Secretarial compliance report of M/sR & B Denims Limited
For the year ended 31.03.2024

To,
The Board of Directors
R & B Denims Limited
CIN: L17120GJ2010PLC062949
Block No. 467 Sachin Palsana Road, Palsana, Surat 394315

Auditor's Responsibility:

Our responsibility is to express an opinion on compliance of these acts, rules, regulations and circulars and maintenance of records based on our audit. We conducted our audit in accordance with the Secretarial Auditing Standards issued by the Institute of Company Secretaries of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about compliance of acts, rules, regulations and circulars and maintenance of records.

We further state that due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some material misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with standards.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

I, CS Ranjit Binod Kejriwal have examined the records of M/s R & B Denims Limited ("the Company") which comprises:

(a) All the documents and records made available to us and explanation provided by the Company
(b) The fillings/ submissions made by the listed entity to the stock exchanges,
(c) Website of the listed entity,
(d) Any other document/filling, as maybe relevant, which has been relied upon to make this certification.

For the financial year ended **31.03.2024** ("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 there under 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) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;



(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
(c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;**(Not applicable to the company during the review period)**
(e) SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;**(Not applicable to the company during the review period)**
(f) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021;**(Not applicable to the company during the review period)**
(g) SEBI (Prohibition of Insider Trading) Regulations, 2015 and circulars/guidelines issued thereunder;

And based on the above examination, I/We 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 Standard The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries 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 Regulation are adopted with the approval of board of director of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulation/circulars/guidelines issued by SEBI	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 of the Company are disqualified under Section 164 of Companies Act,2013	Yes	
5.	To examine details related to Subsidiaries of listed entities: (a)Identification of material subsidiary companies (b)Requirements with respect to disclosure of material as well as other subsidiaries	 Yes Yes	

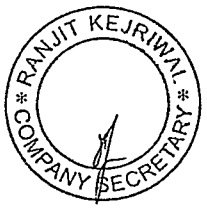
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6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulation and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations,2015	Yes	
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Director and the Committees at the start of every 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 translations (b)In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transaction were subsequently approved /ratified / rejected by the Audit committee	Yes NA	All related party transactions were done with prior approval of audit committee.
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 there under.	Yes	
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of insider trading),2015	No	Data related to resignation of Company Secretary was shared on 01/11/2023 in SDD software, but entered on 27/11/2023 due to technical glitch in the software. Hence delayed.
11.	Actions taken by SEBI or Stock Exchange(s),if any: No Action 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 Regulation and circulars/guidelines issued thereunder	Yes	
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation /circular/guidance note etc.	NA	There are no additional non compliances except those which are mentioned below in the table.

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

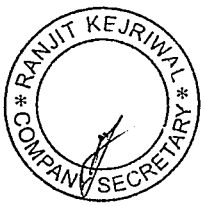
I hereby report that, during the Review Period:

(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.	1
Compliance Requirement (Regulations/ circular/guidelines Including specific clause	Regulation 30 of the of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Regulations/ Circular No.	Regulation 30 of the of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Deviations	Intimation of the Listing Approval received from BSE for listing of 2,00,00,000 Equity Shares has been wrongly filed by mentioning Premium of Rs 32 instead of Rs 30 on 28/03/2024 .
Action Taken by	-
Type of Action	-
Details of Violation	Initially Company has filed intimation of the Listing Approval received from BSE for listing of 2,00,00,000 Equity Shares on 28/03/2024by mentioning Premium of Rs 32 instead of Rs 30.
Fine Amount	-
Observations/Remarks of the Practicing Company Secretary	Initially the Company has filed intimation of the Listing Approval received from BSE for listing of 2,00,00,000 Equity Shares on 28/03/2024 by mentioning Premium of Rs 32 instead of Rs 30 and has rectified the error and filed a revised intimation of the Listing Approval by mentioning Rs 30 as a premium on 28/03/2024.
Management Response	The Company rectified the error and promptly filed the revised Intimation of the Listing Approval received from BSE for listing of 2,00,00,000Equity Shares by mentioning Correct Premium i.e. Rs 30 on 28/03/2024 i.e. on the same day of filing initial intimation.
Remarks	-

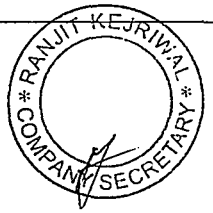
Sr. No.	2
Compliance Requirement (Regulations/ circular/guidelines Including specific clause	Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Regulations/ Circular No.	Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Deviations	Revised Corporate Governance Report for the Quarter and Year ended on 31.03.2024 filed on 27.04.2024
Action Taken by	-
Type of Action	-
Details of Violation	Due to a Typographical error one of the board meeting dated 12th March, 2024 was missed out to be mentioned in the Corporate Governance report or the Quarter and Year ended on 31.03.2024.
Fine Amount	-
Observations/Remarks of the Practicing Company Secretary	One of the board meeting dated 12th March, 2024 was missed out to be mentioned in the Corporate Governance Report filed on 20/04/2024 for the Quarter and Year ended on 31.03.2024due to a Typographical error. The company rectified the error and filed revised Corporate Governance Report on 27.04.2024 by adding the board meeting held on 12th March, 2024.
Management Response	Company rectified and again filed the Revised Corporate Governance Report for the Quarter and Year ended on 31.03.2024 on 27.04.2024 by adding the board Meeting held on 12th March, 2024.
Remarks	-



Sr. No.	3
Compliance Requirement (Regulations/ circular/guidelines Including specific clause	Circular No. LIST/COMP/13/2019-20 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Regulations/ Circular No.	Circular No. LIST/COMP/13/2019-20 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Deviations	Annual Report for the Financial Year 2022-2023 has not been filed in XBRL Mode.
Action Taken by	-
Type of Action	-
Details of Violation	As per BSE Circular Company was required to file Annual Report in PDF and XBRL Mode. However, Company has not filed the Annual Report in XBRL mode.
Fine Amount	-
Observations/Remarks of the Practicing Company Secretary	Company was required to file Annual Report in PDF and XBRL Mode, but Company has not filed Annual Report for the Financial Year 2022-2023 in XBRL Mode. However the Company filed the Annual Report for the financial year 2022–2023 on 28/05/2024
Management Response	The management filed the Annual Report for the financial year 2022–2023 on May 28, 2024, as soon as they came to know that the report had not been filed in XBRL mode.
Remarks	-

Sr. No.	4
Compliance Requirement (Regulations/ circular/guidelines Including specific clause	Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015
Regulations/ Circular No.	Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015
Deviations	Mis-Match in Profit before tax (PBT) in standalone Financial and Segment Reporting for the Quarter and Nine Months ended on 31/12/2023 in PDF file and in XBRL File.
Action Taken by	-
Type of Action	-
Details of Violation	There was a Mis-Match in Profit before tax (PBT) in standalone Financial and Segment Reporting for the Quarter and Nine Months ended on 31/12/2023 in PDF file and in XBRL File i.e. PBT mentioned in standalone Financial was Rs 783.317 (In Lakhs) while PBT mentioned in Segment Reporting was Rs 783.307 (In Lakhs).
Fine Amount	-
Observations/Remarks of the Practicing Company Secretary	Mis-Match in Profit before tax (PBT) in standalone Financial and Segment Reporting for the Quarter and Nine Months ended on 31/12/2023 in PDF file and in XBRL File. As it was due to rounding off figures no revised filing was made.
Management Response	Due to rounding off figures such mismatch of Profit before tax (PBT) arose in PDF file and in XBRL File.
Remarks	-

Sr. No.	5
Compliance Requirement (Regulations/ circular/guidelines Including specific clause	Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015



Regulations/ Circular No.	Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015
Deviations	Mis-Match in Profit before tax (PBT) in Consolidated Financial and Segment Reporting for the Quarter and Nine Months ended on 31/12/2023 in PDF file and in XBRL File.
Action Taken by	-
Type of Action	-
Details of Violation	There was a Mis-Match in Profit before tax (PBT) in Consolidated Financial and Segment Reporting for the Quarter and Nine Months ended on 31/12/2023 in PDF file and in XBRL File i.e. PBT mentioned in Consolidated Financial was Rs 785.255 (In Lakhs) while PBT mentioned in Segment Reporting was Rs 785.245 (In Lakhs).
Fine Amount	-
Observations/Remarks of the Practicing Company Secretary	Mis-Match in Profit before tax (PBT) in Consolidated Financial and Segment Reporting for the Quarter and Nine Months ended on 31/12/2023 in PDF file and in XBRL File. As it was due to rounding off figures no revised filing was made.
Management Response	Due to rounding off figures such mismatch of Profit before tax (PBT) arose in PDF file and in XBRL File.
Remarks	-

Sr. No.	6
Compliance Requirement (Regulations/ circular/guidelines Including specific clause	Regulation 30 of SEBI LODR, Chapter V of SEBI (ICDR) Regulations, 2018 (ICDR Regulations) ("ICDR Regulations") and BSE Notice No. 20230516-36.
Regulations/ Circular No.	Regulation 30 of SEBI LODR, Chapter V of SEBI (ICDR) Regulations, 2018 (ICDR Regulations) ("ICDR Regulations") and BSE Notice No. 20230516-36.
Deviations	Delay in filing disclosure in XBRL Mode for Issuance of Equity Shares pursuant to conversion of Warrants.
Action Taken by	-
Type of Action	-
Details of Violation	Company has Filed disclosure in XBRL Mode for Issuance of Equity Shares pursuant to conversion of Warrants after 24 hours of uploading PDF File i.e. 14/03/2024. The PDF file was uploaded on 12/03/2024
Fine Amount	-
Observations/Remarks of the Practicing Company Secretary	The company has filed PDF file for Issuance of Equity Shares pursuant to conversion of Warrants on 12/03/2024 and as per BSE Circular Company was also required to file the disclosure in XBRL Mode within 24 hours of uploading PDF File. However, the Company has filed the disclosure in XBRL Mode after 24 hours of uploading PDF File i.e. 14/03/2024.
Management Response	Due to technical issue, there was a delay in filing of disclosure in XBRL Mode i.e. after 24 hours of uploading PDF File.
Remarks	-

Sr. No.	7
Compliance Requirement (Regulations/ circular/guidelines Including specific clause	Regulation 47 of the SEBI (LODR) Regulations, 2015
Regulations/ Circular No.	Regulation 47 of the SEBI (LODR) Regulations, 2015
Deviations	In News Paper Advertisement of Audited Financial for Period ended 31st March 2023 heading contains word " Unaudited" instead of "Audited"
Action Taken by	-
Type of Action	-

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Details of Violation	In News Paper Advertisement of Audited Financial for Period ended 31st March 2023 heading contains word " Unaudited" instead of "Audited"
Fine Amount	-
Observations/Remarks of the Practicing Company Secretary	In News Paper Advertisement of Audited Financial for Period ended 31st March 2023 heading contains word "Unaudited" instead of "Audited" due to typographical error. As it is one-time publication, no revised publication made as there was no change occur in the Financial figures.
Management Response	Due to Typographical error, the word "Unaudited" was mentioned instead of "Audited" in News Paper Advertisement 's heading published for the Financial Results for the Period ended 31st March 2023.
Remarks	-

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

SR. NO.	1
Compliance Requirement (Regulations/ circular/guidelines Including specific clause	SEBI, LODR
Regulations/ Circular No.	Regulation 33
Deviations	Discrepancies in Consolidated Financial Results
Action Taken by	Bombay Stock Exchange
Type of Action	Rectification in Consolidated Results
Details of Violation	Discrepancy: In PDF Figures of Total Comprehensive Income for the year Not Tallying.
Fine Amount	Nil
Observations/Remarks of the Practicing Company Secretary	The necessary compliance was carried out by the listed entity
Observations made in the secretarial compliance report for the year ended.(the years are to be mentioned)	For the year ended 31-03-2023
Comments of the practicing company secretary on the actions taken by the listed entity.	The Company rectified the error and filed the revised Financial Result for the year ended on 31-03-2022 on 30-05-2022
Remedial actions, if any, taken by the listed entity	-
Management Response	As explained by the listed entity officials that the 'Figures Total Comprehensive Income for the Quarter ended March 2022'was wrongly mentioned due to incorrect excel calculation
Remarks	The company has rectified the discrepancy and submitted to the exchange

SR. NO.	2
Compliance Requirement (Regulations/ circular/guidelines Including specific clause	SEBI, LODR
Regulations/ Circular No.	Regulation 33
Deviations	Rectification in Total Finance Cost in Consolidated Segment Reporting for the Third quarter and Nine Months ended December 31 2022
Action Taken by	-

RANJIT KEJRIWAL * COMPANY SECRETARY *

Type of Action	-
Details of Violation	Rectification in Total Finance Cost in Consolidated Segment Reporting for the Quarter ended December 31, 2022 and Nine Months ended December 31, 2022.
Fine Amount	Nil
Observations/Remarks of the Practicing Company Secretary	The necessary compliance was carried out by the listed entity
Observations made in the secretarial compliance report for the year ended.(the years are to be mentioned)	For the year ended 31-03-2023
Comments of the practicing company secretary on the actions taken by the listed entity.	The Company rectified the error and filed the revised Consolidated Financial result for the Quarter and Nine Months ended December 31, 2022 on 10-05-2023
Remedial actions, if any, taken by the listed entity	-
Management Response	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.
Remarks	The Company has rectified the error and submitted to the exchange

SR. NO.	3
Compliance Requirement (Regulations/ circular/guidelines Including specific clause	BSE Circular No. 20220801- 24 dated August 01, 2022
Regulations/ Circular No.	LODR
Deviations	Submission of documents without Digital Signature Certification
Action Taken by	-
Type of Action	-
Details of Violation	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.
Fine Amount	Nil
Observations/Remarks of the Practicing Company Secretary	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.
Observations made in the secretarial compliance report for the year ended.(the years are to be mentioned)	For the year ended 31-03-2023
Comments of the practicing company secretary on the actions taken by the listed entity.	The Company has filed the outcome with Physical Signatures instead of Digital Signature which is in violation of BSE Circular.
Remedial actions, if any, taken by the listed entity	-
Management Response	Management have taken all the necessary measures so that this type of error will not be repeated.
Remarks	Since regularized

RANJIT KEJRIWAL * COMPANY SECRETARY *

SR. NO.	4
Compliance Requirement (Regulations/ circular/guidelines Including specific clause	Notice No. 20230127-37
Regulations/ Circular No.	LODR
Deviations	Omission in Filing of announcements in XBRL format on BSE Listing Centre.
Action Taken by	-
Type of Action	-
Details of Violation	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.
Fine Amount	Nil
Observations/Remarks of the Practicing Company Secretary	As explained by the listed entity Officials that the Initiation of Board Meeting dated 23/03/2023 was not submitted in XBRL format BSE Listing Centre inadvertently.
Observations made in the secretarial compliance report for the year ended.(the years are to be mentioned)	For the year ended 31-03-2023
Comments of the practicing company secretary on the actions taken by the listed entity.	The Company has not filed the Intimation of Board Meeting dated 23/03/2023 in XBRL format which is in violation of BSE Circular.
Remedial actions, if any, taken by the listed entity	-
Management Response	Management have taken the necessary measures so that this type of error will not be repeated.
Remarks	Since regularized

(c) During the year under review no appointment/ re-appointment/ resignation of statutory auditor of the company has occurred. The company has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 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	NA	As there is no resignation of Auditor, these clauses are not applicable
	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	NA	
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor	NA	

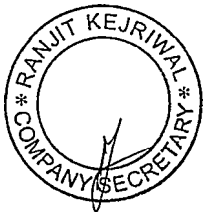
RANJIT KEJRIWAL * COMPANY SECRETARY *

	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.		
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.	NA	As there is no resignation of Auditor, these clauses are not applicable
	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 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.	NA	As there is no resignation of Auditor, these clauses are not 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.	NA	None
	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	NA	None

RANJIT KEJRIWAL * COMPANY SECRETARY *

	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	None

Date: 30/05/2024
Place: Surat



Signature:
Name of PCS: Ranjit Binod Kejriwal
FCS No.: 6116
C P No.: 5985
UDIN: **F006116F000502249**
PR: 12004GJ424500

This report is to be read with our letter dated 30th May, 2024 which is annexed and forms an integral part of this report.

To,
The Board of Directors
R & B Denims Limited
CIN: L17120GJ2010PLC062949
Block No. 467 Sachin Palsana Road,
Palsana, Surat-394315

Our report dated 30.05.2024 is to be read along with this letter:

1. Compliance with the provisions of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 and the SEBI regulations and Circulars is the responsibility of the management of the Company. My responsibility is to express an opinion on these compliances based on our 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 compliance of SEBI LODR, SEBI regulations and SEBI Circulars. The verification was done on test basis to ensure that correct facts are reflected in the compliance records. I believe that the processes and practices, we followed provide a reasonable basis for our 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 laws, rules and regulations and happening of events etc.

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

6. The Annual Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 30/05/2024
Place: Surat

Signature:
Name of PCS: Ranjit Binod Kejriwal
FCS No.: 6116
C P No.: 5985
UDIN: **F006116F000502249**
PR: 12004GJ424500