May 30, 2023

To,
The Department of Corporate Services;
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Script Code – 538119

Sub - Annual Secretarial Compliance Report for the financial year ended on March 31, 2023.

Pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report issued by a Mr. Jainam Navinchandra Shah (M. No.: ACS-35397, COP No. 13108 & Peer Review Certificate No. - 1854/2022) of M/s. Jainam N Shah & Co., Practising Company Secretaries for the financial year 2022-2023.

You are requested to take above information on record.

Thanking you,

For, R & B Denims Limited

Jyoti Arun Agarwal

Digitally signed by Jyoti Arun Agarwal
DN: cn=Jyoti Arun Agarwal, c=IN, st=Gujarat, o=Personal, title=5352, serialNumber=72ecd363a8f024bf747 8a999e0b49de833aa189a0046c29cb9 caba2bc5891b1
Date: 2023.05.30 16:24:33 +05'30'

Jyoti Arun Agarwal
Company Secretary
M. No.: F-6250

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

Secretarial Compliance Report of R & B Denims Limited for the Financial Year Ended 31st March, 2023

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by R & B Denims Limited (hereinafter referred as 'the listed entity'), having its Registered Office at Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity 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:

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

(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, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2023 ("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;

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(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 and Sweat Equity) Regulations, 2021; (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 Securities) Regulations, 2021; (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.

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations/ Remarks by PCS
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10)of the Companies Act, 2013 and mandatorily applicable	Yes	
2	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI	Yes Yes	
3	Maintenance and disclosures on Website: • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website	Yes Yes Yes	
4	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	Yes	

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5	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	There is no Material Subsidiary of the Listed Entity during the review period.
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	Yes NA	
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.	Yes	

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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1	**Compliances with the following conditions while appointing/re-appointing an auditor**		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	There was no such event relating to resignation of Statutory Auditor during the review period.
2	**Other conditions relating to resignation of statutory auditor**		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed	NA	There was no such event relating to resignation of Statutory Auditor during the review period.

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	resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable. c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	NA	There was no such event relating to resignation of Statutory Auditor during the review period.



(a) (**) 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)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	SEBI, LODR	Regulation 33	Discrepancies in Consolidated Financial Results	Bombay Stock Exchange	Rectification in Consolidated Results	Discrepancy: In PDF Figures of Total Comprehensive Income for the year Not Tallying.	Nil	The necessary compliance was carried out by the listed entity	As explained by the listed entity officials that the 'Figures of Total Comprehensive Income for the Quarter ended March 2022' was wrongly mentioned due to incorrect excel calculation.	The Company has rectified the discrepancy and submitted to the exchange
2	SEBI, LODR	Regulation 33	Rectification in Total Finance Cost in Consolidated Segment Reporting for the Third quarter and Nine Months ended December 31, 2022	-	-	Rectification in Total Finance Cost in Consolidated Segment Reporting for the Quarter ended December 31, 2022 and Nine Months ended December 31, 2022.	Nil	The necessary compliance was carried out by the listed entity	Typological error was occurred in stating Figures of Total Finance Cost in Consolidated Segment Reporting. There is no Change in Standalone and Consolidated Financial result and the error occurred has no effect on the same.	The Company has rectified the error and submitted to the exchange

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3	BSE Circular No. 20220801-24 dated August 01, 2022	LODR	Submission of documents without Digital Signature Certification	-	-	Filing of Initiation of Board Meeting and Outcome of Board Meeting with exchange without using Digital Signature Certificate. The said files were submitted with Physical signatures with the exchange.	Nil	As explained by the listed entity Officials that the Initiation of Board Meeting and Outcome of Board Meeting dated 23/03/2023 are submitted with physical signature instead of using Digital Signature certificate inadvertently.	Management have taken all the necessary measures so that this type of error will not be repeated.	Since regular ized
4	Notice No. 20230127-37	LODR	Omission in Filing of announcements in XBRL format on BSE Listing Centre	-	-	Filing of Initiation of Board Meeting dated 23/03/2023 was not submitted in XBRL format on BSE Listing Centre. The said intimation has been submitted to the exchange in PDF file.	Nil	As explained by the listed entity Officials that the Initiation of Board Meeting dated 23/03/2023 was not submitted in XBRL format on BSE Listing Centre inadvertently.	Management have taken the necessary measures so that this type of error will not be repeated.	Since regular ized



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or 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: A035397E000417592
Peer Review No.: 1854/2022

Place: Surat
Date: 30/05/2023