June 28, 2021

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

Script Code – 538119 **Trading Symbol: "RNBDENIMS"**

Dear Sirs / Madam,

Re: Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2021

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), read 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 ended 31st March, 2021.

We request to take the above on records.

Thanking You,

Yours faithfully,
For, R & B Denims Limited

R&B DENIMS LIMITED

Rajkumar Borana
(Managing Director)
DIN: 01091166

JAINAM N SHAH & CO.
Company Secretaries
Phone: +91 98253-90282
Email: jainam.shah9091@gmail.com

Secretarial Compliance Report of the R & B Denims Limited For the Financial Year Ended March 31, 2021

I, Jainam Navinchandra Shah, Proprietor of Jainam N Shah & Co. Practicing Company Secretaries, have examined:

(a) all the documents and records made available to me and explanation provided by the R & B Denims Limited ("the listed entity") and its officers;

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

(c) website of the listed entity; and

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

for the year ended 31st March, 2021 ("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;

(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; (Not Applicable during the review period)

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable during the review period)

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable during the Review Period)

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013; (Not Applicable during the Review Period)

(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.

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

1) The listed entity 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. 31(4) of SAST Regulations, 2011, as amended.	Delay in submission of disclosure of encumbrance shares directly or indirectly, for the financial year ended March 31, 2021.	As explained by the listed entity Officials, that the listed entity has filed late disclosure regarding encumbrance of any Equity shares of the promoters groups for the financial year ended March 31, 2021 as the applicability of the said regulation is for the 01st time after amendment and due to Covid-19 pandemic, situation is unsettle and therefore the delay of five days has been occurred. Further, there were no shares of the promoters and promoters group is encumbered in any manner.
2.	Second Proviso of Reg. 30(6) of LODR Regulations, 2015, as amended.	Audited Financial Results for the Quarter and Year ended 31st March, 2020 is submitted two and a half hour late after the Board approve in Board Meeting.	The Board Meeting for approval of Audited Financial Results for the Quarter and Year ended 31st March, 2020 is concluded at 7:30 PM on 30th June, 2020, and the financial results was submitted to BSE at 10:30 PM (approx.). The listed entity official explained that the delay was occurred due to power cut-off in the area where the registered office of the listed entity located. The said explanation for delay is also given to the BSE while submitting the said results.
3.	Reg. 17(2A) of LODR Regulations, 2015, as amended.	Inadvertent typo-graphical error in mentioning the presence of Independent Director in the Board Meeting dated 26th October, 2020.	As explained by the listed entity Officials, that deteriorating to mention the presence of Independent Director in the Board Meeting dated 26th October, 2020 was an inadvertent typo-graphical error. However the exchange issued the fine for the said error.

2) The listed entity 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.

3) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under

JAIN NAHATA & CO. SURAT COMPANY SECRETARY

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	Discrepancies in the filing of Corporate Governance Report (Regulation 27(2) of SEBI (LODR) Regulations 2015) submitted for the Quarter ended 31st December 2020.	BSE levied a fine of Rs. 10,000/- for not complied with Regulation 17 (2A) of SEBI (LODR), Regulations, 2015 for the Board meeting held on 26/10/2020.	The listed entity explains that Inadvertent typo-graphical error was occurred while mentioning the presence of Independent Director in the Board Meeting dated 26th October, 2020 but the BSE levied a fine of Rs. 10,000/- mentioning the non-compliance of Regulation 17(2A) of SEBI (LODR), Regulations, 2015 for the said Board meeting. The listed entity also submits supporting documents viz: Attendance Register, Minutes of Meeting and Letter from Independent director for presence in the said meeting to BSE however BSE not consider the application along with supporting documents for taking back the imposed fine and the listed entity paid the fine imposed by BSE.

4) The listed entity 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.... (The Years are to be mentioned)	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the action taken, if any
1.	Reg. 25(6) of LODR Regulations, 2015. Term of appointment of 4 Independent Directors & 3 Whole Time Directors was completed on 03.01.2019 but were not reappointed within prescribed time	2019-2020	The listed entity has complied with the requirements in the financial year 2019-20 itself.	None
2.	Reg. 30 of LODR Regulations, 2015 The listed entity did not submitted to the exchange the notice of Board Meeting in which notice of Extra-ordinary meeting dated 30.05.2019 was approved	2019-2020	Since then, there has been no such non-compliance occurred regarding intimation of notices to BSE under this regulation.	The necessary compliance was carried out by the listed entity.

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3.	Reg. 44 of LODR Regulations, 2015 BSE instructed the listed entity to rectify the error made while submitting the Voting Result in XBRL where the listed entity had considered the votes of the interested Promoters of the listed entity. The listed entity had immediately rectified the error and had submitted the revised Voting Result in X8RL 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.	2019-2020	Since then, there has been no such non-compliance occurred under the said regulation.	The necessary compliance was carried out by the listed entity.
4.	Reg. 34(1) of LODR Regulations, 2015 BSE levied a penalty of Rs. 46,000/- for late submission of 09th Annual Report of the listed entity with the exchange within prescribed time. However listed entity 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 listed entity and granted waiver or the penalty levied by email dated January 07, 2020.	2019-2020	Since then, there has been no delay in submission to be made to the exchanges under the said regulation.	The necessary compliance was carried out by the listed entity.

JAINAM N SHAH & CO.
Company Secretaries

JAINAM N SHAH & CO. SURAT COMPANY SECRETARIES

(Jainam Navinchandra Shah)
Proprietor
M. No.: 35397
CP No. 13108
UDIN: A035397C000528142

Place: Surat
Date: 28/06/2021

Note: Due to restricted movement amid COVID-19 pandemic, we are issuing this secretarial compliance report by examining the Secretarial Records including Minutes, Documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to me are true and correct. This Report is limited to the Statutory Compliances on laws / regulations / guidelines listed in our report of which, the due date has been ended/expired on or before March 31, 2021 pertaining to Financial Year 2020-21.

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 secretarial records is the responsibility of the management of the listed entity. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and processes as were 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 listed entity.

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

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 Annual Secretarial Compliance Report is neither an assurance as to future viability of the listed entity nor of the efficacy and effectiveness with which the management has conducted the affairs of the listed entity.

JAINAM N SHAH & CO.
Company Secretaries

JAINAM N SHAH & CO. SURAT COMPANY SECRETARY

(Jainam Navinchandra Shah)
Proprietor
M. No.: 35397
CP No. 13108
UDIN: A035397C000528142

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