.2019	Monday	11.00 A.M.	Block No.467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India	1

The details of Resolution(s) which were passed in the Extra Ordinary General Meetings ("EOGM") of the Company along with details of Remote E-voting & Poll / Ballot are as follows:

EGM DATE	AGENDA	RESOLUTION	VOTING IN FAVOR		VOTING AGAINST	
			E-Votes	Poll	E-Votes	Poll
30.05.2019	Re-appointment of Mr. Amit Dalmia as a Whole-time Director	Ordinary	0	12852188	0	0
	Re-appointment of Mr. Deepak Dalmia as a Whole-time Director	Ordinary	0	12852188	0	0
	Re-appointment of Mr. Ankur Borana, whole-time Director	Ordinary	0	12852188	0	0
	Re-appointment of Mr. Dharmesh Mehta as an Independent Non-Executive Director	Special	0	12852188	0	0
	Re-appointment of Mr. Girish Kumar Kalawatia, as an Independent Non-Executive Director	Special	0	12852188	0	0
	Re-appointment of Mr. Manak Lal Tiwari, as an Independent Non-Executive Director	Special	0	12852188	0	0
	Re-appointment of Mr. Rajkumar Mangilal Borana as Managing Director	Ordinary	0	12852188	0	0
23.12.2019	To appoint Ms Pradeep K. Singhi & Associates, Chartered Accountants as statutory auditors, to fill the casual vacancy caused by resignation of Ms Pamita Doshi & Co., and also fix their remuneration.	Special	1093506	9174285	0	0

ii) APPOINTMENT OF DIRECTORS

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

Name of the Director	Mr. Ankur Mangilal Borana
Date of Birth	07/07/1980
Date of appointment	17/11/2010
Date of Re-appointment	Proposed in the AGM
Qualification	B.Com
Expertise in specific functional areas	More than 15 years of highly experience in the field of Textile Industries
List of other Directorship	1. Borana Filaments Private Limited 2. Borana Automobiles Private Limited 3. Borana Industries LLP
Committees Membership of the Companies	NIL
No. of shares held In the Company	1632918

iii) ANNUAL GENERAL MEETING

Date	26th September, 2020
Time	03.00 P.M.
Venue	Block No.467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India

iv) POSTAL BALLOT

The Company has not passed resolutions through postal ballot during the year 2019-20. As per amended Companies Act, 2013, Company is not proposing Postal Ballot for 10th AGM and thus procedure for postal ballot is not applicable.

v) MEANS OF COMMUNICATION

Financial Results:

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

Quarterly/Yearly financial results:

The quarterly financial results of the Company are normally published on website of the Company i.e. on https://www.rnbdenims.com. During the year, following quarterly and yearly financial results have been submitted on BSE portal.

PARTICULAR	TENTATIVE SCHEDULE	DATE
1st Quarterly Un-Audited Results	Within 45 days from 30th June, 2019	14.08.2019
2nd Quarterly Un-Audited Results	Within 45 days from 30th September, 2019	09.11.2019
3rd Quarterly Un-Audited Results	Within 45 days from 31st December, 2019	31.01.2020
Annual Audited Result	Within 60 days from 31st March, 2020	30.06.2020

News Release/ Presentation made to the Investors:

All the Press Release and the presentation made to Institutional Investor/ Analysts are uploaded on the official website of the company www.rnbdenims.com

Website:

Company's official website www.rnbdenims.com contains separate tab "Investor Relationship" for investors, in which notices of the Board Meetings, Annual Reports, Investor Presentations, Shareholding Pattern and other announcements made to stock exchange are displayed in due course for the shareholders information.

Email IDs for investors:

The Company has formulated separate email id compliance@rnbdenims.com for investor service, Investor can also contact share Registrar and Transfer Agent (RTA) of the Company on their email id info@bigshareonline.com

SEBI Scores:

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

vi) DATE OF BOOK CLOSURE

The book will close from 19/09/2020 to 26/09/2020 (both days inclusive) as Annual closure for the Annual General Meeting.

vii) LISTING ON STOCK EXCHANGES

The Company's shares were listed on Bombay Stock Exchange Ltd (BSE) on SME Platform but in the current financial year the company has migrated from BSE-SME Platform to BSE Main Board, the company has received In-Principle approval regarding the same as on 18/04/2019 and final approval on 28/05/2019. The Company has paid the listing fees to the stock exchange for the year 2019-20.

viii) STOCK CODE AND ROC CODE

BSE CODE 538119
ISIN No. INE012Q01013
No. of Paid-up Shares: 13994688
The Company is registered in the State of Gujarat, India
Having Corporate Identity Number (CIN) is: L17120GJ2010PLC062949

ix) 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 19	44.40	42.00	39,487.45	38,460.25	5,000
May 19	46.35	36.40	40,124.96	36,956.10	15,006
Jun 19	45.40	25.60	40,312.07	38,870.96	10,362
Jul 19	32.25	21.60	40,032.41	37,128.26	175,872
Aug 19	28.25	21.85	37,807.55	36,102.35	1,345
Sep 19	23.25	19.20	39,441.12	35,987.80	2,173
Oct 19	25.60	24.30	40,392.22	37,415.83	541
Nov 19	28.00	24.25	41,163.79	40,014.23	307
Dec 19	28.00	26.60	41,809.96	40,135.37	93
Jan 20	37.20	29.25	42,273.87	40,476.55	606
Feb 20	35.90	31.30	41,709.30	38,219.97	390
Mar 20	34.00	32.25	39,083.17	25,638.90	344

x) REGISTRAR AND SHARE TRANSFER AGENT

BIGSHARE SERVICES PRIVATE LIMITED
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
Next To Keys Hotel, Makwana Road, Andheri (East), Mumbai-400059
Tel Nos: 022 62638200
Fax No: 022-62638299
Email: info@bigshareonline.com

xi) SHARE TRANSFER SYSTEM

All shares are held in demat form except 10 no. of equity shares.

xii) DISTRIBUTION OF SHAREHOLDING AS ON 31 MARCH, 2020

SHAREHOLDING OF NOMINAL RUPEES		NUMBER OF SHAREHOLDERS	PERCENT OF TOTAL	NO. OF SHARES	PERCENT OF TOTAL
1	500	48	29.09	2811	0.02
501	1000	3	1.82	2301	0.02
1001	2000	2	1.21	3114	0.02
2001	3000	7	4.24	16688	0.12
3001	4000	0	0	0	0
4001	5000	29	17.58	144040	1.03
5001	10000	35	21.21	314945	2.25
10001	9999999999	41	24.85	13510789	96.54
TOTAL		**165**	**100.00**	**13994688**	**100.00**

xiii) CATEGORY OF SHAREHOLDERS AS ON 31 MARCH, 2020

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	32500	0.23
(ii). Foreign	-	-
(b). Individuals		
(i). Individuals Shareholders holding nominal share capital upto Rs. 1 lakh	453895	3.24
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	3056611	21.84
(iii) Others		
(Clearing Member)	45004	0.32
(Market Maker)	30000	0.21
(Body Corporate NBFC registered with RBI)	50000	0.36
Sub-total (B)(2): Total Public Shareholding (B)=(B)(1)+(B)(2)	**3668000**	**26.21**
(C) Shares Held by Custodian for GRDs & ADRs	-	-
Grand Total (A+B+C)	**13994688**	**100**

CATEGORY	TOTAL SHAREHOLDERS	NO. OF SHARES HELD	SHAREHOLDING %
Promoters & Promoter Group	19	10326678	73.79
Corporate Bodies	2	82500	0.59
Clearing Member	3	45004	0.32
Market Maker	1	30000	0.21
Other Public shareholding	140	3510506	25.08
Total	**165**	**13994688**	**100**

Dematerialization of Shares and Liquidity·:

As on 31" March, 2020, total of 13994678 equity shares equivalent to 99.99% of the total issued, subscribed and paid-up equity share capital of the Company were in dematerialized form and total of 10 equity shares equivalent to 0.01% of the total issued, subscribed and paid-up equity share capital of the Company were in physical form. The equity shares of the company are traded on BSE Main Board.

xiv) PLANT LOCATION

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

xv) REGISTRED OFFICE

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

xvi) OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS

NIL

xvii) DETAILS OF DIVIDEND

The Company has not declared dividend in the past to equity shareholders.

xviii) DETAILS OF UNPAID DIVIDEND

There is no unpaid dividend amount outstanding during the year.

xix) CREDIT RATINGS:

CRISIL RATING	
Long Term Rating	CRISIL BB+/Stable (Assigned)
Short Term Rating	CRISIL A4+ (Assigned)

6. 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 Mangilal Borana
Managing Director

7. 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.

8. 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.

9. OTHER DISCLOSURES

Related Party Transaction

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. The Audit Committee reviews the transactions. The policy has been disseminated on the website of the Company. The policy for Related Party Transaction is provided in link

http://www.rnbdenims.com/investor/polices/Related%20Party%20Transaction%20Policy.pdf?

Statutory Compliance, Penalties and Strictures

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

Mandatory & Non Mandatory Requirements

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

Details of Utilization of funds through Preferential Allotment or Qualified Institutions Placement:

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

Certificate for Disqualification of Director

Mr. Jainam Shah, Practicing Company Secretary, Surat has provided certificate under Regulation 34 (3) and Schedule V of the SEBI {listing Obligations and Disclosure Requirements) Regulations, 2015. A copy of certificate received from him is mentioned in the report.

Code of Conduct For Prevention Of Insider Trading

The Company has adopted the Code of Conduct for regulating, monitoring and reporting of Trading by Insiders in accordance with the requirement of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Companies Act, 2013. The Code of internal procedures and conduct for Regulating, monitoring and Reporting of Trading by Insiders is available on

http://www.rnbdenims.com/investor/polices/Insider%20Trading.pdf?

Material Subsidiary

The Company has RB Industries, a partnership firm as its material subsidiary.

Details of fees paid by the company to the statutory auditor and to all entities in the network firm/network entity of which the statutory auditor is a part are as under:

TYPE OF SERVICE	2019-20	2018-19
Audit Fees	250000	250000
Total	**250000**	**250000**

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

Status of Complaints received, resolved and pending as on 31" March, 2020:

a.	Number of complaints filed during the financial year	Nil
b.	Number of complaints disposed of during the financial year	Nil
c.	Number of complaints pending as on end of the financial year	Nil

Update E-Mails for Receiving Notice/Documents In E-Mode:

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

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

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

Update Your Correspondence Address/ Bank Mandate/Pan/ Email ld:
Shareholder(s) holding shares in dematerialized for are requested to notify changes in Bank details/ address/ email ID directly with their respective DPs.

Quote Folio No. /DP lD No.:
Shareholders/ Beneficial owners are requested to quote their DP ID no. in all the correspondence with the Company.

Shareholders are also requested to quote their Email ID and contact number for prompt reply to their correspondence.

10. 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: 12/08/2020

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

All the Members of the Board of Directors of the Company and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year ended 31" March, 2020 as applicable to them as laid down In Companies Act, 2013 with the code of conduct of Board members and senior management personnel.

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

Place: SURAT
Date: 12/08/2020

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

TO,
THE MEMBERS OF
R & B DENIMS LIMITED
SURAT

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of R & B Denims Limited ('the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-e Sub clause l O(i) of the Securities Exchange Board of India {Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

SR. NO.	NAME OF DIRECTOR	DESIGNATION	DIN	DATE OF APPOINTMENT	DATE OF RESIGNATION
1.	Amit Dalmia	Wholetime Director	00034642	17/11/2010	NIL
2.	Deepak Dalmia	Wholetime Director	00050547	17/11/2010	NIL
3.	Rajkumar Mangilal Borana	Managing Director	01091166	17/11/2010	NIL
4.	Ankur Mangilal Borana	Wholetime Director	01091164	17/11/2010	NIL
5.	Dharmesh Prafulchandra Mehta	Non-Executive & Independent Director	00514582	03/01/2014	NIL
6.	Girishkumar Prahladrai Kalawatia	Non-Executive & Independent Director	06687242	03/01/2014	NIL
7.	Manak Lal Tiwari	Non-Executive & Independent Director	06687259	03/01/2014	NIL
8.	Anita Pankaj Jain	Non-Executive & Independent Director	08010993	27/12/2017	NIL

Ensuring the eligibility of for the appointment I continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Note: Kindly note that the UDIN was generated on 13/08/2020 due to some technical glitch.

For, JAINAM N SHAH & CO.
Company Secretaries

Sd/-
Shah Jainam Navinchandra
Proprietor
M. No.: 35397
C P No. 13108
UDIN: A035397B000578126

Place: SURAT
Date: 12/08/2020

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, 2020 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.

Note: Kindly note that the UDIN was generated on 13/08/2020 due to some technical glitch.

For, PRADEEP K. SINGHI & ASSOCIATES
Chartered Accountants
FRN: 126027W

Place: SURAT
Date: 12/08/2020

Sd/-
(PRADEEP KUMAR SINGHI)
Partner
Membership No. 200/24612
UDIN: 20024612AAAACR7454

CEO and CFO CERTIFICATION TO THE BOARD

TO,
THE MEMBERS OF
R & B DENIMS LIMITED
SURAT

RE: FINANCIAL STATEMENTS FOR THE YEAR 2019-20–CERTIFICATION BY CEO AND CFO

We, Rajkumar Borana, Chairman & Managing Director, and Perkin Jariwala, Chief Financial officer of M/s. R & B Denims Limited, to the best of our knowledge and belief, hereby certify that:

1. We have reviewed the Balance Sheet as at March 31, 2020, Statement of Profit and Loss, the Statement of changes in equity and the statement of Cash Flow for the year ended, and the summary of Significant Accounting policies and other explanatory information of the Company, and the board's report for the year ended March 31, 2020.

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. We are responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company, and we 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 us 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 our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statement for external purposes in accordance with Indian Accounting Standards (Ind AS).
   (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. We 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 we are aware, that involve the Management or other employees who have a significant role in the Company's internal control system.

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

8. We 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.

For R & B Denims Limited

	Sd/-	Sd/-
Place: SURAT	**Perkin Jariwala**	**Rajkumar Borana**
Date: 12/08/2020	Chief Financial Officer	Chairman & Managing Director

INDEPENDENT AUDITOR'S REPORT

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

Opinion

I have audited the financial statements of R & B Denims Limited (the Company), which comprise the balance sheet as at March 31, 2020, and the Profit and Loss Account (and the cash flow statement) for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion and to the best of my information and according to the explanation given to me, the aforesaid standalone financial statements of the Company give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies(Indian Accounting Standards)Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and the profit and loss, comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

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

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

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

Auditor's Responsibility

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

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

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

Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, I am also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

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

I have determined that there are no key audit matters to communicate in our report.

Report On Other Legal and Regulatory Requirements

1. As required by the Companies(Auditor's Report) Order 2016, ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of Companies Act 2013, I give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. 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 our knowledge and belief were necessary for the purposes of our 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 our examination of those books;

c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

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

e. On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164(2) of the Act.

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

g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

   In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h. 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 K. SINGHI & ASSOCIATES
Chartered Accountants
FRN: 126027W

Place: SURAT
Date: 12/08/2020

Sd/-
(PRADEEP KUMAR SINGHI)
Partner
Membership No. 200/24612
UDIN: 20024612AAAACC7682

Annexure 'A' to the Independent 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, 2020, we report on following matters:

SR. NO.	PARTICULARS	AUDITOR'S 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, But Factory Land is in possession under long term lease deed.
(ii)	(a) Whether physical verification of inventory has been conducted at reasonable intervals by the management and whether any material discrepancies were noticed and if so, how they have been dealt with in the books of account.	Yes, physical verification of inventory has been conducted at reasonable intervals by the management. No material discrepancies were noticed.
(iii)	Whether the company has granted any loans, secured or unsecured to companies, firms or other parties covered by clause (76) of Section 2 of the Companies Act, 2013. If so,	No 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 amount is overdue, state total amount overdue, state total amount overdue for more than 90 days and whether reasonable steps have been taken by the company for recovery of the principal and interest;	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, the 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)	(a) 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.
	(b) Where dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not be treated as a dispute).	Appeal is pending before Commissioner of Appeals for F.Y. 2012-13 for tax demand of Rs. 60,30,620/-for F.Y. 2013-14 for tax demand of Rs. 1,59,75,700/- and for

		F.Y. 2015-16 for tax demand of Rs. 4,21,43,442/-. However, for all these three cases, assesse has applied in Vivaad se Vishwas Scheme. Appeal with CESTAT is pending for levy of Custom Duty for Rs. 1,93,179/- for import of Coal.
(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.
(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 K. SINGHI & ASSOCIATES
Chartered Accountants
FRN: 126027W

Place: SURAT
Date: 12/08/2020

Sd/-
(PRADEEP KUMAR SINGHI)
Partner
Membership No. 200/24612
UDIN: 20024612AAAACC7682

Annexure 'B' to the Independent 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, 2020 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 judgment, 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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, 2020, 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 K. SINGHI & ASSOCIATES
Chartered Accountants
FRN: 126027W

Place: SURAT
Date: 12/08/2020

Sd/-
(PRADEEP KUMAR SINGHI)
Partner
Membership No. 200/24612
UDIN: 20024612AAAACC7682

R & B DENIMS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2020

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

PARTICULARS	NOTE NO.	31ST MARCH, 2020	31ST MARCH, 2019
ASSETS			
NON-CURRENT ASSETS			
(a) Property, Plant and Equipment	4	**2,084.55**	2,324.83
(b) Capital Work in Progress		-	-
(c) Investment Property		-	-
(d) Goodwill		-	-
(e) Other Intangible Assets		-	-
(f) Intangible Assets under Development		-	-
(g) Financial Assets		-	-
i. Investments	5	**1,995.51**	1,617.89
ii. Trade Receivables	9	**21.65**	12.19
iii. Loans		**-**	-
iv. Other Financial Assets	6	**275.63**	135.96
(h) Deferred Tax Assets	30	**134.14**	124.97
(i) Other non-current assets	7	**64.24**	143.33
TOTAL NON-CURRENT ASSETS		**4,575.74**	4,359.17
CURRENT ASSETS			
(a) Inventories	8	**2,072.44**	2,676.70
(b) Financial Assets			
i. Investments		**-**	-
ii. Trade Receivables	9	**5,483.76**	3,226.16
iii. Cash and Cash Equivalents	10	**9.77**	6.95
iv. Loans		**-**	-
v. Other Financial Assets	6	**34.76**	231.75
(c) Others Current Assets	7	**908.19**	800.98
TOTAL CURRENT ASSETS		**8,508.91**	6,942.54
TOTAL ASSETS		**13,084.65**	11,301.71
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	29	**1,399.47**	1,399.47
Other Equity	29	**2,066.29**	2,533.44
TOTAL EQUITY		**3,465.76**	3,932.91
LIABILITIES			
NON-CURRENT LIABILITIES			
(a). Financial Liabilities			
i. Borrowings	11	**661.82**	1,079.48
ii. Trade Payable	13	**-**	-
1) Total Outstanding dues of Micro and Small Enterprises; and		**-**	-
2) Total Outstanding dues of Creditors other than Micro and Small Enterprises		**0.65**	-
iii. Other Financial Liabilities		**-**	-
(b). Provisions	12	**18.37**	17.95
(c). Deferred Tax liabilities (Net)		**-**	-
(d). Other non-current liabilities		**448.92**	-
TOTAL NON-CURRENT LIABILITIES		**1,129.76**	1,097.44

CURRENT LIABILITIES			
(a). Financial Liabilities			
i. Borrowings	11	**3,460.81**	2,704.01
ii. Trade Payable	13		
1) Total Outstanding dues of Micro and Small Enterprises; and		**181.08**	38.68
2) Total Outstanding dues of Creditors other than Micro and Small Enterprises		**2,557.68**	2,278.84
iii. Other Financial Liabilities	14	**481.40**	772.69
(b). Other Current Liabilities	15	**989.33**	269.39
(c). Provisions	12	**818.83**	207.74
TOTAL CURRENT LIABILITIES		**8,489.13**	6,271.37
TOTAL LIABILITIES		**9,618.89**	7,368.81
TOTAL EQUITY AND LIABILITIES		**13,084.65**	11,301.71

The accompanying notes form an integral part of these standalone financial statements

For, Pradeep K. Singhi & Associates
Chartered Accountants
FRN : 126027W

Sd/-
Pradeep Kumar Singhi
Partner
M. No. 200/24612
UDIN: 20024612AAAACC7682

Place : SURAT
Date : 30/06/2020

For, R & B DENIMS LIMITED

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

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

Sd/-
Jyoti Agarwal
Secretary

Sd/-
Perkin Jariwala
Chief Financial Officer

R & B DENIMS LIMITED

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2020

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

PARTICULARS	NOTE NO.	31ST MARCH, 2020	31ST MARCH, 2019
REVENUE			
Revenue from Operations	17	**25,790.78**	24,811.20
Other Incomes	18	**44.92**	125.95
TOTAL REVENUE		**25,835.70**	24,937.15
EXPENSES			
Cost of Materials Consumed	19	**22,055.33**	18,643.24
Purchases of Stock-in-Trade		**-**	1,988.33
Changes in Inventories of Finished Goods,	20	**(516.79)**	439.73
Work-in-Progress and Stock-in-Trade		**-**	-
Employee Benefit Expenses	16	**1,038.33**	959.32
Finance Costs	21	**364.49**	416.91
Depreciation and Amortization Expense	4	**458.90**	509.41
Other Expenses	22	**1,982.67**	1,473.90
TOTAL EXPENSES		**25,382.94**	24,430.85
PROFIT BEFORE TAX		**452.76**	506.30
Exceptional Items		**-**	-
PROFIT BEFORE TAX FROM CONTINUING OPERATION		**452.76**	506.30
Tax Expense:			
1. Current tax		**(134.08)**	(152.90)
2. Deferred Tax		**9.18**	36.70
3. Short/Excess Tax Provision of earlier year		**1.16**	(1.39)
PROFIT AFTER TAX		**329.02**	**388.71**
Profit/Loss from discontinued operations		**-**	-
Tax expense of discontinued operation		**-**	-
PROFIT AFTER TAX FROM DISCONTINUED OPERATIONS		**-**	**-**
PROFIT FOR THE YEAR		**329.02**	388.71
OTHER COMPREHENSIVE INCOME			
Items that will not be reclassified to profit or loss			
Defined Benefit plan actuarial gains/(losses)	16	**8.95**	2.83
Income Tax relating to items that will not be reclassified to profit or loss			
Defined Benefit plan actuarial gains/(losses)		**2.25**	0.79
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		**6.69**	**2.05**
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**335.71**	**390.76**

EARNINGS PER EQUITY SHARE			
1) Basic [Absolute amount]	23	**2.35**	2.78
2) Diluted [Absolute amount]	23	**2.35**	2.78

The accompanying notes form an integral part of these standalone financial statements

For, Pradeep K. Singhi & Associates
Chartered Accountants
FRN : 126027W

Sd/-
Pradeep Kumar Singhi
Partner
M. No. 200/24612
UDIN: 20024612AAAACC7682

Place : SURAT
Date : 30/06/2020

For, R & B DENIMS LIMITED

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

Sd/-
Jyoti Agarwal
Secretary

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

Sd/-
Perkin Jariwala
Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020

A. Equity Share Capital

PARTICULARS	AMOUNT
As at April 01, 2018	139,946,880
Changes in Equity share capital	-
As at March 31, 2019	139,946,880
Changes in Equity share capital	-
As at March 31, 2020	**139,946,880**

B. Other Equity

(Rs. In Lakhs)

PARTICULARS	RESERVES AND SURPLUS			
	Securities premium reserve	Retained earnings	Other Comprehensive Income	Total other equity
As at April 01, 2019	**1,442.44**	**1,087.54**	**3.47**	**2533.44**
Provision for Vivad se Vishwas Tax	-	(802.86)	-	(802.86)
Total Comprehensive income for the year	-	329.02	6.69	335.71
As at March 31, 2020	**1,442.44**	**613.70**	**10.16**	**2,066.29**

(Rs. In Lakhs)

PARTICULARS	RESERVES AND SURPLUS			
	Securities premium reserve	Retained earnings	Other Comprehensive Income	Total other equity
As at April 01, 2018	**1,442.44**	**746.85**	**1.42**	**2,190.71**
Total Comprehensive income for the year	-	388.71	2.05	390.76
Short/Excess Tax Provision of the earlier year		(48.03)		(48.03)
As at March 31, 2019	**1,442.44**	**1,087.54**	**3.47**	**2,533.44**

R & B DENIMS LIMITED

STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 2020

(Rs in Lakhs)

	PARTICULARS	31ST MARCH, 2020	31ST MARCH, 2019
A	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Profit before tax	**452.76**	509.13
	Adjustment For:		
	Depreciation	**458.90**	509.41
	(Profit) on sale of Fixed Assets	**-**	-
	Sub-lease income	**(0.30)**	(0.30)
	Interest Income	**(17.00)**	(26.61)
	Share of profit from partnership firm	**(27.62)**	(98.91)
	Interest Expense	**353.78**	365.29
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	**1,220.53**	1,258.02
	Adjustment For:		
	(Increase)/decrease in trade receivables	**(2,267.06)**	291.27
	(Increase)/decrease in inventories	**604.26**	(237.35)
	(Increase)/decrease in other current assets	**(109.25)**	(193.89)
	(Increase)/decrease in other non-current assets	**(65.78)**	(82.26)
	Increase/(decrease) in trade payables	**421.89**	(554.19)
	Increase/(decrease) in other current financial liabilities	**(291.29)**	(66.80)
	Increase/(decrease) in other current liabilities	**719.94**	143.28
	Increase/(decrease) in non-current provisions	**9.36**	4.99
	Increase/(decrease) in non-current liabilities	**448.92**	-
	Increase/(decrease) in current provisions	**(28.30)**	19.72
	CASH GENERATED FROM OPERATIONS BEFORE TAXES	**663.22**	582.81
	INCOME TAXES PAID	**(151.74)**	(158.03)
	NET CASH FLOW FROM OPERATING ACTIVITIES (A)	**511.48**	424.78
B	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	Purchase of Fixed Assets	**(218.62)**	(226.49)
	Adjustment/Sale of Fixed Assets	**-**	0.50
	Decrease in Capital Work in progress	-	-
	Investment in equity instruments	-	-
	(Investment)/Maturity of fixed deposits	**57.32**	(60.09)
	(Investment)/Drawings from partnership firm	**(377.62)**	(199.60)
	Profit from partnership firm	**27.62**	98.91
	Sub - lease income	**0.30**	0.30
	Interest Received	**17.00**	26.61
	NET CASH FLOW FROM INVESTING ACTIVITIES (B)	**(494.00)**	(359.86)
C	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Increase/(decrease) in short term borrowings	**756.79**	903.86
	Increase/(decrease) in long term borrowings	**(417.67)**	(609.03)
	Interest Paid	**(353.78)**	(365.29)
	NET CASH FLOW FROM FINANCING ACTIVITIES (C)	**(14.66)**	(70.47)
	Net Increase in Cash & Cash equivalents [A+B+C]	**2.82**	(5.56)
D	**Cash and Cash equivalents at the beginning of the year (D)**	**6.95**	12.51
E	**Cash and Cash equivalents at the end of the year (E)**	**9.77**	6.95

For, Pradeep K. Singhi & Associates
Chartered Accountants
FRN : 126027W

Pradeep Kumar Singhi
Partner
M. No. 200/24612
UDIN: 20024612AAAACC7682
Place : SURAT
Date : 30/06/2020

For, R & B DENIMS LIMITED

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

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

Sd/-
Jyoti Agarwal
Secretary

Sd/-
Perkin Jariwala
Chief Financial Officer

For the year ended March 31, 2020

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

1) THE COMPANY OVERVIEW

R & B Denims Ltd. is a Listed Public Limited Company incorporated and domiciled in India, having its registered office at 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").

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

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 the going concern basis and 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. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. 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 L]
- Measurement of defined benefit obligations [Note D]
- Provision for inventories [Note J]
- Measurement and likelihood of occurrence of provisions and contingencies [Note O]
- Deferred taxes [Note E]

Uncertainty relating to the global health pandemic on COVID-19

In assessing the carrying amounts of financials assets, inventory, receivables, advances, property plant and equipment, etc. as well as liabilities accrued, the Company has considered internal and external information up to the date of approval of these standalone financial statements including economic forecasts. Based on the current indicators of future economic conditions, the Company expects to recover these carrying amounts.

The impact of COVID-19 remains uncertain and may be different from what we have estimated as of the date of approval of these standalone financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

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 is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. In cases where the company is unable to determine the standalone selling price, the company uses the expected cost plus margin approach in estimating the standalone selling price.

The company accounts for volume discounts and pricing incentives to customers as a reduction of revenue based on the ratable allocation of the discounts/ incentives to each of the underlying performance obligation that corresponds to the progress by the customer towards earning the discount/ incentive. If it is probable that the criteria for the discount will not be met, or if the amount thereof cannot be estimated reliably, then discount is not recognized until the payment is probable and the amount can be estimated reliably. The company recognizes changes in the estimated amount of obligations for discounts in the period in which the change occurs.

Interest Income

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and effective interest rate applicable

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.

Trade receivables and Contract Balances

The company classifies the right to consideration in exchange for deliverables as either a receivable or as unbilled revenue.

A receivable is a right to consideration that is unconditional upon passage of time. Revenues in excess of billings is recorded as unbilled revenue and is classified as a financial asset for these cases as right to consideration is unconditional upon passage of time.

The impact on account of applying the erstwhile Ind AS 18 Revenue instead of Ind AS 115 Revenue from contract with customers on the financials results of the Company for the year ended and as at March 31,2020 is insignificant.

(D) Employee Benefits:

Short-term obligations

All employee benefits payable wholly within twelve months of rendering services are classified as short term employee benefits. Benefit such as salaries, wages etc are recognized in period in which the employee renders the related services. A liability is recognized for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

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 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.

Amendment to Ind AS 19 – plan amendment, curtailment or settlement:

The Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements requiring an entity to determine the current service costs and the net interest for the period after the re measurement using the assumptions used for the re measurement; and determine the net interest for the remaining period based on the re measured net defined benefit liability or asset. The adoption of amendment to Ind AS 19 did not have any material impact on the standalone financial statements of the Company.

(E) Income Taxes:

Tax expense for the period comprises current and deferred tax. Income tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized in other comprehensive income in which case the tax also recognized in other comprehensive income and except to the extent that it relates to items recognized directly in equity. The tax currently payable is based on taxable profit for the period. Taxable profit differs from net profit as reported in the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

The Company elected to exercise the option permitted under Section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Company has re-measured its Deferred Tax Assets basis the rate prescribed in the said section. The full impact of this change has been recognised in the statement of Profit & Loss for the year.

Reconciliation of Effective Tax Rate

The reconciliation between the income before income taxes and the income tax provision to the amount computed by applying the statutory income tax rate is summarized below.

(Rs. in Lakhs)

INCOME TAX RECOGNISED IN STATEMENT OF PROFIT AND LOSS	F.Y. 2019-20	F.Y. 2018-19
Current Tax	134.08	152.90
Deferred Tax	(9.18)	(36.70)
Short/Excess Tax Provision of the earlier year	(1.16)	1.39
Total Income Tax Expenses	**123.74**	**117.59**
The income tax expenses for the year can be reconciled to the accounting profit as follows:		
Profit Before Tax (Before Exceptional Item)	452.76	506.30
Applicable Tax Rate	25.17%	27.82%
Computed Tax Expense	113.95	140.85
Tax Effect of:		
Exempted Income	(6.95)	(27.52)
Expenses Allowed	(106.54)	(120.52)
Expenses Disallowed	133.62	160.99
Business Deduction	-	(0.90)
Current Tax Provision (A)	**134.08**	**152.90**
Incremental Deferred Tax Liability on account of Property, Plant and Equipment and Other Intangible Assets	(6.13)	(27.33)
Incremental Deferred Tax (Asset)/Liability on account of Financial Assets and Other	(3.05)	(9.37)
Deferred Tax Provision (B)	**(9.18)**	**(36.70)**
Changes in depreciation calculation	(1.73)	-
Changes due to Excess TDS claimed in Income Tax Return	-	(0.06)
Changes due to Other Calculation	-	0.47
Interest on Income Tax	0.57	0.98
Short/Excess Tax Provision of the earlier year (C)	**(1.16)**	**1.39**
Tax Expenses recognised in Statement of Profit and Loss (A+B+C)	**123.74**	**117.59**
Effective Tax Rate	**27.33%**	**23.22%**

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

Current tax and deferred tax shall be recognised outside profit or loss if the tax relates to items that are recognised, in the same or a different period, outside profit or loss. Therefore, current tax and deferred tax that relates to items that are recognised, in the same or a different period:

a) in other comprehensive income, shall be recognised in other comprehensive income.
b) directly in equity, shall be recognised directly in equity.

Appendix C to Ind AS 12 , Uncertainty over Income Tax Treatments :

Appendix C to Ind AS 12 clarifies the accounting for uncertainties in income taxes. The interpretation is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. The adoption of Appendix C to Ind AS 12 did not have any material impact on the standalone financial statements of the Company.

Amendment to Ind AS 12 – Income taxes :

The Ministry of Corporate Affairs issued amendments to Ind AS 12 – Income Taxes. The amendments clarify that an entity shall recognize the income tax consequences of dividends on financial instruments classified as equity according to where the entity originally recognized those past transactions or events that generated distributable profits were recognized. The adoption of amendment to Ind AS 12 did not have any material impact on the standalone financial statements of the Company

(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 recognized 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 recognized 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

The financial statements are presented in Indian Rupees (INR), which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

Foreign currency transactions

- Foreign-currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are included in net profit in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non- monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.

- Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash-flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.

(H) Cash & cash equivalents:

For the purpose of presentation in the Statement of Cash Flows, Cash and Cash Equivalents includes cash in hand, balances with the banks 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, labor and proportion of manufacturing overheads based on the normal operating capacity, wherever applicable.

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, except in case of samples, fants & cut pieces.

(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 recognized 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 or minus, 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 recognized in the Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to Statement of Profit and Loss and recognized 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 amortized 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. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in Statement of profit and loss. Any gain or loss on derecognition is also recognized in statement of Profit and Loss.

Derecognition

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) Property, Plant and Equipment (PPE)

Items of Property, plant and equipment are acquired or constructed are initially recognized at historical cost net of recoverable taxes, duties, trade discounts and rebates, less accumulated depreciation, amortisation 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. The estimated useful

lives and amortisation period is reviewed at the end of each reporting period. Properties held are used for business purpose only and whenever it will be probable we will recognise as an investment property.

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.

The carrying amount of any component accounted for as a separate asset is derecognised when replaced. 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 derecognition 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.

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'.

The estimated useful lives of assets are as follows:

CATEGORY	ESTIMATED USEFUL LIFE
Buildings	60 years
Plant and machinery	5 to15 years
Computer equipment and software	3 to 6 years
Office Equipments	5 to 15 years
Vehicle	3 to 5 years
Electrification	10 Years

(M) Intangible Assets

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

(N) Government Grants

Government grants are initially measured at amount receivable from the Government and are recognized on an accrual basis only if there is reasonable assurance that they will be received and the company will comply with the conditions associated with the grant and for those grants which are uncertain are not recognized unless there is reasonable assurance of the same.

- In case of capital grants, they are then recognized 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 recognized in Statement of Profit and Loss on a systematic basis in the periods in which the expenses are recognized.

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.

(O) 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.

(P) 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.

A summary of activity in provision as follows:

(Rs. in Lakhs)

PARTICULARS	GRATUITY	EMPLOYEE BENEFITS	PROVISIONS FOR TAXES	EXPENSE PAYABLE
Provision at the beginning of the year	17.95	1.22	155.74*	51.29
Add: Additions during the year, net	0.41	25.10	1070.02	512.19
Less: Utilized/ reversed during the year	-	23.95	430.85	541.92
Provision at the end of the year	18.37	2.36	794.91	21.56
Included in the balance sheet as	Non-Current	Current	Current	Current

**It includes GST-RCM-Payable of Rs. 49,431 which was in financial year 2018-19, clubbed under the head of Other Current Assets.*

Provision for taxes also includes provision for Vivad se Vishwas tax. The new scheme was introduced by the government. "The Direct Tax Vivad se Vishwas Act, 2020" as a dispute resolution scheme, which was applicable to all appeals/petitions filed by the taxpayers or the income tax department, which were pending until 31 January 2020, before any appellate forum. The scheme offered complete waiver on interest and penalty to the taxpayers with a full and final settlement of the dispute if the scheme was availed by March 31, 2020. The government extended the deadline under the scheme without paying any interest and penalty to December 31, 2020.We have filed the declaration under the said scheme in march and the designated authority have accepted the declaration filed, and have granted a certificate via Form 3. As per Ind AS-10, Events occurring after the Balance sheet date is an adjusting event and an entity should consider all such adjusting events till the date of approval of financial statements in the preparation of the financial statements and thereby we have created the provision for the amount payable under the scheme and have recognized as an expense that is directly deducted from the equity.

(Q) Expenditure

Expenses are recognised on accrual basis.

(R) 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.

(S) 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.

(T) Investments in Subsidiaries:

Company's investment includes investment in RB Industries which is a partnership firm and having its registered office at Plot No. B-11/2 & B-11/3, Hojiwala Industrial Estate Road No.11, SUSML, Surat and company have control over the firm at the year-end 31st March 2020. The share in profits of partnership firm is 60%. Investments are carried at cost and at the end of each reporting period any addition made and share of profit of the partnership firm is added to the cost and any withdrawal of investment by the company and share of loss of the partnership firm is deducted.

(U) Related parties

Parties where control exists:

a) RB Industries–Partnership Firm

RELATIONSHIP	MR. RAJKUMAR MANGILAL BORANA
Father	Mr. Mangilal Ambalal Borana
Mother	Mrs. Mohini Devi Borana
Spouse	Mrs. Sharmila Borana
Brother	Mr. Ankur Borana
Sister	Mrs. Vijaya Vimal Rathod
Son	Mr. Vivan Borana
Daughter	Ms. Kanshika Borana
Spouse's Father	Mr. Chandan Mal Talesara
Spouse's Mother	Mrs. Kanchan Talesara
Spouse's Brother	Mr. Hitesh Talesara
Spouse's Sister	1. Mrs. Zinal Bhagar 2. Mrs. Hema Kothari 3. Mrs. Pushpa Rathore

RELATIONSHIP	MR. AMITKUMAR ANANDBHAI DALMIA
Father	Mr. Anandbhai Vasudev Dalmia
Mother	Mrs. Shashi Dalmia
Spouse	Mrs. Deepa Dalmia
Brother	Mr. Deepak Dalmia
Sister	Mrs. Vandana Goyal
Son	Mr. Nirmit Dalmia
Daughter	Ms. Nishka Dalmia
Spouse's Father	Mr. G.S. Kokra
Spouse's Mother	Mrs. Sumitra Kokra
Spouse's Brother	Mr. Shashi Kokra Mr. Sanjay Kokra
Spouse's Sister	None

RELATIONSHIP	MR. DEEPAK DALMIA
Father	Mr. Anandbhai Vasudev Dalmia
Mother	Mrs. Shashi Dalmia
Spouse	Mrs. Sunaina Dalmia
Brother	Mr. Amit Kumar Dalmia
Sister	Mrs. Vandana Goyal
Son	Mr. Aarush Dalmia
Daughter	Ms. Aashvi Dalmia
Spouse's Father	Mr. Anil Goyal
Spouse's Mother	Mrs. Manju Goyal
Spouse's Brother	Mr. Sameer Goyal
Spouse's Sister	None

RELATIONSHIP	MR. ANKUR MANGILAL BORANA
Father	Mr. Mangilal Ambalal Borana
Mother	Mrs. Mohini Devi Borana
Spouse	Mrs. Dhawni Borana
Brother	Mr. Rajkumar Borana
Sister	Mrs. Vijaya Vimal Rathod
Son	Mr. Jinay Borana
Daughter	None
Spouse's Father	Mr. Mithalal V. Mehta
Spouse's Mother	Mrs. Pushpa M. Mehta
Spouse's Brother	None
Spouse's Sister	Mrs. Shaily Solanki Mrs. Garima Jain

NATURE OF RELATIONSHIP	ENTITY
(A) Any Body corporate in which twenty percent. or more of the equity share capital is held by the promoter or an immediate relative of the promoter or a firm or Hindu Undivided Family in which the promoter or any one or more of his immediate relative is a member;	• Rawatkhedia Processors Private Limited • Bhagwati Syntex Private Limited • Borana Filaments Private Limited • Borana Industries LLP • Sachin Paper Mills Private Limited • Mayfair Vinimay Private Limited • Rawatkhedia Silk Mill LLP
(B) Any Body corporate in which a body corporate as provided in (A) above holds twenty percent. or more, of the equity share capital;	• Mayfair Vinimay Private Limited
(C) Any Hindu Undivided Family or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than twenty per cent. of the total;	**Partnership Firm** : • M/s. New National Fabrics • M/s. RB Industries • M/s. Nivika Syntex • M/s. Ricon Industries **HUF:** • Rajkumar Mangilal Borana (HUF) • Amitkumar Anand Dalmia(HUF) • Deepak A. Dalmia (HUF) • Ankur Mangilal Borana (HUF) • Mangilal Ambalal Borana (HUF) **Proprietorship Firm:** • M/s. Raju Enterprises • M/s. Ankur Enterprises • M/s. Kanishka Fashion • M/s. Jinay Enterprise **Trusts:** • Hanjabai Family Trust

The company has the following related party transactions for the year ended March 31, 2020 and 2019:

(Rs. in Lakhs)

TRANSACTIONS	DIRECTORS		RB INDUSTRIES		RICON INDUSTRIES		BORANA FILAMENTS PVT LTD		NIVIKA SYNTEX	
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
Remuneration	30.00	30.00	-	-	-	-	-	-	-	-
Lease Rent	0.96	0.96	-	-	-	-	-	-	-	-
Factory Expense	-	-	-	-	1.17	2.79	-	-	-	-
Purchase of Raw Material	-	-	-	-	-	-	-	-	-	-
Job Work Income	-	-	458.05	485.36	-	-	-	-	-	-
Sub Lease Income	-	-	0.30	0.30	-	-	-	-	-	-
Purchase of Yarn	-	-	-	-	3,493.68	3,757.65	-		-	-
Sale Income	-	-	-	-	-	-	-	-	-	-
Sale of Grey Fabrics	-	-	2,538.24	-	-	9.31	-	20.91	-	440.00
Purchase of Grey Fabrics	-	-	9,127.01	9,442.36	-	-	-	0.19	-	1988.33
Sale of Color Chemical	-	-	-	58.20	-	-	-	-	-	-

The company has the following balances outstanding as of March 31, 2019, March 31, 2020:

(Rs. in Lakhs)

	BALANCES RECEIVABLE/ PAYABLE WITH OTHERS	
	2020	2019
Receivables	1,298.84	60.85
Payables	1,546.61	1,448.32

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

The company has provided following benefits to Key Management Personnel as of March 31, 2020:

(Rs. in Lakhs)

KMP'S	PARTICULARS	AMOUNT
Directors	Short Term Employment Basis	41.60
	Post-Employment Benefits	-
	Other Long Term Benefits	-
	Termination Benefits	-

(V) Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

(W) Other Notes

1) The financial statements for the year ended March 31, 2020 were approved by the Board of Directors and authorised for issue on 30-06-2020.

2) The beginning of 2020 has witnessed the global spread of COVID-19, i.e. coronavirus. Global threat from COVID-19 is continuing to grow, and at a rapidly accelerating rate. Concomitantly, economic activities have taken a hit due to the ongoing pandemic. Various containment measures and the nationwide lockdown from 25th March 2020 caused disruptions across our value chain. As a result of the nationwide lockdown, manufacturing activities at our plant remained in-operational during

lockdown. In addition, the containment measures initiated by the Central Government and the State governments have adversely impacted our supply chains. As government restrictions have been relaxed gradually, the Company has resumed operations in a phased manner w.e.f. May 2020. The Company has ascertained the impact of this pandemic and made an assessment that the impact of COVID-19 on the company's business is likely to short to medium term. That said, if the current pandemic situation persists then the impact may differ from the estimates.

Note 4 Property, plant and equipment

(Rs. In Lakhs)

Particulars	Building	Bore-well	Computer	Electrification	Plant & Machinery	Water Tank	Vehicle	Others	Total	Capital W.I.P
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**	-
Opening Gross Carrying Amount	631.51	1.26	6.95	159.57	3,254.02	2.98	7.21	0.24	**4,063.73**	-
Additions	-	-	0.76	-	211.50	1.94	12.29	-	**226.49**	-
Disposal/Adjustment	-	-	-	-	0.50	-	-	-	**0.50**	-
Closing gross carrying amount as at March 31, 2019	**631.51**	**1.26**	**7.71**	**159.57**	**3,465.02**	**4.91**	**19.49**	**0.24**	**4,289.72**	**-**
Accumulated amortization and impairment :										
Opening Accumulated Depreciation	109.67	0.69	4.70	56.13	1,279.74	1.10	3.42	-	**1,455.47**	-
Depreciation/Amortization charge during the year	49.90	0.20	1.65	20.32	436.01	0.10	1.22	-	**509.41**	-
Closing accumulated amortization	**159.57**	**0.90**	**6.35**	**76.46**	**1,715.76**	**1.20**	**4.65**	**-**	**1,964.88**	-
Net carrying amount as at March 31, 2019	**471.94**	**0.36**	**1.36**	**83.11**	**1,749.26**	**3.71**	**14.85**	**0.24**	**2,324.83**	-
Opening Gross Carrying Amount	803.74	1.54	17.10	275.46	5,785.84	7.05	19.49	0.30	**6,910.51**	-
Additions	-	-	0.73	9.75	208.14	-	-	-	**218.62**	-
Disposal/Adjustment	-	-	-	-	-	-	-	-	**-**	-
Closing gross carrying amount as at March 31, 2020	**803.74**	**1.54**	**17.83**	**285.21**	**5,993.98**	**7.05**	**19.49**	**0.30**	**7,129.14**	**-**
Accumulated amortization and impairment :										
Opening Accumulated Depreciation	331.80	1.18	15.74	192.35	4,036.57	3.34	4.65	0.06	**4,585.68**	-
Depreciation/Amortization charge during the year	44.77	0.13	0.80	16.64	391.44	0.48	4.64	-	**458.90**	-
Closing accumulated amortization	**376.57**	**1.31**	**16.54**	**208.98**	**4,428.02**	**3.82**	**9.28**	**0.06**	**5,044.58**	**-**
Net carrying amount as at March 31, 2020	**427.17**	**0.23**	**1.28**	**76.22**	**1,565.96**	**3.23**	**10.21**	**0.24**	**2,084.55**	**-**

5. Investments

(Rs. In Lakhs)

Particulars	As At	
	MARCH 31, 2020	MARCH 31, 2019
Financial instruments at FVTPL		
Equity instruments [Note 6.1]	4.81	4.81
Investment in Partnership Firm	1,990.70	1,613.08
Total	**1,995.51**	**1,617.89**

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

(Rs. In Lakhs)

Particulars	As At	
	MARCH 31, 2020	MARCH 31, 2019
The Cosmos Co-operative Bank Ltd.	4.81	4.81
[Number of unquoted shares held as at March 31, 2020: 4811 and March 31, 2019: 4811]		
Total	**4.81**	**4.81**

6. Other Financial Assets

(Rs. In Lakhs)

PARTICULARS	AS AT	
	MARCH 31, 2020	MARCH 31, 2019
Fixed Deposits with Banks		
Non – current	275.63	135.96
Current	34.76	231.75
Total	**310.39**	**367.71**

7. Other Assets

(Rs. In Lakhs)

PARTICULARS	AS AT	
	MARCH 31, 2020	MARCH 31, 2019
Non – Current		
Security Deposits	63.91	58.48
Balance with Excise, Customs, Income Tax and other authorities	0.34	84.84
	64.24	**143.33**
Current		
Prepaid Expenses	26.92	13.38
Advance to Suppliers	1.28	6.08
Balance with Excise, Customs, Income Tax and other authorities	880.00	781.52
	908.19	**800.98**
Total	**972.43**	**944.31**

8. Inventories

(Rs. In Lakhs)

PARTICULARS	AS AT	
	MARCH 31, 2020	MARCH 31, 2019
Raw Materials [including goods in transit - March 31, 2020: 20.41 lacs and March 31, 2019: 20.60 lacs]	498.06	1,607.52
Work-in-progress	286.87	343.32
Finished goods	1,248.11	674.87
Stores and spares	39.39	50.98
Total	**2,072.44**	**2,676.70**

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

9. Trade Receivables

(Rs. In Lakhs)

PARTICULARS	AS AT	
	MARCH 31,2020	MARCH 31,2019
Unsecured		
Considered Good	5,505.41	3,238.35
Doubtful	-	-
	5,505.41	**3,238.35**
Less : Allowance for expected credit loss	-	-
Total	**5,505.41**	**3,238.35**
Non – current	21.65	12.19
Current	5,483.76	3,226.16

Trade receivables are due neither from directors or other officers of the company either severally or jointly with any other person nor from firms or private companies respectively in which any director is a partner, a director or a member except company's partnership firm/Subsidiary entity.

Trade receivables include debt due from partnership firm(Subsidiary Entity) of Rs. 1298.84 Lakhs (Previous year of Rs.53.43 Lakhs) in the ordinary course of business.

10. Cash and cash equivalents

(Rs. In Lakhs)

PARTICULARS	AS AT	
	MARCH 31, 2020	MARCH 31, 2019
Balances with Banks		
Current accounts	5.89	4.54
Demand deposits*	-	-
Cash on hand	3.87	2.41
Total	**9.77**	**6.95**

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

11. Borrowings

(Rs. In Lakhs)

PARTICULARS	AS AT	
	MARCH 31, 2020	MARCH 31, 2019
Non - current Borrowings		
Secured		
Term Loans *	600.40	1,015.64
Car Loan	5.34	7.76
Unsecured	-	
Loan from Other Companies	56.08	56.08
Total	**661.82**	**1,079.48**
Current Borrowings		
Cash Credit	3,460.81	2,704.01
Total	**3,460.81**	**2,704.01**

***Term Loan(s) availed by the Company from Scheduled Banks under Multiple Banking arrangements.**

Term loan(s) from The 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.

Term loan(s) from Kotak Mahindra Bank are secured by way of:

a) Offering Collateral Security in the form of registered mortgage of Residential Plot in the name of Director and his Spouse & also personal guarantee of the Director namely Mr. Amitkumar Dalmia, Mr. Deepak Dalmia, Mr. Rajkumar Borana & Mr. Ankur Borana.

**** Cash Credit facility**

From The Cosmos Co-op Bank Ltd & Axis Bank Ltd are secured by,

a) Charge on all Current Assets of the Company & Pari Passu charges on the Factory Land & Building, in the name of Directors of the Company namely Mr. Amitkumar Dalmia, Mr. Deepak Dalmia, Mr. Rajkumar Borana & Mr. Ankur Borana and also their respective Personal Guarantee.

Current maturities of term loans amounting to Rs. 464.80 Lakhs (March 31, 2019 and March 31, 2018: Rs 739.12 Lakhs and Rs 824.92 Lakhs respectively) is classified under "Other Current Financial Liabilities".

(Rs. In Lakhs)

TERMS OF REPAYMENT OF TERM LOANS AND OTHER LOANS		
Particulars	**Monthly Installment**	**Total Period of Loan**
Term Loan – I	37.43	67 Months
Term Loan – II	3.87	78 Months + 6 months moratorium period
Kotak Mahindra –TL	16.65	60 Months

12. Provisions

(Rs. In Lakhs)

PARTICULARS	AS AT	
	MARCH 31, 2020	MARCH 31, 2020
Non-current		
Provision for Gratuity	18.37	17.95
Total	**18.37**	**17.95**
Current		
Provision for employee benefits	2.36	1.22
Others		-
Provision - Other Taxes	794.91	155.24
Auditor's Remuneration	2.25	2.25
Internal Audit fees	0.68	0.68
GST Audit Fees	0.75	0.75
ROC Fees Payable	0.45	0.45
Electricity Expenses Payable	17.43	47.16
Total	**818.83**	**208**

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.

13. Trade Payables

(Rs. In Lakhs)

PARTICULARS	AS AT	
	MARCH 31, 2020	MARCH 31, 2019
Non Current		
Total Outstanding dues of Micro and Small Enterprises; and	-	-
Total Outstanding dues of Creditors other than Micro and Small Enterprises	0.65	-
	0.65	**-**
Currrent		
Total Outstanding dues of Micro and Small Enterprises; and	181.08	38.68
Total Outstanding dues of Creditors other than Micro and Small Enterprises	2,557.68	2,278.84
	2,738.76	**2,317.52**
Total	**2,739.41**	**2,317.52**

14. Other Financial Liabilities

(Rs. In Lakhs)

PARTICULARS	AS AT	
	MARCH 31, 2020	MARCH 31, 2019
Current maturities of long term debt	464.80	739.12
Interest Payable	-	-
Interest Payable and Due (Term Loan)	16.60	6.47
Creditors for capital goods	-	27.10
Total	**481.40**	**772.69**

15. Other current liabilities

(Rs. In Lakhs)

PARTICULARS	AS AT	
	MARCH 31,2020	MARCH 31,2019
Unearned Revenue	773.00	34.33
Lease Rent Payable	-	0.48
Professional Tax Payable	0.73	0.63
TDS / TCS Payable	6.13	10.91
Other Payables	209.47	223.05
Total	**989.33**	**269.39**

16. Employee Benefit Expenses

(a) Employee costs include:

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED	
	MARCH 31, 2020	MARCH 31, 2019
Salaries and wages		
Salary & Wages	894.23	827.97
Bonus	71.43	66.22
Leave Wages	34.18	32.90
Directors Sitting Fees	0.63	0.56
Total	**1,000.47**	**927.64**
Contribution to provident and other funds	21.59	13.59
Staff Welfare expenses	16.28	18.09
Total	**1,038.33**	**959.32**

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

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED	
	MARCH 31, 2020	MARCH 31, 2019
Re-measurement of net defined benefit liability/(asset)		
Return on plan assets excluding interest income	-	-
Actuarial loss/ (gain) arising from financial assumptions	3.13	0.46
Actuarial loss/ (gain) arising from demographic assumptions	-	-
Actuarial loss/ (gain) arising from experience adjustments	(12.07)	(3.29)
Total	**(8.95)**	**(2.83)**

(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.

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, 2020	MARCH 31, 2019
Current service cost	7.99	6.82
Net interest on net defined benefit liability/(asset)	1.37	1.01
Net gratuity cost/(benefit)	**9.36**	**7.83**

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:

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED	
	MARCH 31, 2020	MARCH 31, 2019
Discount rate	6.59%	7.64%
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 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, 2020	MARCH 31, 2019
Defined benefit obligation at the beginning of the year	17.95	12.96
Current service cost	7.99	6.82
Past service cost	-	-
Interest on obligation	1.37	1.01
Benefits paid	-	-
Re-measurement loss/(gains)	-	-
Actuarial loss/(gain) arising from financial assumptions	3.13	0.46
Actuarial loss/(gain) arising from demographic assumptions	-	-
Actuarial loss/(gain) arising from experience assumptions	(12.07)	(3.29)
Total	**18.37**	**17.95**

(d) Amount Recognized in the Balance Sheet

(Rs. In Lakhs)

PARTICULARS	AS AT	
	MARCH 31, 2020	MARCH 31, 2019
(Present Value of Benefit Obligation at the end of the Period)	(18.37)	(17.95)
Fair Value of Plan Assets at the end of the Period	-	-
Funded Status (Surplus/ (Deficit))	(18.37)	(17.95)
Net (Liability)/Asset Recognized in the Balance Sheet	**(18.37)**	**(17.95)**

(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, 2020	MARCH 31, 2019
1st Following Year	0.08	0.09
2nd Following Year	0.29	0.36
3rd Following Year	0.38	0.52
4th Following Year	0.52	0.63
5th Following Year	0.63	0.73
Sum of Years 6 To 10	3.59	4.49
Sum of Years 11 and above	73.01	79.05

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, 2020	MARCH 31, 2019
Projected Benefit Obligation on Current Assumptions	18.37	17.95
Delta Effect of +1% Change in Rate of Discounting	(3.00)	(2.60)
Delta Effect of -1% Change in Rate of Discounting	3.82	3.26
Delta Effect of +1% Change in Rate of Salary Increase	3.85	3.32
Delta Effect of -1% Change in Rate of Salary Increase	(3.06)	(2.68)
Delta Effect of +1% Change in Rate of Employee Turnover	0.08	0.46
Delta Effect of -1% Change in Rate of Employee Turnover	(0.22)	(0.67)

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.

17. Revenue from operations

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED	
	MARCH 31, 2020	MARCH 31, 2019
Sale of products	25,259.40	22,009.28
Export Sales (Trading)	-	2,004.10
Sale of services	458.05	500.89
Other operating revenue	73.33	296.94
Total	**25,790.78**	**24,811.20**

18. Other Income

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED	
	MARCH 31, 2020	MARCH 31, 2019
Interest income		
Interest on FDR	13.24	21.16
Interest on deposit with DGVCL	3.69	3.55
Interest – Other	0.07	1.90
	17.00	**26.61**
Dividend income	-	**0.13**
Other non-operating income		
Sub lease Income	0.30	0.30
Share of profit from partnership firm	27.62	98.91
	27.62	**99.21**
Total	**44.92**	**125.95**

19. Cost of Materials Consumed

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED	
	MARCH 31, 2020	MARCH 31, 2019
Consumption of Yarn	10,550.54	7,838.35
Consumption of Grey	9,391.31	9,316.40
Consumption of Coal/ Lignite	224.14	173.68
Consumption of Colour/ Chemical	1630.25	1,097.60
Consumption of Stores/ Packing Materials	259.09	217.21
Total	**22,055.33**	**18,643.24**

20. Changes in inventories of finished goods, stock-in-trade and work-in-progress

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED	
	MARCH 31, 2020	MARCH 31, 2019
Closing Stock		
Finished products	1,248.11	674.87
work-in-progress	286.87	343.32
	1,534.98	**1,018.20**
Less : Opening stock		
Finished products	674.87	1,245.19
work-in-progress	343.32	212.74
	1,018.20	**1,457.93**
Decrease/(Increase)	**(516.79)**	**439.73**

21. Finance costs

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED	
	MARCH 31, 2020	MARCH 31, 2019
Interest expense		
Bank Interest on Cash Credit	208.14	183.76
Bank Interest on Term Loan	48.04	105.94
Bank Interest On LC Discounting (Bank)	-	0.38
Bank Interest On LC Discounting (Party)	-	-
Interest to Party	-	9.91
Interest on Deposit	8.25	-
Interest on loans	89.36	65.30
Total	**353.78**	**365.29**
Bank charges	10.71	51.61
Total	**364.49**	**416.91**

22. Other Expenses

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED	
	MARCH 31, 2020	MARCH 31, 2019
Advertisement Expense	0.41	0.18
Audit Fees	2.50	2.50
Beam Drawing Charges	-	-
Boiler Expenses	1.20	-
Brokerage and Commission	192.47	189.34
Clearing and Forwarding Charges (Export)	14.50	29.29
Computer Expenses	4.17	2.57
Conveyance Expenses	-	0.46
Courier Expenses	7.99	10.35
Corporate Social Responsibility	8.50	6.50
Donation	-	0.25
Exhibition Expense	3.15	-
Factory Expenses	2.89	4.32
Foreign Exchange Fluctuation	(28.79)	(33.23)
Freight and Transportation	43.19	89.33
Foreign Tour	0.56	1.97
Internal Audit Fees	0.75	0.75
Inspection and Packing Charges	-	-
Insurance Expenses	17.65	11.04
Interest on late payment of TDS and other charges	0.27	0.07
Job work charges	422.88	155.17
Listing Fees	3.94	-
Laboratory Expense	0.19	-
Lease Rent	-	-
License Fees	1.60	0.22
Loading and unloading expenses	2.85	0.21
Membership & subscription	1.67	1.56
Miscellaneous Exp.	0.45	0.53
Pollution Control Exp	101.33	98.39
Power & Fuel Expense	1,068.42	795.04
Printing & Stationary	5.62	5.46

Professional & Legal Fees	30.19	42.81
Penalty	0.05	-
Rent Rate and Taxes	4.08	2.18
Repairs & Maintenance	43.10	27.87
ROC Exp.	0.09	0.24
RTA & Depository Expense	0.52	0.39
Sales Promotion Expenses	16.60	16.40
Sample Expense	0.78	-
Service Tax/ GST Paid	1.50	-
Telephone Expenses	0.76	0.31
Travelling Exps	4.37	5.51
Vat Audit Fees	0.25	0.25
Total	**1,982.67**	**1,473.90**

23. Earnings per share

(Rs. In Lakhs except per share data)

PARTICULARS	YEAR ENDED	
	MARCH 31, 2020	MARCH 31, 2019
Profit for the year	329.02	388.71
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	10
Basic earnings per share (Rs)	2.35	2.78
Diluted earnings per share (Rs)	2.35	2.78

*Weighted average number of share, basic earnings per share and diluted earnings per share are represented in absolute amount.

EPS calculated on the basis of profit excluding OCI Income (In previous year EPS calculated including OCI Income)

24. 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.

25. Contingent Liabilities

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED	
	MARCH 31, 2020	MARCH 31, 2019
Guarantees in lieu of Deposit		
Dakshin Gujarat Vij Company Limited, Surat	47.71	47.71
Performance Guarantees		
Director of Foreign Trade, New Delhi	7.03	7.03
Director of Foreign Trade, New Delhi	0.63	0.63
Commissioner of Customs, Nhava Seva, Mumbai	133.50	133.50
Director of Foreign Trade, New Delhi	12.72	12.72
Director of Foreign Trade, New Delhi	2.80	2.80
Commissioner of Customs, Nhava Seva, Mumbai	3.00	3.00
Director of Foreign Trade, New Delhi	19.00	19.00
Director of Foreign Trade, New Delhi	1.07	1.07
Director of Foreign Trade, New Delhi	8.30	8.30
Director of Foreign Trade, New Delhi	0.20	0.20
Director of Foreign Trade, New Delhi	0.25	0.25
Director of Foreign Trade, New Delhi	7.68	7.68
Commissioner of Customs, Nhava Seva, Mumbai	0.50	0.50
Director of Foreign Trade, New Delhi	2.90	2.90

***All the liabilities are completed and obligations is fulfilled but as the Final NOC is not received from DGFT it is shown as Pending. Documents required for NOC is submitted.**

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.

26. Operating Lease

Future lease commitments in respect of non-cancellable leases:

Where Company is the lessee:

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED	
	MARCH 31, 2020	MARCH 31, 2019
Charged to Statement of profit and loss	1.30	6.02
Not later than one year	1.30	1.30
Later than one year but not later than five years	6.49	6.49
Later than five years	21.26	23.77

Where Company is the lessor:

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED	
	MARCH 31, 2020	MARCH 31, 2019
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	1.23	1.50
Later than five years	-	0.03

27. 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, 2020	MARCH 31, 2019
India	24,529.41	19,267.04
Rest of the world	1,188.05	5,285.67
Total	**25,717.46**	**24,552.71**

The following customers represent 10% or more of the company's total revenue during the year ended March 31, 2020 and March 31, 2019

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED	
	MARCH 31, 2020	MARCH 31, 2019
Ultra Denim Private Limited	-	2,542.13
Denim Corporation	4,573.79	-
Total	**4,573.79**	**2,542.13**

28. Other Additional Information

a) 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.

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

c) The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act). The disclosures pursuant to the said MSMED Act are as follows:

PARTICULARS	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
Principal amount remaining unpaid	181.08	38.68
Interest due thereon remaining unpaid*	-	-
Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period	-	-
Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006*	-	-
Interest accrued and remaining unpaid*	-	-
Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises*	-	-

Dues to Micro and Small Enterprise have been determined to the extent such parties have been identified on the basis of information collected by the Management.

* Suppliers have granted extended credit period of more than 45 days with no interest charged. Hence there is no interest due and payable to the creditors.

d) The Company is eligible for Interest Subsidy under the Technology Upgradation Fund (TUF Scheme) amounting to Rs. 22.80 Lacs. The same have been accounted as income during the year.

e) Managerial remuneration paid/ payable to the Managing Director/ Directors for the period from 1st April 2018 to 31st March 2019 Rs. 30 Lacs (Previous Year Rs. 30 Lacs)

f) Previous year's figures have been regrouped / recast wherever necessary to conform to current period's presentation.

(Rs. In Lakhs)

AUDITOR'S REMUNERATION	MARCH 31, 2020	MARCH 31, 2019
As Auditor	2.50	2.50
For taxation matters	-	-
Total	**2.50**	**2.50**

(Rs. In Lakhs)

LICENSED/INSTALLED CAPACITY INFORMATION :	INSTALLED CAPACITY 2019-20	INSTALLED CAPACITY 2018-19
Licensed Capacity	2 Cr Mts per Annum	2 Cr Mts per Annum
Installed Capacity	2 Cr Mts per Annum	2 Cr Mts per Annum

(Rs. In Lakhs)

CIF VALUE OF IMPORTS	2019-20	2018-19
Raw Materials	259.22	356.33
Store & Spares	10.24	30.05
Total	**269.46**	**386.38**

(Rs. In Lakhs)

VALUE OF IMPORTED AND INDIGENOUS RAW MATERIALS PURCHASED AND PERCENTAGE OF IT TO THE TOTAL PURCHASE.				
	2019-20		2018-19	
	Amount	%	Amount	%
Imported	259.22	1.25%	356.33	1.69%
Indigenous Purchase	20,560.26	98.75%	20,699.34	98.31%
Total Purchase	**20,819.48**	**100.00%**	**21,055.67**	**100.00 %**

29. Share Capital

(Rs. In Lakhs)

PARTICULARS	AS AT	
	MARCH 31, 2020	MARCH 31, 2019
Authorized Capital		
25500000 Equity shares of Rs. 10/- each.	2,550.00	2,550.00
(2019 : 25500000, 2018 : 25500000)		
Issued, Subscribed and paid up capital		
13994688 Equity shares of Rs. 10/- each fully paid	1,399.47	1,399.47
(2019 : 13994688, 2018 : 13994688)		

(Rs. In Lakhs except No. of Shares)

(i) RECONCILIATION OF NUMBER OF SHARES AND EQUITY SHARE CAPITAL	AS AT MARCH 31, 2020		AS AT MARCH 31, 2019	
	No. of Shares	Rs.	No. of Shares	Rs.
Authorized Capital				
Number of shares at the beginning	25500000	2,550.00	25500000	2,550.00
Add : Increased during the year	-	-	-	-
Number of shares at the end	**25500000**	**2,550.00**	**25500000**	**2,550.00**
Issued, Subscribed and Paid up				
Number of shares at the beginning	13994688	1,399.47	13994688	1399.47
Add : Issued during the year	-	-	-	-
Number of shares at the end	**13994688**	**1,399.47**	**13994,88**	**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	MARCH 31, 2020	%	MARCH 31, 2019	%
Amit Kumar Dalmia	1799171.00	12.86	1799171.00	12.86
Deepak Dalmia	1819168.00	13.00	1819168.00	13.00
Rajkumar Mangilal Borana	2052921.00	14.67	2052921.00	14.67
Ankur Mangilal Borana	1632918.00	11.67	1632918.00	11.67
Rawat Khedia Silk Mills Pvt Ltd	1500000.00	10.72	1500000.00	10.72
Lalita Nareshkumar Borana	723000.00	5.17	722567.00	5.16

(iv) Other details of Equity Shares for a period of five years immediately preceding March 31, 2020:

PARTICULARS	AS AT				
	March 31, 2020	March 31, 2019	March 31, 2018	March 31, 2017	March 31, 2016
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	-	-	-	-	-
Aggregate number of shares bought back	-	-	-	-	-

Note 30 Deferred Taxes

Calculation of Temporary Differences and Deferred Tax-as at March 31,2020

(Rs. In Lakhs)

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	2,084.55	2,457.58	373.03	Deductible	93.88
Expenses u/s. 35D	-	141.60	141.60	Deductible	35.64
Expenses u/s. 43B	-	18.37	18.37	Deductible	4.62
TOTAL	**2,084.55**	**2,617.55**	**533.00**		**134.14**
Net DTA/(DTL) as on 31/03/2020					134.14
Net DTA/(DTL) as on 01/04/2019					124.97
Difference - Charged to P/L					**9.18**

For, Pradeep K. Singhi & Associates.
Chartered Accountants
FRN : 126027W

Sd/-
Pradeep Kumar Singhi
Partner
M. No. 200/24612
UDIN: 20024612AAAACC7682

Place : Surat
Date : 30/06/2020

For, R & B DENIMS LIMITED

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

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

Sd/-
Jyoti Agarwal
Secretary

Sd/-
Perkin Jariwala
Chief Financial Officer

R & B DENIMS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2020

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

PARTICULARS	NOTE NO.	31ST MARCH, 2020	31ST MARCH, 2019
ASSETS			
NON-CURRENT ASSETS			
(a) Property, Plant and Equipment	4	**4,591.29**	5,208.83
(b) Capital Work in Progress		**-**	2.71
(c) Investment Property		**-**	-
(d) Goodwill		**-**	-
(e) Other Intangible Assets		**-**	-
(f) Intangible Assets under Development		-	-
(g) Financial Assets			
i. Investments	5	**98.84**	98.84
ii. Trade Receivables	9	**21.65**	12.19
iii. Loans		**-**	-
iv. Other Financial Assets	6	**298.15**	156.82
(h) Deferred Tax Assets	28	**136.54**	126.98
(i) Other non-current assets	7	**120.20**	197.97
TOTAL NON-CURRENT ASSETS		**5,266.68**	5,804.33
CURRENT ASSETS			
(a) Inventories	8	**2,711.51**	2,995.69
(b) Financial Assets			-
i. Investments		**-**	-
ii. Trade Receivables	9	**5,125.99**	3,172.73
iii. Cash and Cash Equivalents	10	**10.67**	14.03
iv. Loans		**-**	-
v. Other Financial Assets	6	**34.76**	231.75
(c) Others Current Assets	7	**1,365.09**	1,180.31
TOTAL CURRENT ASSETS		**9,248.02**	7,594.50
TOTAL ASSETS		**14,514.71**	13,398.83
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	27	**1,399.47**	1,399.47
Other Equity	27	**2,066.12**	2,531.51
EQUITY ATTRIBUTABLE TO OWNERS		**3,465.59**	3,930.98
Non Controlling Interest		**(339.13)**	126.78
TOTAL EQUITY		**3,126.46**	4,057.76
LIABILITIES			
NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
i. Borrowings	11	**1,660.08**	2,344.37
ii. Trade Payable	13	**0.65**	-
iii. Other Financial Liabilities		**-**	-
(b) Provisions	12	**25.23**	22.44
(c) Deferred Tax liabilities (Net)		**-**	-
(d) Other non-current liabilities		**448.92**	-
TOTAL NON-CURRENT LIABILITIES		**2,134.89**	2,366.81

CURRENT LIABILITIES			
(a) Financial Liabilities			
i. Borrowings	11	**4,207.51**	3,333.48
ii. Trade Payable	13	**1,943.62**	1,559.98
iii. Other Financial Liabilities	14	**1,147.62**	1,437.00
(b) Other Current Liabilities	15	**1,065.79**	319.74
(c) Provisions	12	**888.83**	324.07
TOTAL CURRENT LIABILITIES		**9,253.37**	6,974.27
TOTAL LIABILITIES		**11,388.25**	9,341.08
TOTAL EQUITY AND LIABILITIES		**14,514.71**	13,398.83

The accompanying notes form an integral part of these consolidated financial statements

For, Pradeep K. Singhi & Associates
Chartered Accountants
FRN : 126027W

Sd/-
Pradeep Kumar Singhi
Partner
M. No. 200/24612
UDIN: 20024612AAAACD7824

Place : Surat
Date : 30/06/2020

For, R & B DENIMS LIMITED

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

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

Sd/-
Jyoti Agarwal
Secretary

Sd/-
Perkin Jariwala
Chief Financial Officer

R & B DENIMS LIMITED

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2020

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

PARTICULARS	NOTE NO.	31ST MARCH, 2020	31ST MARCH, 2019
REVENUE			
Revenue from Operations	17	**25,695.27**	24,444.93
Other Incomes	18	**25.01**	34.41
TOTAL REVENUE		**25,720.27**	24,479.34
EXPENSES			
Cost of Materials Consumed	19	**20,230.97**	16,366.73
Purchases of Stock-in-Trade		**-**	1,988.33
Changes in Inventories of Finished Goods,	20	**(613.88)**	450.13
Work-in-Progress and Stock-in-Trade		**-**	-
Employee Benefit Expenses	16	**1,419.16**	1,394.34
Finance Costs	20	**605.43**	699.73
Depreciation and Amortization Expense	4	**856.03**	973.44
Other Expenses	22	**2,688.67**	1,940.15
TOTAL EXPENSES		**25,186.38**	23,812.86
PROFIT BEFORE TAX		**533.90**	666.48
Exceptional Items		**-**	-
PROFIT BEFORE TAX FROM CONTINUING OPERATION		**533.90**	666.48
Tax Expense:			
1. Current tax		**(192.23)**	(244.26)
2. Deferred Tax		**9.56**	32.94
3. Short/Excess Tax Provision of earlier year		**(1.27)**	(1.48)
Less : Taxation for previous year		**-**	-
PROFIT AFTER TAX		**349.96**	453.68
Profit/Loss from discontinued operations		**-**	-
Tax expense of discontinued operation		**-**	-
PROFIT AFTER TAX FROM DISCONTINUED OPERATIONS		**-**	**-**
PROFIT FOR THE YEAR		**349.96**	453.68
OTHER COMPREHENSIVE INCOME			
Items that will not be reclassified to profit or loss			
Defined Benefit plan actuarial gains/(losses)	16	**9.55**	3.07
Income Tax relating to items that will not be reclassified to profit or loss			
Defined Benefit plan actuarial gains/(losses)		**2.46**	0.87
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		**7.09**	2.20
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**357.05**	455.88
NET PROFIT ATTRIBUTABLE TO:			
a) Owners of the Company		**330.54**	388.13
b) Non Controling Interest		**19.43**	65.55

OTHER COMPREHENSIVE INCOME ATTRIBUTABLE TO:			
a) Owners of the Company		**6.93**	2.14
b) Non-Controlling Interest		**0.16**	0.06
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:			
a) Owners of the Company		**337.47**	390.27
b) Non-Controlling Interest		**19.58**	65.61

Earnings per equity share			
1) Basic [Absolute amount]	23	**2.50**	3.24
2) Diluted [Absolute amount]	23	**2.50**	3.24

The accompanying notes form an integral part of these consolidated financial statements

For, Pradeep K. Singhi & Associates
Chartered Accountants
FRN : 126027W

Sd/-
Pradeep Kumar Singhi
Partner
M. No. 200/24612
UDIN: 20024612AAAACD7824

Place : Surat
Date : 30/06/2020

For, R & B DENIMS LIMITED

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

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

Sd/-
Jyoti Agarwal
Secretary

Sd/-
Perkin Jariwala
Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020

A. Equity Share Capital

PARTICULARS	AMOUNT
As at April 01, 2018	139,946,880
Changes in Equity share capital	-
As at March 31, 2019	139,946,880
Changes in Equity share capital	-
As at March 31, 2020	**139,946,880**

B. Other Equity

(Rs. In Lakhs)

PARTICULARS	RESERVES AND SURPLUS			
	Securities premium reserve	Retained earnings	Other Comprehensive Income	Total other equity
As at April 01, 2019	**1,442.44**	**1,085.60**	**3.47**	**2,531.51**
Provision for Vivad se Vishwas Tax year	-	(802.86)	-	(802.86)
Total Comprehensive income for the	-	330.78	6.69	337.47
As at March 31, 2020	**1,442.44**	**613.52**	**10.16**	**2,066.12**

(Rs. In Lakhs)

PARTICULARS	RESERVES AND SURPLUS			
	Securities premium reserve	Retained earnings	Other Comprehensive Income	Total other equity
As at April 01, 2018	**1,442.44**	**746.85**	**1.42**	**2,190.71**
Prior period effect of gratuity	-	(1.44)	-	(1.44)
Total Comprehensive income for the year	-	388.22	2.05	390.27
Short/Excess Tax Provision of the earlier year		(48.03)	-	(48.03)
As at March 31, 2019	**1,442.44**	**1,085.60**	**3.47**	**2,531.51**

R & B DENIMS LIMITED

STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 2020

(Rs in Lakhs)

	PARTICULARS	31ST MARCH, 2020	31ST MARCH, 2019
A	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Profit before tax	**533.90**	666.48
	Adjustment For:		
	Depreciation	**856.03**	973.44
	(Profit) on sale of Fixed Assets	**-**	-
	Sub-lease income	**-**	-
	Interest Income	**(22.77)**	(31.78)
	Share of profit from partnership firm	**(485.50)**	(158.52)
	Interest Expense	**593.13**	645.03
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	**1474.79**	2094.65
	Adjustment For:		
	(Increase)/decrease in trade receivables	**(1962.72)**	297.91
	(Increase)/decrease in inventories	**284.18**	(267.83)
	(Increase)/decrease in other current assets	**(186.83)**	(246.03)
	(Increase)/decrease in other non-current assets	**(67.10)**	(77.26)
	Increase/(decrease) in trade payables	**384.29**	(304.06)
	Increase/(decrease) in other current financial liabilities	**(289.37)**	(66.50)
	Increase/(decrease) in other current liabilities	**746.05**	150.67
	Increase/(decrease) in non-current provisions	**12.35**	10.14
	Increase/(decrease) in non-current liabilities	**448.92**	-
	Increase/(decrease) in current provisions	**(41.63)**	21.55
	CASH GENERATED FROM OPERATIONS BEFORE TAXES	**802.93**	1613.24
	INCOME TAXES PAID	**(245.53)**	(257.44)
	NET CASH FLOW FROM OPERATING ACTIVITIES (A)	**557.40**	1355.80
B	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	Purchase of Fixed Assets	**(238.51)**	(230.47)
	Adjustment/Sale of Fixed Assets	**0.02**	0.98
	Increase / (Decrease) in Capital Work in progress	**2.71**	(2.71)
	Investment in equity instruments	-	-
	(Investment)/Maturity of fixed deposits	**55.65**	(61.67)
	Increase/ (Decrease) in Investment	-	1.44
	(Investment)/Drawings from partnership firm	**-**	-
	Profit from partnership firm	**-**	-
	Sub - lease income	**-**	-
	Interest Received	**22.77**	31.78
	NET CASH FLOW FROM INVESTING ACTIVITIES (B)	**(157.36)**	(260.65)
C	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Increase/(decrease) in short term borrowings	**874.02**	740.23
	Increase/(decrease) in long term borrowings	**(684.29)**	(1,199.95)
	Interest Paid	**(593.13)**	(645.03)
	NET CASH FLOW FROM FINANCING ACTIVITIES (C)	**(403.39)**	(1,104.76)
	Net Increase in Cash & Cash equivalents [A+B+C]	**(3.35)**	(9.61)
D	**Cash and Cash equivalents at the beginning of the year (D)**	**14.03**	23.64
E	**Cash and Cash equivalents at the end of the year (E)**	**10.67**	14.03

For, Pradeep K. Singhi & Associates
Chartered Accountants
FRN : 126027W

Pradeep Kumar Singhi
Partner
M. No. 200/24612
UDIN: 20024612AAAACD7824
Place : SURAT
Date : 30/06/2020

For, R & B DENIMS LIMITED

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

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

Sd/-
Jyoti Agarwal
Secretary

Sd/-
Perkin Jariwala
Chief Financial Officer

For the year ended March 31, 2020

(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 CONSOLIDATED FINANCIAL STATEMENTS:

Statement of compliance and basis of preparation

These consolidated 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").

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

All amounts included in the consolidated 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 consolidated financial statements have been prepared on going concern basis and 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 consolidated 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 consolidated financial statements are included in the following notes:

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

**As given in Company's Significant Accounting Policies in Standalone Financial Statements.*

Uncertainty relating to the global health pandemic on COVID-19

In assessing the carrying amounts of financials assets, inventory, receivables, advances, property plant and equipment, etc. as well as liabilities accrued, the Group has considered internal and external information up to the date of approval of these standalone financial statements including economic forecasts. Based on the current indicators of future economic conditions, the Group expects to recover these carrying amounts.

The impact of COVID-19 remains uncertain and may be different from what we have estimated as of the date of approval of these standalone financial statements and the Group will continue to closely monitor any material changes to future economic conditions.

3) SIGNIFICANT ACCOUNTING POLICIES

(A) Income Taxes:

Tax expense for the period comprises current and deferred tax. Income tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized in other comprehensive income in which case the tax also recognized in other comprehensive income and except to the extent that it relates to items recognized directly in equity. The tax currently payable is based on taxable profit for the period. Taxable profit differs from net profit as reported in the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

The Company elected to exercise the option permitted under Section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Company has re-measured its Deferred Tax Assets basis the rate prescribed in the said section. The full impact of this change has been recognised in the statement of Profit & Loss for the year.

Reconciliation of Effective Tax Rate

The reconciliation between the income before income taxes and the income tax provision to the amount computed by applying the statutory income tax rate is summarized below.

PARTICULARS	F.Y. 2019-20	F.Y. 2018-19
	Consolidated	Consolidated
Income Tax Recognised In Statement Of Profit And Loss		
Current Tax	1,92,22,775	2,44,25,851
Deferred Tax	-9,56,375	-32,94,258
Short/Excess Tax Provision of the earlier year	1,26,791	1,47,946
Total Income Tax Expenses	**1,83,93,191**	**2,12,79,539**
The income tax expenses for the year can be reconciled to the accounting profit as follows:		
Profit Before Tax (Before Exceptional Item)	5,55,20,938	7,67,60,536
Computed Tax Expense	1,49,75,040	2,32,16,315
Tax Effect of:		
Exempted Income	-6,95,095	-27,51,567
Expenses Allowed	-1,06,53,840	-3,16,21,434
Expenses Disallowed	1,55,96,671	3,56,72,952
Business Deduction	-	-90,415
Current Tax Provision (A)	**1,92,22,775**	**2,44,25,851**
Incremental Deferred Tax Liability on account of Property, Plant and Equipment and Other Intangible Assets	-6,12,898	-27,33,346
Incremental Deferred Tax (Asset)/Liability on account of Financial Assets and Other	-3,43,477	-5,60,912
Deferred Tax Provision (B)	**-9,56,375**	**-32,94,258**
Changes in depreciation calculation and Other calculation	-1,66,685	40,342
Tax paid as per assessment order for A.Y. 2016-17	-	1,937
Interest on Income Tax	2,93,476	1,05,667
Short/Excess Tax Provision of the earlier year (C)	**1,26,791**	**1,47,946**
Tax Expenses recognised in Statement of Profit and Loss (A+B+C)	**1,83,93,192**	**2,12,79,539**

(B) Principles of Consolidation:

The consolidated financial statement relates to R&B Denims Limited ("the Company") and its subsidiary entity (Partnership Firm). The consolidated financial statements have been prepared on the following basis:

(a) The financial statements of the company and its subsidiary entity are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra group transactions.

(b) Offset (eliminate) the carrying amount of the parent's investment in subsidiary entity and the parent's portion of equity of subsidiary entity.

(c) Non-Controlling Interest's share of consolidated subsidiary entity is identified and presented in the Consolidated Balance Sheet separate from liabilities and the equity of the Company's shareholders.

(d) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for the like transactions and other events in similar circumstances and are presented in the same manner as the company's separate financial statements.

Following Companies have been considered in preparation of Consolidated Financial Statements.

NAME OF COMPANY	NATURE OF INTEREST	COUNTRY OF INCORPORATION	PROFIT SHARING RATIO
RB Industries	Subsidiary entity	India	60%

(C) Other Significant Accounting Policies

These are set out under ''Significant Accounting Policies'' as given in the Company's Standalone Financial Statements.

4) Property, plant and equipment

(a) R&B Denims Limited

(Rs. In Lakhs)

PARTICULARS	BUILDING	LAND	BORE WELL	COMPUTER	ELECTRIFICATION	PLANT & MACHINERY	WATER TANK	VEHICLE	OTHERS	TOTAL	CAPITAL W.I.P
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**	-
Opening Gross Carrying Amount	631.51	-	1.26	6.95	159.57	3,254.02	2.98	7.21	0.24	**4,063.73**	-
Additions	-	-	-	0.76	-	211.50	1.94	12.29	-	**226.49**	-
Disposal/Adjustment	-	-	-	-	-	0.50	-	-	-	**0.50**	-
Closing gross carrying amount as at March 31, 2019	**631.51**	**-**	**1.26**	**7.71**	**159.57**	**3,465.02**	**4.91**	**19.49**	**0.24**	**4,289.72**	**-**
Accumulated amortization and impairment :											
Opening Accumulated Depreciation	109.67	-	0.69	4.70	56.13	1,279.74	1.10	3.42	-	**1,455.47**	-
Depreciation/Amortization charge during the year	49.90	-	0.20	1.65	20.32	436.01	0.10	1.22	-	**509.41**	-
Closing accumulated amortization	**159.57**	**-**	**0.90**	**6.35**	**76.46**	**1715.76**	**1.20**	**4.65**	**-**	**1,964.88**	-
Net carrying amount as at March 31, 2019	**471.94**	**-**	**0.36**	**1.36**	**83.11**	**1,749.26**	**3.71**	**14.85**	**0.24**	**2,324.83**	-
Opening Gross Carrying Amount	803.74	-	1.54	17.10	275.46	5,785.84	7.05	19.49	0.30	**6,910.51**	-
Additions	-	-	-	0.73	9.75	208.14	-	-	-	**218.62**	-
Disposal/Adjustment	-	-	-	-	-	-	-	-	-	**-**	-
Closing gross carrying amount as at March 31, 2020	**803.74**	**-**	**1.54**	**17.83**	**285.21**	**5,993.98**	**7.05**	**19.49**	**0.30**	**7,129.14**	**-**
Accumulated amortization and impairment :											
Opening Accumulated Depreciation	331.80	-	1.18	15.74	192.35	4,036.57	3.34	4.65	0.06	**4,585.68**	-
Depreciation/Amortization charge during the year	44.77	-	0.13	0.80	16.64	391.44	0.48	4.64	-	**458.90**	-
Closing accumulated amortization	**376.57**	**-**	**1.31**	**16.54**	**208.98**	**4,428.02**	**3.82**	**9.28**	**0.06**	**5,044.58**	**-**
Net carrying amount as at March 31, 2020	**427.17**	**-**	**0.23**	**1.28**	**76.22**	**1565.96**	**3.23**	**10.21**	**0.24**	**2084.55**	-

(b) RB Industries

(Rs. In Lakhs)

PARTICULARS	BUILDING	LAND	BORE-WELL	COMPUTER	ELECTRIFICATION	PLANT & MACHINERY	WATER TANK	VEHICLE	OTHERS	TOTAL	CAPITAL W.I.P
Net carrying amount as at March 31, 2018	152.48	202.51	-	0.33	79.30	2,909.88	-	-	-	**3,344.52**	-
Additions	-	-	-	-	-	3.98	-	-	-	**3.98**	2.77
Disposal/Adjustment	-	-	-	0.17	-	(0.69)	-	-	-	**0.48**	0.06
Closing gross carrying amount as at March 31, 2019	152.48	202.51	-	0.50	79.30	2913.22	-	-	-	**3,348.02**	2.71
Accumulated amortization and impairment :											
Opening Accumulated Depreciation	-	-	-	-	-	-	-	-	-	**-**	-
Depreciation/Amortization charge during the year	15.25	-	-	0.20	11.90	436.68	-	-	-	**464.03**	-
Closing accumulated amortization	**15.25**	**-**	**-**	**0.20**	**11.90**	**436.68**	**-**	**-**	**-**	**464.03**	-
Net carrying amount as at March 31, 2019	**137.23**	**202.51**	**-**	**0.30**	**67.41**	**2,476.54**	**-**	**-**	**-**	**2,883.99**	2.71
Opening Gross Carrying Amount	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	-
Additions	-	-	-	-	-	19.89	-	-	-	**19.89**	-
Disposal/Adjustment	-	-	-	-	-	0.02	-	-	-	**0.02**	2.71
Closing gross carrying amount as at March 31, 2020	137.23	202.51	-	0.30	67.41	2,496.41	-	-	-	**2,903.87**	**-**
Accumulated amortization and impairment :											
Opening Accumulated Depreciation	-	-	-	-	-	-	-	-	-	**-**	-
Depreciation/Amortization charge during the year	13.72	-	-	0.12	10.11	373.17	-	-	-	**397.13**	-
Closing accumulated amortization	**13.72**	**-**	**-**	**0.12**	**10.11**	**373.17**	**-**	**-**	**-**	**397.13**	**-**
Net carrying amount as at March 31, 2020	**123.51**	**202.51**	**-**	**0.18**	**57.30**	**2,123.24**	**-**	**-**	**-**	**2,506.74**	-

5) Investments

(Rs. In Lakhs)

PARTICULARS	AS AT	
	March 31, 2020	March 31, 2019
Financial instruments at FVTPL		
Equity instruments [Note 6.1]	98.84	98.84
Investment in Partnership Firm	-	-
Total	**98.84**	**98.84**

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

(Rs. In Lakhs)

PARTICULARS	AS AT	
	March 31, 2020	March 31, 2019
The Cosmos Co-operative Bank Ltd.	98.81	98.81
[Number of shares held as at March 31, 2020: 98811 and March 31, 2019: 98811]		
Sachin Udhyog Nagar Sahakari Mandali Ltd	0.03	0.03
[Number of shares held as at March 31, 2020: 50 and March 31, 2019: 50]		
Total	**98.84**	**98.84**

6) Other Financial Assets

(Rs. In Lakhs)

PARTICULARS	AS AT	
	March 31, 2020	March 31, 2019
Fixed Deposits with Banks		
Non – current	298.15	156.82
Current	34.76	231.75
Total	**332.91**	**388.56**

7) Other Assets

(Rs. In Lakhs)

PARTICULARS	AS AT	
	March 31, 2020	March 31, 2019
Non – Current		
Security Deposits	119.87	113.12
Balance with Excise, Customs, Income Tax and other authorities	0.34	84.84
	120.20	**197.97**
Current		
Prepaid Expenses	38.63	19.49
Advance to Suppliers	113.93	9.43
Balance with Excise, Customs, Income Tax and other authorities	1,212.53	1,151.39
	1,365.09	**1,180.31**
Total	**1,485.30**	**1,378.27**

8) Inventories

(Rs. In Lakhs)

PARTICULARS	AS AT	
	March 31, 2020	March 31, 2019
Raw Materials [including goods in transit - March 31, 2020: 20.41 lacs and March 31, 2019: 35.35 lacs]	1,001.94	1,888.43
Work-in-progress	378.11	343.32
Finished goods	1,288.81	709.72
Stores and spares	42.65	54.22
Total	**2,711.51**	**2,955.69**

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

9) Trade Receivables

(Rs. In Lakhs)

PARTICULARS	AS AT	
	March 31,2020	March 31,2019
Unsecured		
Considered Good	5,147.64	3,184.92
Doubtful	-	-
	5,147.64	**3,184.93**
Less : Allowance for expected credit loss	-	-
Total	**5,147.64**	**3,184.93**
Non – current	21.65	12.19
Current	5,125.99	3,172.73

10) Cash and cash equivalents

(Rs. In Lakhs)

PARTICULARS	AS AT	
	March 31, 2020	March 31, 2019
Balances with Banks		
Current accounts	6.51	8.41
Demand deposits*	-	-
Cash on hand	4.16	5.62
Total	**10.67**	**14.03**

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

11) Borrowings

(Rs. In Lakhs)

PARTICULARS	AS AT	
	March 31, 2020	March 31, 2019
Non - current Borrowings		
Secured		
Term Loans *	1,220.56	2,139.19
Car Loan	5.34	7.76
Unsecured	-	
Loan from Other Companies	434.18	197.41
Total	**1,660.08**	**2,344.37**
Current Borrowings		
Cash Credit	4,207.51	3,333.48
Total	**4,207.51**	**3,333.48**

***Term Loan(s) availed by the Company from Scheduled Banks under Multiple Banking arrangements.**

Term loan(s) from The Cosmos Co-Op Bank Limited of Parent Entity 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.

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

a) Plant and Machineries are imported or purchased.
b) Open Plot situated at plot no. B-16/11, The sachin udgyognagar Sahakari Mandali Ltd., known as Hojiwala Industrial Estate, R. S. No. 108/2, 108/1, 109, Block No. 116, 117, 118, Sachin-Palsana Highway Road, at Village Palsana, Dist. Surat, owned by guarantor Mr. Ankur Borana.
c) Open Plot situated at plot no. B-11/3, the sachin udgyognagar Sahakari Mandali Ltd., known as Hojiwala Industrial Estate, R. S. No. 100/2, Block No. 108, Sachin-Palsana Highway Road, at Village Palsana, Dist. Surat, owned by Plus Tech Engineering Pvt. Ltd. & proposed to be purchased by the Firm.
d) Open Plot & proposed construction (to be constructed by the Firm) thereon situated at plot No. B-11/12, The sachin udgyognagar Sahakari Mandali Ltd., known as Hojiwala Industrial Estate, R. S. No. 91,92 and 93, Block No. 99, 101, 102, Sachin-Palsana Highway Road, at Village Popada, Dist. Surat, owned by Plus Tech Engineering Pvt. Ltd. & proposed to be purchased by the Firm.
e) Personal gaurantee by the Directors - Mr. Amitkumar Dalmia, Mr. Deepakkumar Dalmia, Mr. Rajkumar Borana and Mr. Ankur Borana.

Term loan(s) from Kotak Mahindra Bank Ltd of Parent entity are secured by way of:

a) Offering Collateral Security in the form of registered mortgage of Residential Plot in the name of Director and his Spouse & also personal guarantee of the Director namely Mr. Amitkumar Dalmia, Mr. Deepak Dalmia, Mr. Rajkumar Borana & Mr. Ankur Borana.

**** Cash Credit facility**

From The Cosmos Co-op Bank Ltd & Axis Bank Ltd of Parent Entity are secured by.

a) Charge on all charge on all Current Assets of the Company & Pari Passu charges on the Facory Land & Building, in the name of Directors of the Company namely Mr. Amitkumar Dalmia, Mr. Deepak Dalmia, Mr. Rajkumar Borana & Mr. Ankur Borana and also their respective Personal Guarantee.

From The Cosmos Co-op Bank Ltd of Subsidiary Entity are secured by.

a) Charge on all charge on all Current Assets of the Firm.

Current maturities of term loans amounting to Rs. 1124.04 (March 31, 2019 and March 31, 2018: Rs 1398.37 and Rs 1484.16 respectively) is classified under "Other Current Financial Liabilities".

(Rs. In Lakhs)

TERMS OF REPAYMENT OF TERM LOANS AND OTHER LOANS		
PARTICULARS	**MONTHLY INSTALLMENT (RS IN LACS)**	**TOTAL PERIOD OF LOAN**
Cosmos-RB-TL 11080180693	54.94	72 Months + 12 months moratorium period
Term Loan – II	37.43	67 Months
Term Loan – III	3.87	78 Months + 6 months moratorium period
Kotak Mahindra–TL	16.65	60 Months

12) Provisions

(Rs. In Lakhs)

PARTICULARS	AS AT	
	March 31, 2020	March 31, 2020
Non-current		
Provision for Gratuity	25.23	22.44
Total	**25.23**	**22.44**
Current		
Provision for employee benefits	3.23	1.42
Others		
Provision - Other Taxes	853.40	246.68
Auditor's Remuneration	4.50	4.50
Internal Audit fees	1.13	1.13
GST / VAT Audit Fees	1.25	1.25
ROC Fees Payable	0.45	0.45
Electricity Expenses Payable	24.87	68.65
Total	**888.83**	**324.07**

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.

13) Trade Payables

(Rs. In Lakhs)

PARTICULARS	AS AT	
	March 31, 2020	March 31, 2019
Non-Current		
Trade Payables	0.65	-
Current		
Trade Payables	1,943.62	1,559.98
Total	**1,944.27**	**1,559.98**

14) Other Financial Liabilities

(Rs. In Lakhs)

PARTICULARS	AS AT	
	March 31, 2020	March 31, 2019
Current maturities of long term debt	1,124.04	1,398.37
Interest Payable and Due (Term Loan)	23.58	11.53
Creditors for capital goods	-	27.10
Total	**1,147.62**	**1,437.00**

15) Other current liabilities

(Rs. In Lakhs)

PARTICULARS	AS AT	
	March 31,2020	March 31,2019
Unearned Revenue	773.00	34.33
Lease Rent Payable	-	0.48
Professional Tax Payable	0.73	2.85
TDS / TCS Payable	8.78	13.91
Other Payables	283.27	268.18
Total	**1,065.79**	**319.74**

16) Employee Benefit Expenses

(a) Employee costs include:

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED	
	March 31, 2020	March 31, 2019
Salaries and wages		
Salary & Wages	1,177.12	1,120.01
Bonus	97.28	93.88
Leave Wages	46.86	46.55
Directors Sitting Fees	0.63	0.56
Partners Remuneration	48.00	96.00
Total	**1,369.89**	**1,357.00**
Contribution to provident and other funds	29.24	16.53
Staff Welfare expenses	20.03	20.81
Total	**1,419.16**	**1,394.34**

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

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED	
	March 31, 2020	March 31, 2019
Re-measurement of net defined benefit liability/(asset)	-	-
Return on plan assets excluding interest income	-	-
Actuarial loss/ (gain) arising from financial assumptions	4.17	0.61
Actuarial loss/ (gain) arising from demographic assumptions	-	-
Actuarial loss/ (gain) arising from experience adjustments	(13.73)	(3.68)
Total	**(9.55)**	**(3.07)**

(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.

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, 2020	March 31, 2019
Current service cost	10.64	8.95
Net interest on net defined benefit liability/(asset)	1.71	1.20
Net gratuity cost/(benefit)	**9.36**	**7.83**

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:

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED	
	March 31, 2020	March 31, 2019
Discount rate	6.59%+6.56%	7.64%+7.48%
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 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, 2020	March 31, 2019
Defined benefit obligation at the beginning of the year	22.44	15.37
Current service cost	10.64	8.95
Past service cost	-	-
Interest on obligation	1.71	1.20
Benefits paid	-	-
Re-measurement loss/(gains)	-	-
Actuarial loss/(gain) arising from financial assumptions	4.17	0.61
Actuarial loss/(gain) arising from demographic assumptions	-	-
Actuarial loss/(gain) arising from experience assumptions	(13.73)	(3.68)
Total	**25.23**	**22.44**

(d) Amount Recognized in the Balance Sheet

(Rs. In Lakhs)

PARTICULARS	AS AT	
	March 31, 2020	March 31, 2019
(Present Value of Benefit Obligation at the end of the Period)	(25.23)	(22.44)
Fair Value of Plan Assets at the end of the Period	-	-
Funded Status (Surplus/ (Deficit))	(25.23)	(22.44)
Net (Liability)/Asset Recognized in the Balance Sheet	**(25.23)**	**(22.44)**

(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, 2020	March 31, 2019
1st Following Year	0.11	0.12
2nd Following Year	0.39	0.38
3rd Following Year	0.53	0.62
4th Following Year	0.71	0.78
5th Following Year	0.86	0.91
Sum of Years 6 To 10	4.98	5.54
Sum of Years 11 and above	100.90	101.27

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, 2020	March 31, 2019
Projected Benefit Obligation on Current Assumptions	18.37	17.95
Delta Effect of +1% Change in Rate of Discounting	(4.12)	(3.31)
Delta Effect of -1% Change in Rate of Discounting	5.27	4.17
Delta Effect of +1% Change in Rate of Salary Increase	5.30	4.24
Delta Effect of -1% Change in Rate of Salary Increase	(4.21)	(3.42)
Delta Effect of +1% Change in Rate of Employee Turnover	0.12	0.53
Delta Effect of -1% Change in Rate of Employee Turnover	(0.32)	(0.80)

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.

17) Revenue from operations

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED	
	March 31, 2020	March 31, 2019
Sale of products	25,315.49	21,951.08
Export Sales (Trading)	-	2,004.10
Sale of services	-	15.52
Other operating revenue	379.78	474.23
Total	**25,695.27**	**24,444.93**

18) Other Income

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED	
	March 31, 2020	March 31, 2019
Interest income		
Interest on FDR	15.39	22.92
Interest on deposit with DGVCL	7.31	6.96
Interest - Other	0.07	1.90
	22.78	**31.78**
Dividend income	-	**2.62**
Other non-operating income		
Miscellaneous Income	2.23	-
	2.23	-
Total	**25.01**	**34.41**

19) Cost of Materials Consumed

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED	
	March 31, 2020	March 31, 2019
Consumption of Yarn	17,127.09	14,317.76
Consumption of Grey	264.30	(125.96)
Consumption of Coal/ Lignite	334.46	266.07
Consumption of Colour/ Chemical	2,198.45	1,666.80
Consumption of Stores/ Packing Materials	306.67	242.04
Total	**20,230.97**	**16,366.73**

20) Changes in inventories of finished goods, stock-in-trade and work-in-progress

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED	
	March 31, 2020	March 31, 2019
Closing Stock		
Finished products	1,288.81	709.72
Work-in-progress	378.11	343.32
	1,666.92	**1,053.04**
Less : Opening stock		
Finished products	709.72	1,290.43
Work-in-progress	343.32	212.74
	1,053.04	**1,503.17**
Decrease/(Increase)	**(613.88)**	**450.13**

21) Finance costs

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED	
	March 31, 2020	March 31, 2019
Interest expense		
Bank Interest on Cash Credit	274.51	255.36
Bank Interest on Term Loan	201.24	300.16
Bank Interest On LC Discounting (Bank)	-	0.38
Bank Interest On LC Discounting (Party)	-	-
Interest to Party	-	9.91
Interest on Deposit	8.25	-
Interest on loans	109.13	79.21
Total	**593.13**	**645.03**
Bank charges	12.30	54.70
Total	**605.43**	**699.73**

22) Other Expenses

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED	
	March 31, 2020	March 31, 2019
Advertisement Expense	0.41	0.18
Audit Fees	5.00	5.00
Beam Drawing Charges	-	-
Boiler Expenses	1.20	-
Brokerage and Commission	252.54	189.34
Clearing and Forwarding Charges (Export)	32.59	29.29
Computer Expenses	4.25	2.68
Conveyance Expenses	1.65	1.07
Courier Expenses	8.74	10.35
Corporate Social Responsibility	8.50	6.50
Donation	-	0.25
Exhibition Expense	3.15	-
Factory Expenses	3.15	4.90
Foreign Exchange Fluctuation	(68.66)	(33.23)
Freight and Transportation	48.74	89.33
Foreign Tours	0.56	4.66
Freight-Ocean (Export)	17.15	-
GST Lapses A/c	57.20	-
Internal Audit Fees	1.25	1.25
Inspection and Packing Charges	-	-
Insurance Expenses	24.23	17.18
Interest on late payment of TDS / GST and other charges	6.11	0.09
Job work charges	422.88	155.17
Listing Fees (IPO Exp)	3.94	-
Laboratory Expense	0.25	0.27
Lease Rent		
License Fees	1.60	0.22
Loading and unloading expenses	3.57	0.25
Membership & subscription	1.87	1.69
Miscellaneous Exp.	0.88	0.60
Pollution Control Exp	101.33	98.39
Power & Fuel Expense	1,531.69	1,227.26
Printing & Stationary	5.90	5.48
Professional & Legal Fees	53.86	51.46
Penalty	0.15	-
Rent Rate and Taxes	4.08	8.21
Repairs & Maintenance	54.79	38.62
ROC Exp.	0.09	0.24
RTA & Depository Expense	0.52	0.39
Sales Promotion Expenses	16.60	16.40
Sample Expense	0.78	-
Service Tax/ GST Paid	4.50	-
Telephone Expenses	0.76	0.31
Travelling Exps	4.37	5.15
GST Audit Fees	0.50	0.50
Maintenance Expense	0.59	0.68
Brokerage Charges – Sec.	0.49	-
Market to Market Loss	64.85	-
Other Charges – Sec.	0.06	-
Total	**2,688.67**	**1,940.15**

23) Earnings per share

(Rs. In Lakhs except per share data)

PARTICULARS	YEAR ENDED	
	March 31, 2020	March 31, 2019
Profit for the year	349.96	453.68
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	10
Basic earnings per share (Rs)	2.50	3.24
Diluted earnings per share (Rs)	2.50	3.24

*Weighted average number of shares, basic earnings per share and diluted earnings per share are represented in absolute amount.

EPS calculated on the basis of profit excluding OCI Income (In previous year EPS calculated including OCI Income)

24) 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.

25) Contingent Liabilities

(Rs. In Lakhs)

PARTICULARS	MARCH 31, 2020	MARCH 31, 2019
Guarantees in lieu of Deposit		
Dakshin Gujarat Vij Company Limited, Surat	47.71	47.71
Performance Guarantees		
Director of Foreign Trade, New Delhi	7.03	7.03
Director of Foreign Trade, New Delhi	0.63	0.63
Commissioner of Customs, Nhava Seva, Mumbai	133.50	133.50
Director of Foreign Trade, New Delhi	12.72	12.72
Director of Foreign Trade, New Delhi	2.80	2.80
Commissioner of Customs, Nhava Seva, Mumbai	3.00	3.00
Director of Foreign Trade, New Delhi	19.00	19.00
Director of Foreign Trade, New Delhi	1.07	1.07
Director of Foreign Trade, New Delhi	8.30	8.30
Director of Foreign Trade, New Delhi	0.20	0.20
Director of Foreign Trade, New Delhi	0.25	0.25
Director of Foreign Trade, New Delhi	7.68	7.68
Commissioner of Customs, Nhava Seva, Mumbai	0.50	0.50
Director of Foreign Trade, New Delhi	2.90	2.90

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.

26) 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, 2020	March 31, 2019
India	22,614.20	18,685.03
Rest of the world	2,701.29	5,285.67
Total	**25,315.49**	**23,970.69**

27) Share Capital

(Rs. In Lakhs)

PARTICULARS	AS AT	
	March 31, 2020	March 31, 2019
Authorised Capital		
25,500,000 Equity shares of Rs. 10/- each.	2,550.00	2,550.00
(2020 : 25,500,000, 2019 : 25,500,000)		
Issued, Subscribed and paid up capital		
13,994,688 Equity shares of Rs. 10/- each fully paid	1,399.47	1,399.47
(2020 : 13,994,688, 2019 : 13,994,688)		

(Rs. In Lakhs except No. of Shares)

(I) RECONCILIATION OF NUMBER OF SHARES AND EQUITY SHARE CAPITAL	AS AT MARCH 31, 2020		AS AT MARCH 31, 2019	
	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
Add : Increased during the year	-	-	-	-
Number of shares at the end	**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
Add : Issued during the year	-	-	-	-
Number of shares at the end	**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	MARCH 31, 2020	%	MARCH 31, 2019	%
Amit Kumar Dalmia	1,799,171.00	12.86	1,799,171.00	12.86
Deepak Dalmia	1,819,168.00	13.00	1,819,168.00	13.00
Rajkumar Mangilal Borana	2,052,921.00	14.67	2,052,921.00	14.67
Ankur Mangilal Borana	1,632,918.00	11.67	1,632,918.00	11.67
Rawat Khedia Silk Mills Pvt Ltd	1,500,000.00	10.72	1,500,000.00	10.72
Lalita Nareshkumar Borana	723,000.00	5.17	722,567.00	5.16

(iv) Other details of Equity Shares for a period of five years immediately preceding March 31, 2020:

PARTICULARS	AS AT				
	March 31, 2020	March 31, 2019	March 31, 2018	March 31, 2017	March 31, 2016
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	-	-	-	-	-
Aggregate number of shares bought back	-	-	-	-	-

28) Deferred Taxes

(a) R&B Denims Limited

Calculation of Temporary Differences and Deferred Tax-as at March 31,2020

(Rs. In Lakhs)

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	2084.55	2457.58	373.03	Deductible	93.88
Expenses u/s. 35D	-	141.60	141.60	Deductible	35.64
Expenses u/s. 43B	-	18.37	18.37	Deductible	4.62
TOTAL	**2084.55**	**2617.55**	**533.00**		**134.14**
Net DTA/(DTL) as on 31/03/2020					134.14
Net DTA/(DTL) as on 01/04/2019					124.97
Difference - Charged to P/L					**9.18**

(b) RB Industries

Calculation of Temporary Differences and Deferred Tax-as at March 31,2020

(Rs. In Lakhs)

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	2,506.74	2,506.74	-	Deductible	-
Expenses u/s. 35D	-	-	-	Deductible	-
Expenses u/s. 43B	-	6.87	6.87	Deductible	2.40
TOTAL	**2,506.74**	**2,513.61**	**6.87**		**2.40**
Net DTA/(DTL) as on 31/03/2020	-	-	-	-	2.40
Net DTA/(DTL) as on 01/04/2019	-	-	-	-	2.01
Difference - Charged to P/L	-	-	-	-	**0.39**

For, Pradeep K. Singhi & Associates
Chartered Accountants
FRN : 126027W

Sd/-
Pradeep Kumar Singhi
Partner
M. No. 200/24612
UDIN: 20024612AAAACD7824
Place : SURAT
Date : 30/06/2020

For, R & B DENIMS LIMITED

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

Sd/-
Jyoti Agarwal
Secretary

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

Sd/-
Perkin Jariwala
Chief Financial Officer

NOTICE OF THE TENTH ANNUAL GENERAL MEETING

TO,
THE MEMBERS

Notice is hereby given that the 10th Annual General meeting of members of **M/s. R & B DENIMS LIMITED** will be held on 26th day of September, 2020 at 03:00 p.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, 2020 including audited Balance Sheet as at 31st March, 2020 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

2. Declaration of dividend on Equity Shares.

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

4. To appoint the Auditors and authorize 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 company has obtained written consent from M/s. Pradeep K. Singhi & Associates, Chartered Accountants, Surat Company in terms of Section 139 of the Act and that they satisfy the criteria provided in Section 141 of the Act that they are eligible for appointment as Statutory Auditors of the Company. M/s. Pradeep K. Singhi & Associates, Chartered Accountants, Surat having ICAI Firm Registration No. 126027W has been appointed as Statutory Auditor, of the company in the conclusion of Annual General Meeting held for the financial year 2019-20 until the conclusion of the Annual General Meeting to be held for the financial year 2023-24 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, 2020 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 2020 and they may be paid a remuneration of Rs. 35,000/- (Rupees Thirty Five Thousand only) plus applicable GST 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 authorized 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 material Related Party Transactions and in this regard, to consider and if thought it, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT, pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and also pursuant to the consent of the Audit Committee and the Board of Directors, and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members be and is hereby accorded to the Company to approve all contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto), with 'Related Parties' within the definition of the Companies Act, 2013 and Listing Regulations, as more particularly enumerated in the explanatory statement to the Notice and on such terms and conditions as may be agreed between the Company and such related parties."

"RESOLVED FURTHER THAT, in this regard, the Board (hereinafter referred to as "the Board" which term shall include any Committee thereof) is hereby authorized to negotiate, finalize, vary, amend, renew and revise the terms and conditions of the transactions and enter into, sign, execute, renew, modify and amend all agreements, documents and letters thereof, from time to time."

"RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents and writings on an ongoing basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution."

Place: SURAT
Date: 12/08/2020

By Order of Board of Director

Sd/-
Jyoti Arun Agarwal
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 SATURDAY, SEPTEMBER 19, 2020 TO SATURDAY SEPTEMBER 26, 2020, BOTH DAYS INCLUSIVE.

8. ELECTRONIC COPY OF THE ANNUAL REPORT FOR FINANCIAL YEAR 2019-20 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 2019-20 IS BEING SENT IN THE PERMITTED MODE.

9. MEMBERS/ PROX HOLDERS/ AUTHORIZED REPRESENTATIVES ARE REQUESTED TO BRING THEIR COPY OF ANNUAL REPORT AND ATTENDANCE SLIP SENT HEREWITH, DULY FILLED IN FOR ATTENDING THE ANNUAL GENERAL MEETING.

10. MEMBERS MAY ALSO NOTE THAT THE NOTICE /OUTCOME OF THE 10TH AGM AND THE ANNUAL REPORT 2019-20 WILL BE AVAILABLE ON COMPANY'S WEBSITE, www.rnbdenims.com

11. 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.

12. 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.

13. 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.

14. 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

15. 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 23rd September, 2020 (9:00 am) and ends on 25th September, 2020 (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 19th September, 2020, 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 use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf

file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'

(ii) If your email ID is not registered, 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 jainam.shah9091@gmail.com 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

Place: SURAT
Date: 12/08/2020

By Order of Board of Director

Sd/-
Jyoti Arun Agarwal
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, 2020 as per the following details:

SR. NO.	NAME OF THE COST AUDITOR	AUDIT FEES (RS.)
1	M/s. V.M. Patel & Associates	35,000/-

In accordance with the provisions of Section 148 of the Act read with the Com panies (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, 2020.

None of the Directors / Key Managerial Personnel of the Company / their relatives is 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, has approved the Related Party Transaction the company has entered into during the financial year ended 31st March, 2020 as per the following details.

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), approval of the members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

The Company proposes to enter into contracts/ arrangements with related parties as mentioned below, which are in the ordinary course of business and on arm's length basis. Further, the estimated value of the proposed transaction is likely to exceed 10% of the annual consolidated turnover of the Company for the financial year ended on March 31, 2020 and therefore may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require the approval of the

Members by way of Ordinary Resolution for the transaction or transactions either individually or taken together with the previous financial year.

SR. NO.	NAME	RELATION	NATURE OF TRANSACTIONS	AMOUNT FOR FY 2019-20 (IN Lacs)	THRESHOLD FOR FY 2020-21 (IN Lacs)
1.	RB Industries	Sister Concern	Purchase of Grey Fabrics	9,127.01	Upto 15,000
			Job Work Income	458.05	
			Sales Income	2,538.24	
2.	Ricon Industries	Sister Concern	Purchase of Yarn	3493.68	Upto 5,000
			Factory Expense	1.17	

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

Place: SURAT
Date: 12/08/2020

By Order of Board of Director

Sd/-
Jyoti Arun Agarwal
Secretary

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

Route Map To Reach AGM Venue

The Annual General Meeting of the Company to be held on
26th September, 2020 at 3:00 PM

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



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	ANKUR BORANA
Date of Birth	07/07/1980
Date of Appointment	17/11/2010
Qualifications	B.Com
Expertise in specific functional areas	More than 15 years of highly experience in the field of Textile Industries
Directorships held in other companies (excluding foreign companies and Section 8 companies)	1. Borana Filaments Private Limited 2. Borana Automobiles Private Limited 3. Borana Industries LLP
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil
Number of shares held in the Company	1632918

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 members of the Company.

I hereby record my presence at the 10th Annual General Meeting of the Company at the Block no. 467, Sachin Palsana Road, Palsana, Surat, Gujarat – 394315, India, on Saturday, September 26, 2020, at 03:00 PM 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
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PROXY FORM

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

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

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

Name: _____

Email Id: _____

Address: _____

_____ Signature: _____

Or failing him / her

Name: _____

Email Id: _____

Address: _____

_____ Signature: _____

Or failing him / her

Name: _____

Email Id: _____

Address: _____

_____ Signature: _____

Or failing him / her

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the Company to be held Saturday, September 26, 2020, at 03:00 PM 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, 2020, together with the Reports of the Board of Directors and the Auditors thereon			
2	Approval of final Dividend			
3	Re-appointment of Mr. Ankur Mangilal Borana, (DIN: 01091164) who Retires by rotation			
4	Appointment of auditors and fix their remuneration			
	Special Business			
5	To approve the remuneration of the Cost Auditors for the Financial year ending March 31, 2020			
6	To approve material Related Party Transaction			

Signed on _____ day of _____2020

_____ _____

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*

Notes

Manufacturers Of Quality Denims

Block No. 467 Sachin
Palsana road, Palsana
Surat-394315

Contact: +91 9601281648
Website: www.rnbdenims.com