NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF R & B DENIMS LIMITED WILL BE HELD ON FRIDAY, 29TH MARCH, 2024 AT THE REGISTERED OFFICE OF THE COMPANY AT 01.00 P.M. TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

1. **Re-appointment of Mr. Deepak Dalmia (DIN: 00050547) as the Whole Time Director of the Company for the further period of 5 (Five) years and to increase the remuneration thereof.**

   To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION:**

   "RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force) in context of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), and the Articles of Association of the Company, and in pursuance to recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for the proposed re-appointment of **Mr. Deepak Dalmia (DIN: 00050547),** as the Whole time Director of the Company, for a further period of 5 (Five) years commencing from 30th May, 2024 to 29th May, 2029, on such terms and conditions as set out in the Explanatory Statement annexed hereto, with Liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling specified under the Act and as may be Approved by the Board of Directors.

   RESOLVED FURTHER THAT the remuneration payable to Mr. Deepak Dalmia (DIN: 00050547), Whole-time director, shall be as under:

   Remuneration: Rs. 85,000/- (Rupees Eighty-Five Thousand Only) per month exclusive of all perquisite.

   RESOLVED FURTHER THAT the consent and ratification of the Members of the Company be and is hereby accorded that **Mr. Deepak Dalmia (DIN: 00050547),** Whole-time director of the Company be paid remuneration by way of Salary of Rs. 85,000/- (Rupees Eighty-Five Thousand Only) per month, plus Perquisites and allowances starting from 01st April, 2024 as minimum remuneration for the remaining period in case the Company has no profits or its profit are inadequate.

   RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

   RESOLVED FURTHER THAT where in any financial year, during the currency of the tenure of Mr. Deepak Dalmia (DIN: 00050547), Whole-time director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole-Time Director of the Company, as approved by the Members in the Extra-Ordinary General Meeting held on 30th May, 2019 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Director or the Company Secretary thereof be and are hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of attachment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution."

2. **Re-appointment of Mr. Ankur Mangilal Borana (DIN: 01091164) as the Whole Time Director of the Company for the further period of 5 (Five) years and to increase the remuneration thereof.**

To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force) in context of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), and the Articles of Association of the Company, and in pursuance to recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for the proposed re-appointment of **Mr. Ankur Mangilal Borana (DIN: 01091164),** as the Whole time Director of the Company, for a further period of 5 (Five) years commencing from 30th May, 2024 to 29th May, 2029, , on such terms and conditions as set out in the Explanatory Statement annexed hereto, with Liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling specified under the Act and as may be Approved by the Board of Directors.

RESOLVED FURTHER THAT the remuneration payable to Mr. Ankur Mangilal Borana (DIN: 01091164), Whole-time director, shall be as under:

Remuneration: Rs. 1, 50,000/- (Rupees One Lakh Fifty Thousand Only) per month exclusive of all perquisite.

RESOLVED FURTHER THAT the consent and ratification of the Members of the Company be and is hereby accorded that Mr. Ankur Mangilal Borana (DIN: 01091164), Whole-time director of the Company be paid remuneration by way of Salary of Rs. 1, 50,000/- (Rupees One Lakh Fifty Thousand only) per month, plus Perquisites and allowances starting from 01st April, 2024 as minimum remuneration for the remaining period in case the Company has no profits or its profit are inadequate.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT where in any financial year, during the currency of the tenure of Mr. Deepak Dalmia (DIN: 00050547), Whole-time director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole-Time Director of the Company, as approved by the Members in the Extra-Ordinary General Meeting held on 30th May, 2019 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Director or the Company Secretary thereof be and are hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of attachment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution."

3. **Re-appointment of Mr. Amit Dalmia (DIN: 00034642) as the Whole Time Director of the Company for the further period of 5 (Five) years and increase in remuneration thereof.**

To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force) in context of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), and the Articles of Association of the Company, and in pursuance to recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for the proposed re-appointment of **Mr. Amit Dalmia (DIN: 00034642),** as the Whole time Director of the Company, for a further period of 5 (Five) years commencing from 30th May, 2024 to 29th May, 2029, on such terms and conditions as set out in the Explanatory Statement annexed hereto, with Liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling specified under the Act and as may be Approved by the Board of Directors.

RESOLVED FURTHER THAT the remuneration payable to Mr. Amit Dalmia (DIN: 00034642), Whole-time director, shall be as under:

Remuneration: Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month exclusive of all perquisite.

RESOLVED FURTHER THAT the consent and ratification of the Members of the Company be and is hereby accorded that Mr. Mr. Amit Dalmia (DIN: 00034642), Whole-time director of the Company be paid remuneration by way of Salary of Rs. 1, 50,000/- (Rupees One Lakh Fifty Thousand only) per month, plus Perquisites and allowances starting from 01st April, 2024 as minimum remuneration for the remaining period in case the Company has no profits or its profit are inadequate.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT where in any financial year, during the currency of the tenure of Mr. Deepak Dalmia (DIN: 00050547), Whole-time director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole-Time Director of the Company, as approved by the Members in the Extra-Ordinary General Meeting held on 30th May, 2019 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Director or the Company Secretary thereof be and are hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of attachment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution."

4. **Consider the increase in remuneration of Mr. Rajkumar Mangilal Borana (DIN: 01091166), Managing director of the company:**

To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT in partial modification of resolution passed in this regard by the members of the Company through Postal Ballot, Notice dated 10th May, 2023, conducted between 17th May, 2023 to 15th June, 2023 and pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 the consent of the Members of the Company, be and is hereby accorded to increase remuneration of **Mr. Rajkumar Mangilal Borana (DIN: 01091166),** Managing director of the Company, on the terms and conditions as approved by the Board on recommendation of Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the remuneration payable to Mr. Rajkumar Mangilal Borana (DIN: 01091166), Managing director, shall be as under:

Remuneration: Rs. 85,000/- (Rupees Eighty-Five Thousand Only) per month exclusive of all perquisite.

RESOLVED FURTHER THAT the consent and ratification of the Members of the Company be and is hereby accorded that Mr. Rajkumar Mangilal Borana (DIN: 01091166), Managing director of the Company be paid remuneration by way of Salary of Rs. 85,000/- (Rupees Eighty-Five Thousand only) per month, Perquisites and allowances starting from 01st April, 2024 as minimum remuneration for the remaining period in case the Company has no profits or its profit are inadequate.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT where in any financial year, during the currency of the tenure of Mr. Rajkumar Mangilal Borana (DIN: 01091166), Managing director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company, as approved by the Members in the through Postal Ballot, Notice dated 10th May, 2023, conducted between 17th May, 2023 to 15th June, 2023 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Director or the Company Secretary thereof be and are hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of attachment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution."

Date: 01st March, 2024
Place: Surat

For and on behalf of the Board of Directors
R & B Denims Limited

SD/-
Sujata Chirag Dudharejiya
Company Secretary & Compliance Officer

NOTES:

1. A member entitled to attend and vote at the Extra Ordinary General Meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. The instrument appointing the proxy, duly completed, must be deposited at the company's registered office **not less than 48 hours before the commencement of the meeting** (Extra Ordinary General Meeting). A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form for the EGM is enclosed.

2. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. Karta in case of HUF, partners/proprietors in case of firm attending and voting should affix the respective stamp of HUF or firm on the attendance sheet, Ballot paper or Proxy form.

4. Members/Proxy holders/ Authorized representatives are requested to bring their copy of Attendance slip sent herewith, duly filled-in for attending the Extra Ordinary General Meeting.

5. Members are requested to quote Folio number/ Client ID No. in all their correspondences.

6. Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (except Sunday and holidays) between 10.00 a.m. and 4.00 p.m. up to the date of the Extra Ordinary General Meeting.

7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the EGM.

8. The Shareholders are requested to direct change of address notifications and updates details to their respective Depository Participant(s).

9. Equity shares of the Company are under compulsory demat trading by all Investors.

10. The Notice of the EGM and instructions for e-voting along with the Attendance Slip and Proxy form, are being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participant(s), unless a member has requested for a physical copy of documents.

11. Members may also note that the Notice of the EGM will be available on Company's website i.e. https://rnbdenims.com/ and on website of BSE Limited at www.bseindia.com and on the website of

NSDL https://www.evoting.nsdl.com. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.

12. Members seeking any information/document as referred in the notice are requested to write to the Company on or before 27th March, 2024 through email at accounts@rnbdenims.com. The same will be addressed by the Company suitably.

13. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.

14. Members who have not registered their email addresses so far, are requested to register their email address for receiving all communication from the company electronically and quicker response to their queries to RTA or Company.

15. Members are requested to contact our Registrar and Transfer Agent for any query related to shares and other inquiry at following address: -**M/s. Bigshare Services Private Limited** Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai- 400093, Maharashtra Tel.: +91- 022 - 40430200 / 62638200, E-mail: investor@bigshareonline.com, Website: www.bigshareonline.com. Please Quote Folio No. / DP ID & CL ID for any communication for your shareholding.

16. The shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the **PAN Card**, **Passport**, **Aadhar Card** or driving license to enter the EGM hall.

17. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the EGM, is furnished as annexure to the Notice. The directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules there under.

18. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 22nd March, 2024.

19. The route map of the venue of Extra Ordinary General Meeting is appended to this report. The prominent land mark near the venue is White Lotus Industries Limited, Palsana, Surat- 394315

1. **Information and other instructions relating to e-voting are as under:**

I. Pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by NSDL.

II. The facility available for voting through polling paper will also be made available at the Extra-Ordinary General Meeting and members attending the Extra-Ordinary General Meeting, who have not already cast their votes by remote e-voting shall be able to exercise the right at the Extra-Ordinary General Meeting through polling paper.

III. Members who have cast their votes by remote e-voting prior to the Extra-Ordinary General Meeting may attend the Extra-Ordinary General Meeting but shall not be entitled to cast their votes again.

IV. Shri Ranjit Kejriwal, Practicing Company Secretary has been appointed to act as a scrutinizer to scrutinize the voting by Ballot Paper during the Extra-Ordinary General Meeting and the remote e-voting process in a fair and transparent manner.

V. If Members are opting for remote e-voting, they shall not vote by ballot paper and vice versa. However, in case Members cast their vote both by ballot paper and by remote e-voting, then voting done through remote e-voting shall prevail and voting done by ballot paper will be treated as invalid.

VI. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the cut-off date i.e. Friday, 22nd March, 2024.

VII. A person, whose name is recorded in the register of members as on the cut-off date, i.e. Friday, 22nd March, 2024 only shall be entitled to avail the facility of remote e-voting / voting.

VIII. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the Extra-Ordinary General Meeting and prior to the Cut-off date i.e. 22nd March, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the ballot process at the Extra-Ordinary General Meeting by following the procedure mentioned in this part.

IX. The e-voting facility will be start from 26th day of March, 2024 at 09:00 a.m. and will end on 28th day of March, 2024 on 05:00 p.m. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be automatically disabled for voting thereafter.

X. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

XI. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than two working days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company. The results shall be communicated to the Stock Exchanges.

XII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Friday, 29th March, 2024.

XIII. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Friday 22nd March, 2024, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in** or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on **www.evoting.nsdl.com** or call on toll free no. **022-48867000 and 022-24997000**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday 22nd March, 2024 may follow steps mentioned in the Notice of the Extra-Ordinary General Meeting under "Access to NSDL e-Voting system".

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 26th March, 2024 at 09:00 A.M. and ends on Thursday, 28th March, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of following method:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or

	www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider name and you will be redirected to e-Voting service provider website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 128058 then user ID is 128058001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

   (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

   (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" (E-voting Event Number) in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on **"VC/OAVM"** link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the Resolution(s), you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rbksurat@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five

unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@rnbdenims.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@rnbdenims.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Please note the following:

A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through e-voting. A person who is not a Member as on the cut-off date should treat this Notice of EGM for information purpose only.

Other information:
Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

Date: 01st March, 2024
Place: Surat

For and on behalf of the Board of Directors
R & B Denims Limited

SD/-
Sujata Chirag Dudharejiya
Company Secretary & Compliance Officer

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The members of the Company had appointed Mr. Deepak Dalmia as the Whole-Time Director of the Company for a period of five years with effect from 30th May, 2019 and the present term of his appointment would lapse on 29th May, 2024.

The Board, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, recommended the re-appointment of Mr. Deepak Dalmia as the Whole-Time Director, post completion of his present term, for a further period of five years i.e. from 30th May, 2024 to 30th May, 2029.

Mr. Deepak Dalmia, is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Whole-time Director of the Company. Mr. Deepak Dalmia satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

The broad terms and conditions of the proposed re-appointment of and remuneration payable to Mr. Deepak Dalmia is annexed herewith.

Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business has proposed to increase his remuneration alongwith re-appointment.

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Deepak Dalmia the Whole-Time Director, on recommendation of the Nomination and Remuneration Committee of the Company, has approved the proposal to increase the remuneration to Rs. 85,000/- per month with effect from 01st April, 2024, subject to the approval of shareholders, as set out in the resolution being item no. 1 of the accompanying notice.

Minimum Remuneration: Where in any financial year, during the currency of the tenure of Mr. Deepak Dalmia, as Whole-Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to them by way of salary, perquisites and allowances as specified in the resolution being item no. 1 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section, if subject to the following:

(i)The payment of remuneration is approved by a resolution passed by the Nomination and Remuneration Committee of Directors at a meeting held on 01st March, 2024.

(ii)Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director of the Company as approved by the members of the Company shall remain unchanged.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

Copy of Appointment Letter setting out terms and conditions of his appointment is available for inspection by Members as per details mentioned in the Notes.

Mr. Amit Dalmia and Mr. Deepak Dalmia, Directors of the company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 1. None of the other directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item No. 1.

Item No. 2

The members of the Company had appointed Mr. Ankur Mangilal Borana as the Whole-Time Director of the Company for a period of five years with effect from 30th May, 2019 and the present term of his appointment would lapse on 29th May, 2024.

The Board, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the re-appointment of Mr. Ankur Mangilal Borana as the Whole-Time Director, post completion of his present term, for a further period of five years i.e. from 30th May, 2024 to 30th May, 2029.

Mr. Ankur Mangilal Borana, is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Whole-time Director of the Company. Mr. Ankur Mangilal Borana satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

The broad terms and conditions of the proposed re-appointment of and remuneration payable to Mr. Ankur Mangilal Borana is annexed herewith.

Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business has proposed to increase his remuneration alongwith re-appointment.

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Ankur Mangilal Borana the Whole-Time Director, on recommendation of the Nomination and Remuneration Committee of the Company, has approved the proposal to increase the remuneration to Rs. 1, 50,000/- per month with effect from 01st April, 2024, subject to the approval of shareholders, as set out in the resolution being item no. 2 of the accompanying notice.

Minimum Remuneration: Where in any financial year, during the currency of the tenure of Mr. Ankur Mangilal Borana, as Whole-Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to them by way of salary, perquisites and allowances as specified in the resolution being item no. 2 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section, if subject to the following:

(i)The payment of remuneration is approved by a resolution passed by the Nomination and Remuneration Committee of Directors at a meeting held on 01st March, 2024.

(ii)Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director of the Company as approved by the members of the Company shall remain unchanged.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

Copy of Appointment Letter setting out terms and conditions of his appointment is available for inspection by Members as per details mentioned in the Notes.

Mr. Rajkumar Mangilal Borana and Mr. Ankur Mangilal Borana, Directors of the company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 2. None of the other directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item No. 2.

Item No. 3

The members of the Company had appointed Mr. Amit Dalmia as the Whole-Time Director of the Company for a period of five years with effect from 30th May, 2019 and the present term of his appointment would lapse on 29th May, 2024.

The Board, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the re-appointment of Mr. Amit Dalmia as the Whole-Time Director, post completion of his present term, for a further period of five years i.e. from 30th May, 2024 to 30th May, 2029.

Mr. Amit Dalmia, is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Whole-time Director of the Company. Mr. Amit Dalmia satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

The broad terms and conditions of the proposed re-appointment of and remuneration payable to Mr. Amit Dalmia is annexed herewith.

Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business has proposed to increase his remuneration alongwith re-appointment.

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Amit Dalmia the Whole-Time Director, on recommendation of the Nomination

and Remuneration Committee of the Company, has approved the proposal to increase the remuneration to Rs. 1, 50,000/- per month with effect from 01st April, 2024, subject to the approval of shareholders, as set out in the resolution being item no. 3 of the accompanying notice.

Minimum Remuneration: Where in any financial year, during the currency of the tenure of Mr. Amit Dalmia, as Whole-Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to them by way of salary, perquisites and allowances as specified in the resolution being item no. 2 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section, if subject to the following:

(i)The payment of remuneration is approved by a resolution passed by the Nomination and Remuneration Committee of Directors at a meeting held on 01st March, 2024.

(ii)Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director of the Company as approved by the members of the Company shall remain unchanged.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

Copy of Appointment Letter setting out terms and conditions of his appointment is available for inspection by Members as per details mentioned in the Notes.

Mr. Amit Dalmia and Mr. Deepak Dalmia, Directors of the company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3. None of the other directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item No. 3.

Item No. 4

To consider the increase in remuneration of Mr. Rajkumar Mangilal Borana (DIN: 01091166), Managing director of the company:

Mr. Rajkumar Mangilal Borana was appointed as Managing Director of the Company with effect from 01st September, 2023 through Postal Ballot Notice dated 10th May, 2023 conducted between 17th May, 2023 to 15th June, 2023.

Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business.

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Rajkumar Mangilal Borana, the Managing Director, on recommendation of the

Nomination and Remuneration Committee of the Company, has approved the proposal to increase the remuneration to Rs. 85,000/- per month respectively with effect from 01st April, 2024, subject to the approval of shareholders, as set out in the resolution being item no. 4 of the accompanying notice.

Minimum Remuneration: Where in any financial year, during the currency of the tenure of Mr. Rajkumar Mangilal Borana, as Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to them by way of salary, perquisites and allowances as specified in the resolution being item no. 4 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section, if subject to the following:

(i)The payment of remuneration is approved by a resolution passed by the Nomination and Remuneration Committee of Directors at a meeting held on 01st March, 2024.

(ii)Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company as approved by the members of the Company shall remain unchanged. Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

Mr. Rajkumar Mangilal Borana and Mr. Ankur Mangilal Borana, Directors of the company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4. None of the other directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item No. 4.

Date: 01st March, 2024
Place: Surat

For and on behalf of the Board of Directors
R & B Denims Limited

SD/-
Sujata Chirag Dudharejiya
Company Secretary & Compliance Officer

ANNEXURE TO NOTICE:

DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE ENSUING EXTRA-ORDINARY GENERAL MEETING:
(Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) and Secretarial Standard 2 issued by the Institute of Company Secretaries of India)

Name of Director	Mr. Deepak Dalmia	Mr. Ankur Mangilal Borana	Mr. Amit Dalmia
DIN No.	00050547	01091164	00034642
Date of Birth	29/11/1979	07/07/1980	27/08/1977
Qualification	B.Com	B.Com	H.S.C
Expertise in specific functional areas	Experience of more than 17 years of experience in the business of Textile and overall management of affairs of a corporate	More than 17 years of experience in the business of Textile and overall management of affairs of a corporate	More than 19 years of experience in the business of Textile.
Terms and Conditions of Appointment/Reappointment	As per the resolution at Item No. 1 of the Notice convening this meeting read with explanatory Statement, Mr. Deepak Dalmia is proposed to re-appointed as a Whole time Director for further period of five years.	As per the resolutions at Item No. 2 of the Notice convening this meeting, Mr. Ankur Mangilal Borana is proposed to Re-appointed as Whole time Director for further period of five years.	As per the resolutions at Item No. 3 of the Notice convening this meeting, Mr. Amit Dalmia is proposed to re-appointed as Whole time Director for further period of five years.
Remuneration last drawn	Rs. 62,500 p.m	Rs. 62,500 p.m	Rs. 62,500 p.m
Remuneration proposed	Rs. 85,000 p.m	Rs. 1,50,000 p.m	Rs. 1,50,000 p.m
Date of First Appointment	17/11/2010	17/11/2010	17/11/2010
Relationship with Directors/Key managerial Personnel	Mr. Deepak Dalmia is the brother of Mr. Amit Dalmia	Mr. Ankur Borana is brother of Mr. Rajkumar Borana	Mr. Amit Dalmia is the brother of Mr. Deepak Dalmia
List of Companies in which directorship is held as on 31st March, 2023	As attached below	As attached below	As attached below
Chairman / Member of the Committee of other Company	NIL	NIL	NIL
No. of Meetings of the Board Attended during the year	10	10	10

List of companies in which Mr. Deepak Dalmia holds directorship as on 31st March, 2023:

Sr. No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/ changed
1.	Bhagwati Syntex Private Limited	Director	50,000	01/06/2001
2.	R & B Denims Private Limited	Director	90,95,840	17/11/2010 03/01/2014
3.	Mayfair Vinimay Private Limited	Director	0	26/03/2011

List of companies in which Mr. Ankur Mangilal Borana holds directorship as on 31st March, 2023:

Sr. No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/ changed
1.	R & B Denims Limited	Whole time Director	81,64,590	17/11/2010 03/01/2014
2.	Borana Filaments Private Limited	Director	69,500	17/06/2021
3.	Borana Weaves Private Limited	Director	3,350	26/05/2021 17/11/2022

List of companies in which Mr. Amit Dalmia holds directorship as on 31st March, 2023:

Sr. No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/ changed
1.	Bhagwati Syntex Private Limited	Director	70,200	01/08/1999
2.	R & B Denims Private Limited	Whole-time director	89,95,855	17/11/2010 03/01/2014
3.	Mayfair Vinimay Private Limited	Director	0	26/03/2011

The Board of Directors recommends the proposed resolutions for acceptance by member.

Date: 01st March, 2024
Place: Surat

For and on behalf of the Board of Directors
R & B Denims Limited

SD/-
Sujata Chirag Dudharejiya
Company Secretary & Compliance Officer

Statement as required under Section II, Part II of the Schedule V to the Companies Act, 2013 with reference to the Special Resolution at Item No. 1,2, 3 & 4 of the Notice

<table>
<tr><td>I</td><td>General Information</td><td colspan="4"></td></tr>
<tr><td>1.</td><td>Nature of Industry</td><td colspan="4">Company is engaged in the business of Textile Manufacturing specially Denim Manufacturers.</td></tr>
<tr><td>2</td><td>Date of Commencement of Commercial Production</td><td colspan="4">Commercial operations commenced in the year 2010</td></tr>
<tr><td>3.</td><td>In case of new companies,expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td colspan="4">Not Applicable</td></tr>
<tr><td>4.</td><td>Financial Performance based on given indicators</td><td colspan="4">As per Consolidated Audited Financials (In Lakhs)
<table><tr><td>Particulars</td><td>Financial Year 2022-23</td></tr><tr><td>Paid up Capital</td><td>Rs. 1399.47</td></tr><tr><td>Reserves excluding Revaluation Reserves</td><td>Rs. 6528.62</td></tr><tr><td>Total Income</td><td>Rs. 26522.18</td></tr><tr><td>Total Expenses</td><td>Rs. 24635.49</td></tr><tr><td>Profit before Tax</td><td>Rs. 1886.69</td></tr><tr><td>Exceptional Item</td><td>Rs. 225.49</td></tr><tr><td>Tax Expenses</td><td>Rs. 564.56</td></tr><tr><td>Profit after Tax</td><td>Rs. 1547.63</td></tr></table></td></tr>
<tr><td>5.</td><td>Foreign investments or collaborators, if any</td><td colspan="4">The Company has not entered into any foreign collaboration and no direct capital investment has been made in the Company. Foreign investors, mainly comprising NRIs. are investors in the Company on account of past issuance of securities / purchase of shares of the Company from the secondary market.</td></tr>
<tr><td>II</td><td>Information about the Director</td><td>Mr. Rajkumar Mangilal Borana</td><td>Mr. Ankur Borana</td><td>Mr. Amit Dalmia</td><td>Mr. Deepak Dalmia</td></tr>
<tr><td>1.</td><td>Background details</td><td>As Per Explanatory Statement Item No. 4 above</td><td>As Per Explanatory Statement Item No. 2 above</td><td>As Per Explanatory Statement Item No. 3 above</td><td>As Per Explanatory Statement Item No. 1 above</td></tr>
<tr><td>2.</td><td>Past remuneration</td><td>Rs. 62,500 p.m</td><td>Rs. 62,500 p.m</td><td>Rs. 62,500 p.m</td><td>Rs. 62,500 p.m</td></tr>
<tr><td>3.</td><td>Recognition or awards</td><td>NIL</td><td>NIL</td><td>NIL</td><td>NIL</td></tr>
<tr><td>4.</td><td>Job profile and his suitability</td><td>As Per Explanatory Statement Item No. 4 above</td><td>As Per Explanatory Statement Item No. 2 above</td><td>As Per Explanatory Statement Item No. 3 above</td><td>As Per Explanatory Statement Item No. 1 above</td></tr>
</table>

5.	Remuneration proposed	As Per Explanatory Statement Item No. 4 above	As Per Explanatory Statement Item No. 2 above	As Per Explanatory Statement Item No. 3 above	As Per Explanatory Statement Item No. 1 above
6.	Comparative remuneration profile with respect to industry,size of the Company, profile of the position and person	Keeping in view the profile and the position, the remuneration is fully justifiable and comparable to that prevailing in the industry.			
7.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any	Mr. Deepak Dalmia is the brother of Mr. Amit Dalmia. Mr. Ankur Borana is brother of Mr. Rajkumar Borana.			
III	**Other Information**				
1.	Reasons of loss or inadequate profits	Due to recession and financial hardships, the profits may be inadequate. As the company is engaged in the manufacturing sector of Textile Industry which is highly dependent on the customers' needs and high machine cost. Due to the poor financial conditions of the Industry and change in the trends and fashion, Company may be affected and it may incur losses due to uncontrollable reasons, resulting in inadequate profits in some years to pay managerial remuneration.			
2.	Steps taken or proposed to be taken for improvement	The Company takes various steps on a regular basis such as cost control, improving efficiency, customer satisfaction etc.			
3.	Expected increase in productivity and profits in measurable terms	The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future.			
IV	**Disclosures**				
	The prescribed disclosures with respect to elements of remuneration package, Details of fixed component and performance linked incentives along with the performance criteria, Service contracts, notice period, severance fees and Stock option details of all Directors, as applicable, is as per terms of appointment. The company will make the required disclosures at the time of preparation of Corporate Governance Report for F. Y. 2023-24.				

Date: 01st March, 2024
Place: Surat

For and on behalf of the Board of Directors
R & B Denims Limited

SD/-
Sujata Chirag Dudharejiya
Company Secretary & Compliance Officer

ATTENDANCE SLIP

I hereby record my attendance at the Extra Ordinary General Meeting of the Company held on Friday, March 29, 2024 at Block No.467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat India at 01:00 P.M.

Name of the member(s):	
Registered Address:	

Folio No	
No. of Shares	

*DP ID	
*Client ID	

* Applicable to holders holding shares in demat/electronic form

_____

Shareholders Signature

Note:

1. Please fill this attendance slip and hand it over at the entrance of the Meeting Hall.
2. Members signature should be in accordance with the specimen signature in the Register of Members of the Company.
3. Members are requested to bring their copy of the Attendance Slip at the Extra Ordinary General Meeting of the Company.

Form MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) if the Companies (Management and Administration) Rules, 2014]

CIN: L17120GJ2010PLC062949

Name: R & B DENIMS LIMITED

Registered Office: BlockNo.467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat India

Name of the member(s):	
Registered Address:	
E-mail ID:	
Folio No/ *Client ID:	
*DP ID:	

*Applicable for holders holding shares in demat/ electronic mode

I/We, being the member(s) of …….. Shares of the above named company, hereby appoint

1. Name:……Address:……
   E-mail ID: ……..Signature: ……..**Or failing him**

2. Name:……Address:……
   E-mail ID: ……..Signature: …… **Or failing him**

3. Name:……Address:……
   E-mail ID: ……..Signature: ……

As my/our proxy to attend and vote (on a poll) for me/ us and my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Friday, March 29, 2024 at Block No.467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat India at 01:00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Special Resolution	For	Against
1	Re-appointment of Mr. Deepak Dalmia (DIN: 00050547) as the Whole time Director of the Company for the further period of 5 (Five) years and to increase the remuneration thereof.		
2	Re-appointment of Mr. Ankur Mangilal Borana (DIN: 01091164) as the Whole time Director of the Company for the further period of 5 (Five) years and to increase the remuneration thereof.		

3	Re-appointment of Mr. Amit Dalmia (DIN: 00034642) as the Whole time Director of the Company for the further period of 5 (Five) years and to increase the remuneration thereof.		
4	Consider the increase in remuneration of Mr. Rajkumar Mangilal Borana (DIN: 00034642), Managing director of the company.		

Signed this_____ day of March, 2024.

_____

Signature of Shareholder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Form MGT-12
Polling Paper
[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) if the Companies (Management and Administration Rules, 2014]

CIN: L17120GJ2010PLC062949
Name: R & B DENIMS LIMITED
Registered Office: Block No.467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat India

1. Name(s) of Member(s) (Including joint holders, if any) :

2. Registered address of the Sole/first named Member :

3. Registered folio No./ DP ID No./Client ID No.* (*Applicable to investors holding Shares in dematerialized form)

4. Number of Shares held :

5. I/We hereby exercise my/our vote in respect of the Resolution as set out in the Notice of Extra Ordinary General Meeting of the Company scheduled to be held on Friday, March 29, 2024 at Block No.467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat India at 01:00 P.M. which is proposed to be placed for consideration of members at the aforesaid EGM of the Company, by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (√) mark at the appropriate box below:

Sr. No.	Special Resolution	For	Against
1	Re-appointment of Mr. Deepak Dalmia (DIN: 00050547) as the Whole time Director of the Company for the further period of 5 (Five) years and to increase the remuneration thereof.		
2	Re-appointment of Mr. Ankur Mangilal Borana (DIN: 01091164) as the Whole time Director of the Company for the further period of 5 (Five) years and to increase the remuneration thereof.		
3	Re-appointment of Mr. Amit Dalmia (DIN: 00034642) as the Whole time Director of the Company for the further period of 5 (Five) years and to increase the remuneration thereof.		

4	Consider the increase in remuneration of Mr. Rajkumar Mangilal Borana (DIN: 00034642), Managing director of the company.		

Place: Surat ……
Date: (Member)

ELECTRONIC VOTING PARTICULAR

EVEN (E VOTING EVENT NUMBER)
128058

E-Voting shall remain start on Tuesday, 26th day of March, 2024 (9.00 a.m.) and will be open till Thursday, 28th day of March, 2024 till the close of working hours (i.e. 5.00 p.m.).

Note: Please read the instructions printed overleaf carefully before exercising your vote.

ROUTE MAP TO REACH THE EGM VENUE
Venue of the Extra Ordinary General Meeting of the Company to be held on
Friday, March 29, 2024 at 01.00 PM

Venue Address:
Block No.467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India.

