July 29, 2020

To,
The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001
BSE Code – 538119

Dear Sir/Madam,

**Re: Annual Secretarial Compliance Report for the Financial Year 2019-20**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), read along with SEBI Circular CIR/CFD/ CMD1/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report of the Company issued by M/s. Jainam N Shah & Co., Practicing Company Secretaries for the financial year 2019-20.

Kindly acknowledgement receipt

Thanking You,

Yours faithfully,

For, **R & B Denims Limited**

Amit Dalmia
(Whole-time Director)
DIN: 00034642

R&B Denims Ltd
Regd. Office : Block No. 467, Sachin Palsana Road, Palsana, Surat - 394 315, Gujarat, India.
Tel + 91 96012 81648 Website : www.rnbdenims.com
E mail :- info@rnbdenims.com CIN : L17120GJ2010PLC062949

JAINAM N SHAH & CO.
Company Secretaries
Phone: +91 982 539 0282
Email: jainam.shah9091@gmail.com

**ANNUAL SECRETARIAL COMPLIANCE REPORT**

(Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

**R & B Denims Limited ("the Company") for the Year Ended 31st March, 2020**

I, Shah Jainam Navinchandra, Proprietor of Jainam N Shah & Co. Practicing Company Secretaries, have been appointed by the Company to submit Annual Secretarial Compliance Report, pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year Ended 31st March, 2020.

I have examines:

(a) all the documents and records made available to me and explanation provided by the Company and its officers

(b) the filings/ submissions made by the Company to BSE Limited from time to time;

(c) website of the Company; and

(d) such other documents/ filings, made by the Company, which has been relied upon to make this certification

for the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (during the period under review not applicable to the Company)

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (during the period under review not applicable to the Company)

JAINAM N SHAH & CO. ★ COMPANY SECRETARY ★ SURAT

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (during the period under review not applicable to the Company)

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (during the period under review not applicable to the Company)

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013; (during the period under review not applicable to the Company)

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued there under by the concerned authority from time to time

Based on the above examination, I hereby report that, during the Review Period:

1) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| Sr. No. | Compliance Requirement (regulations/ circulars / guidelines including specific clause) | Deviations | Observations /Remarks of Practicing Company Secretary, if any |
|---|---|---|---|
| 1. | Reg. 25(6) of LODR Regulations, 2015. | Non appointment of Independent Directors & whole-time Directors whose term was expired within prescribed time. | 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. |
| 2. | Reg. 30 of LODR Regulations, 2015. | Non submission of Notice of Board Meeting to stock exchange for approval of notice of Extra ordinary General Meeting. | The company did not submitted to the exchange the notice of Board Meeting in which notice of Extra-ordinary meeting dated 30.05.2019 was approved. |
| 3. | Reg. 44 of LODR Regulations, 2015 | Details mentioned in the Resolution 1, 2, 3, & 7 states that the Promoter are interested in the resolution but the Votes are considered in XBRL | The company has mentioned that the promoters were interested in the Resolution 1, 2, 3 & 7 and has also inadvertently considered their votes in XBRL. |
| 4. | Reg. 34(1) of LODR Regulations, 2015. | Late submission of Annual Report to the exchange under Reg. 34(1) as amended and applicable w.e.f. 31.03.2019. | As explained by the Company Officials, the company has inadvertently filed the Annual Report of the company 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. Being 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. |

2) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those record

JAIKISHAN N SHAH & CO. SURAT COMPANY SECRETARY

3) The following are the details of actions taken against the Company/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No. | Action taken by | Details of violation | Details of Action Taken e.g. fines, warning letter, debarment | Observations /Remarks Practicing Company Secretary, if any |
|---|---|---|---|---|
| 1. | Bombay Stock Exchange | Discrepancy in XBRL related to considering votes of interested Promoters | Letter of Query raised by BSE instructing to submit a revised Voting Result in XBRL. | BSE instructed the company to rectify the error made while submitting the Voting Result in XBRL where the company had considered the votes of the interested Promoters of the company. The company had immediately rectified the error and had submitted the revised Voting Result in XBRL to BSE as on 05/06/2019 and had also replied to the letter sent by BSE along with the acknowledgement generated for submitting the revised Voting Result in XBRL. |
| 2. | Bombay Stock Exchange | Late submission of Annual Report | BSE levied a penalty of Rs. 46,000/- for late submission of 09th Annual Report of the company with the exchange within prescribed time. | BSE levied a penalty of Rs. 46,000/- for late submission of 09th Annual Report of the company with the exchange within prescribed time. However company vides its letter dated October 19, 2019 requested the exchange for waiver of the penalty as this was the first instance of default and was unintentional. The exchange considered the request of the company and granted waiver of the penalty levied by email dated January 07, 2020. |

4) -The Company has taken the following actions to comply with the observations made in previous reports ;

| Sr. No. | Observations by Practicing Company Secretary in previous reports | Observations made in Secretarial Compliance Report for the year ended.... | Action taken by the Company, if any | Comments of the Practicing Company Secretary on the action taken, if any |
|---|---|---|---|---|
| This being the first reporting since the notification of the requirement to submit this report, reporting on actions to comply with the observations made in previous reports does not arise. | | | | |

JAINAM N SHAH & CO.,
Company Secretaries

(Shah Jainam Navinchandra)
Proprietor
M. No.: 35397
C P No. 13108
UDIN: A035397B000520684

Place: Surat
Date: 29/07/2020

## 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.

JAINAM N SHAH & CO., SURAT, COMPANY SECRETARY

JAINAM N SHAH & CO.,
Company Secretaries

Place: Surat
Date: 29/07/2020

(Shah Jainam Navinchandra)
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