May 25, 2022

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

Dear Sirs / Madam,

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2022

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 copy of Annual Secretarial Compliance Report issued by M/s. Jainam N Shah & Co., Practicing Company Secretaries for the financial year ended March 31, 2022.

We request to kindly take the same on records.

Thanking You,

Yours faithfully,
For, R & B Denims Limited

R&B DENIMS LIMITED

AMIT DALMIA
(Whole-time Director)
DIN: 00034642

Encl.: As above

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, 2022

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, 2022 ("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; (Not applicable during the review period)

(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.

JAINAM N SHAH & CO. SURAT COMPANY SECRETARY

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 as applicable to it.

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 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
NIL				

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. 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 the applicability of the said regulation is for the 01st time after amendment and due to Covid-19 pandemic, situation was 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.	2020-2021	Since then, there has been no such non-compliance occurred under the said regulation.	The necessary compliance was carried out by the listed entity.
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	2020-2021	Since then, there has been no such delay occurred under the said regulation.	The necessary compliance was carried out by the listed entity.

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	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. The exchange issued the fine for the said error however listed entity requested the exchange for waiver of the penalty and submitted supporting documents proving presence of Independent Director in the said meeting, Exchange considered the request of the listed entity and granted waiver for the imposed fine.	2020-2021	Since then, there has been no such typo-graphical error occurred 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 SECRETARY

(Jainam Navinchandra Shah)
Proprietor
M. No.: 35397
CP No. 13108
UDIN: A035397D000383019
PR No.: 1854/2022

Place: Surat
Date: 25/05/2022