NOTICE OF 14TH ANNUAL GENERAL MEETING

Notice is hereby given that the 14th Annual General Meeting of the members of R & B Denims Limited ('the Company') will be held on Monday, the 30th day of September, 2024 at the registered office of the company situated at Block No. 467, Sachin Palsana Road, Palsana, Surat-394315,Gujarat at 11:30 AM IST to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the company for the financial year ended on 31st March, 2024, together with the Reports of the Board of Directors and Auditors thereon.

   "RESOLVED THAT the Audited Standalone and Consolidated Balance Sheet, Profit & Loss Account and Cash Flow Statement for the year ended 31st March, 2024 along with the Auditors' Report and Directors' Report, be and are hereby considered, adopted and approved"

2. To appoint a director in place of Mr. Deepak Dalmia, Whole-Time Director (DIN:00050547), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

   "RESOLVED THAT in accordance with the provision of Section 152(6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Deepak Dalmia, Whole-Time Director (DIN:00050547) who retires by rotation at this annual general meeting, be and is hereby reappointed as Whole-Time Director of the Company, liable to retire by rotation."

3. To approve the appointment of auditor to fill the casual vacancy and further for the term of five years and to fix their remuneration

   To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the company, the consent of the members be and is hereby accorded for the appointment of M/s R P R & Co., Chartered Accountants, Surat (Firm Registration No. 131964W) for the Financial Year 2024-25, as done by the Board to fill the casual vacancy caused by the resignation of M/s Pradeep K. Singhi & Associates, Chartered Accountants and to hold office until the conclusion of this 14th Annual General Meeting.

   RESOLVED FURTHER THAT the consent of the members be and is hereby accorded for the appointment of M/s R P R & Co., Chartered Accountants, Surat (Firm Registration No. 131964W), as Statutory Auditors of the Company for a term of five consecutive years, who shall hold office from the conclusion of this 14th Annual General Meeting till the conclusion of the 19th Annual General Meeting to be held in the year 2029 at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

SPECIAL BUSINESSES:

4. To ratify the remuneration of Cost Auditor for the financial year 2024-25.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the recommendation of the Audit Committee and approval of the Board of Directors, the remuneration, as set out in the statement annexed to the Notice convening this Meeting, to be paid to the **M/s V.M. Patel & Associates, Practising Cost Accountants (Firm Registration No. 101519)** appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year 2024-25, be and is hereby ratified."

5. To Consider and Approve Related Party Transactions.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 188 of the Companies Act, 2013 ("Act") read with Rules made there under, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with entities falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the course of the business on such material terms and conditions as detailed in the below mentioned table, the explanatory statement and as may be mutually agreed between related parties and the Company, for each of the financial years (FY), such that the maximum value of the Related Party Transactions with such parties, in aggregate, does not exceed value as specified under each category for each financial year, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and in respect of transactions with related parties under Section 2(76) of the Act, are at arm's length basis.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to enter into and/or continue to enter into contract(s)/arrangement(s)/ transaction(s) with M/s RB Industries and M/s Ricon Industries, partnership firm and material subsidiary of the company, the details of which are tabled hereunder, on such terms and conditions as approved by the Board of Directors/Audit Committee of the Company.

SN	**Description**	**Related Party 1**	
1.	Name of the related party	M/s RB Industries	
2.	Nature of relationship	Subsidiary	
3.	Type and Particulars of the proposed transaction	Purchase of goods	Sales of services (Job work)
4.	Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement	The Company undertakes transaction of purchase in the normal course of business of amount not exceeding Rs. 1000 crores for 5 years on terms and conditions that are generally	The Company undertakes transaction of sales in the normal course of business of amount not exceeding Rs. 250 crores for 5 years on terms and conditions that are generally prevalent in the

		prevalent in the industry segments that the company operates in.	industry segments that the company operates in.
5.	Tenure of the transaction	Contracts/arrangements with a duration upto 5 years	
SN	**Description**	**Related Party 2**	
1.	Name of the related party	M/s Ricon Industries	
2.	Nature of relationship	Subsidiary	
3.	Type and Particulars of the proposed transaction	Purchase of goods	Sales of goods/services
4.	Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement	The Company undertakes transaction of purchase in the normal course of business of amount not exceeding Rs. 500 crores for 5 years on terms and conditions that are generally prevalent in the industry segments that the company operates in.	The Company undertakes transaction of sales in the normal course of business of amount not exceeding Rs. 50 crores for 5 years on terms and conditions that are generally prevalent in the industry segments that the company operates in
5.	Tenure of the transaction	Contracts/arrangements with a duration upto 5 years	

RESOLVED FURTHER THAT the Board of Directors of the Company and the Audit Committee of the Committee of Directors thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as maybe required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

6. Appointment of Mr. Arvind Kumar Rathi (DIN: 07842066) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152and Schedule IV 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) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Arvind Kumar Rathi (DIN:07842066) be and is hereby appointed as a Non-Executive Independent Director of the company to hold the office for a term of five consecutive years starting from 30th September, 2024 till 29th September, 2029, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution."

7. Appointment of Mr. Nirmit Dalmia (DIN:10751198) as the Whole Time 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 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), 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 appointment of Mr. Nirmit Dalmia (DIN:10751198),as the Whole time Director of the Company, liable to retire by rotation for a period of 5 (Five) years commencing from 30th September, 2024 to 29th September, 2029, Company shall pay to Mr. Nirmit Dalmia remuneration of Rs, 75,000 per month, 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 in case of loss or inadequate profit Mr. Nirmit Dalmia shall be entitled to receive the remuneration as stated above as the Minimum Remuneration.

RESOLVED FURTHER THAT the Board of Directors 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."

8. Adoption of New Set of Memorandum of Association as per Companies Act, 2013.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), in accordance with Table A of Schedule I of the said Act, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval of Registrar of Companies and such other necessary statutory approvals and modifications if any, the approval of the members of the company be and is hereby accorded to substitute the existing Memorandum of Association ("MOA") of the company with a new set of MOA as per the provisions of the Companies Act, 2013 and amend the main objects by addition of words '*garments'* to the existing clause.

RESOLVED FURTHER THAT Clause III (A), III (B) and III(C) of the existing MOA be renamed and read as under: Clause 3(a) – 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:' Clause 3(b) – 'MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(a) ARE:' in accordance with Table A of Schedule I of the Act, and thereafter amendment of main objects, Clause 3(a) shall be read as mentioned below:

'To carry on the business of traders, exporters, importers, jobworkers, buyers, sellers, manufacturers and promoters of textile materials, fabrics, *garments*, print saris, bed sheets, cotton printed fabrics, fabric materials, art silk, silk, wool, jute, hemp, linen, flax and/or other fibrous substances and goods whether textile, felted, netted, embroidered or looped or otherwise.'

RESOLVED FURTHER THAT Clause IV be amended and read as under: Clause 4 – "The liability of the member(s) is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them."

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board) and/or Chief Financial Officer of the Company and/or Company Secretary of the Company, be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any

question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations in order to give effect to the above resolution."

9. Adoption of New Set of Articles of Association as per Companies Act, 2013.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 5, 14 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other necessary statutory approvals and modifications if any, as may be required or suggested by the Registrar of Companies and any other appropriate authorities, the new set of Articles of Association ("AOA"), be and are hereby approved and adopted in substitution to the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board) and/or Chief Financial Officer of the Company and/or Company Secretary of the Company, be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations in order to give effect to the above resolution."

10. Reclassification of Certain Persons of "Promoter Group" to "Public" Shareholder Category.

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations") and other applicable laws and subject to approval BSE Limited ("BSE") and such other approvals as may be necessary, the consent of the members be and is hereby accorded to reclassify the following persons from 'promoter/promoter group' category to 'public' category:

Sr. No.	Name of the persons	Number of Equity Shares held	% of shareholding
1.	Shashi Anand Dalmia	0	0%
2.	Rawatkhedia Processors Private Limited	0	0%

RESOLVED FURTHER THAT pursuant to provisions of 31A(3)(c) of SEBI LODR Regulations, the board hereby confirms that:

i. Company is and post reclassification will be compliant with the requirement for minimum public shareholding as required under Regulation 38 of SEBI LODR Regulations;
ii. Trading in company's shares has not been suspended by stock exchanges;
iii. The company does not have any outstanding dues to the Securities and Exchange Board of India, the stock exchanges or depositories.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and the reclassification, Mr. Rajkumar Mangilal Borana, Managing Director and / or the company secretary of the company be and are hereby jointly and/or severally authorised and empowered to sign and submit such intimations, disclosures, undertakings, confirmations, documents etc. as may be necessary, make application for reclassification to the Stock Exchange and to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem

proper, necessary, or expedient and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned matter.

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified by any director or the company secretary of the company be provided to the concerned persons/ authorities as may be necessary."

11. Authorizing the Board of Directors for Advancing Loans in excess of limits specified under Section 185 of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the members be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by entities covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Subsection 2 of the said Section upto an aggregate sum of Rs. 250 Crores (Rupees Two Hundred Fifty Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHERTHAT any of the directors of the company be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

12. Approval of Loans, Investments, Guarantee or Security under Section 186 of the Companies Act, 2013:

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section186 of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules,2014 and other applicable provisions, if any, of the Act(including any statutory modification(s) or re-enactment thereof for the time being in force),the consent of the members of the company be and is hereby accorded to the Board of Directors (including any Committee of Directors) subject to such other approvals, consent, sanctions as may be necessary including from banks and financial institutions, if any, any such other statutory approvals, if any, and such conditions as may be prescribed by any of the concerned authorities for;

a) giving any loan to any person or other body corporate
b) giving any guarantee or providing security in connection with a loan to any other body corporate or person and /or
c) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate

in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 250Crore (Rupees Two Hundred Fifty Crores Only), notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security provided, which shall be over and above (i) sixty per cent. of its paid-up share capital, free reserves and securities premium account or (ii) hundred per cent of its free reserves and securities premium account; whichever is more, from time to time.

RESOLVED FURTHER THAT any of the directors of the company be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

For and on behalf of the Board of Directors
R & B Denims Limited
Sd/-
Sujata Chirag Dudharejiya
Company Secretary

Date: 03/09/2024
Place: Surat

NOTES:

a. A statement pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act"), relating to the business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.

b. A member entitled to attend and vote at the annual 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 (on or before 30th September, 2024, 11:30 A.M. IST). 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. However, 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. The Proxy holders shall provide his identity at the time of attending the meeting. A proxy form for the AGM is enclosed.

c. Pursuant to Section 113 of the Companies Act, 2013, 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.

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

e. Pursuant to the provisions of section 148 of the Companies Act, 2013 and the Rules made thereunder, M/s V.M. Patel & Associates, Practising Cost Accountants (Firm Registration No. 101519) are appointed to conduct the audit of cost records of the company for the financial year 2024-25 by the board at the meeting held at 15th May, 2024, the remuneration set out in the statement annexed to the notice shall be ratified by the shareholders in the ensuing annual general meeting.

f. 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 Saturday, Sunday and holidays) between 10:00 a.m. and 4:00 p.m. up to the date of the Annual General Meeting.

g. Members seeking any information/document as referred in the notice are requested to write to the company on or before 30th September, 2024 through email at info@rnbdenims.com. The same will be addressed by the company suitably.

h. Members/Proxy holders/Authorized representatives are requested to bring Attendance slip sent herewith, duly filled-in for attending the Annual General Meeting.

i. Members are requested to quote Folio/DPID number in all their correspondences.

j. 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 AGM.

k. The Register of Contracts & arrangements in which director are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

l. The Register of Members and the Share Transfer Books of the Company will remain closed from 24th September, 2024 to 30th September, 2024 (both days inclusive).

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

n. Equity shares of the company are under compulsory demat trading by all Investors.

o. The Annual Report 2023-24, the Notice of the 14th AGM 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. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website atwww.rnbdenims.com, on website of BSE Limited at www.bseindia.comand 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.

p. Members may also note that the Notice of the 14th AGM and the Annual Report 2023-24 will be available on Company's website, www.rnbdenims.com.

q. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication from the company electronically and quicker response to their queries to company's Registrar and Share Transfer Agent, Bigshare Services Private Limited, by clicking the link: https://www.bigshareonline.com/InvestorRegistration.aspx or Company.

r. Members are requested to contact our Registrar and Transfer Agent for any query related to shares and other inquiry at following address:

Bigshare Services Private Limited
Office No. S6-2, 6th floor Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai - 400093, India.
Tel No : +91 22-62638200
Fax No : +91 22-62638299
Website:www.bigshareonline.com
E-Mail: info@bigshareonline.com
Please Quote Folio No. / DP ID & CL ID for any communication for your shareholding

s. 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 AGM hall.

t. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/reappointment at the AGM, 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.

u. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 23rd September, 2024.

v. The route map of the venue of the Annual General Meeting is appended to this report. The prominent land mark near the venue is Bhagyashree Logistics, Palsana Road, Surat.

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

I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by NSDL. The facility available for voting through polling paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise the right at the AGM through polling paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

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

III. Mr. Ranjit Binod Kejriwal, Practicing Company Secretary has been appointed to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper, in a fair and transparent manner.

IV. 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. 23rd September, 2024.

V. A person, whose name is recorded in the register of members as on the cut-off date, i.e. 23rd September, 2024 only shall be entitled to avail the facility of remote e-voting / as well as voting through the Polling Papers at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

VI. A person who has acquired the shares and has become a member of the company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 23rd September, 2024 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Polling Papers at the AGM by following the procedure mentioned in this part.

VII. The Remote e-voting period will commence on Friday, 27th September, 2024 at 9.00 a.m. and will end on Sunday, 29th September, 2024 at 5.00 p.m. During this period, the members of the Company holding shares as on the Cut-off date i.e. 23rd September, 2024, may cast their vote electronically. 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.

VIII. 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.

IX. The Scrutinizer, after scrutinizing the votes cast at the meeting (polling paper) and through remote e-voting, will, not later than 2 working days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the company. 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.

X. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 30th September, 2024.

XI. **Instructions to Members for e-voting are as under:**

The remote e-voting period starts on Friday, 27th September, 2024 on open of working hours (i.e 9:00 hours) and ends on, Sunday, 29th September, 2024, on the close of working hours (i.e. 17:00 hours). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2024.

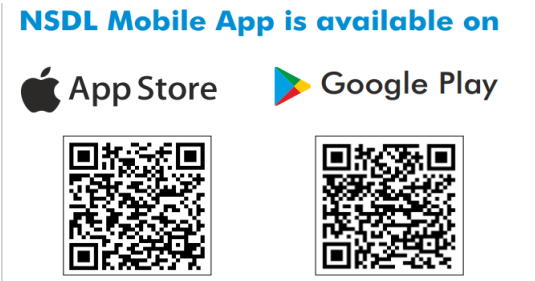
Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 23rd September, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.inor 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.comor call on toll free no. 1800 1020 990 and 1800 224 430 . 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. 23rd September, 2024 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

Step 1: Access to NSDL e-Voting system

P1. 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.comeither 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.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 2. 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 hold 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting

	during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.comand click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.comhome 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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

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.inor call at 022 - 4886 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.comor contact at toll free no. 1800 22 55 33

P2. Login Method for e-Voting 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 eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/with your existing IDEAS login. Once you log-in to NSDL eservices 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:
1. For Members who hold shares in	8 Character DP ID followed by 8 Digit Client ID

demat account with NSDL.	For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
2. 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**********
3. 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 131103 then user ID is 131103001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can use 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.commentioning 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period
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, 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/JPG 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.comwith a copy marked to evoting@nsdl.comInstitutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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.comor call on.: 022 - 4886 7000 or send a request to Ms. Sarita Mote at evoting@nsdl.com

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 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 shareholders 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 for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.comfor 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 AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

   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 AGM through polling paper. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

Other information:

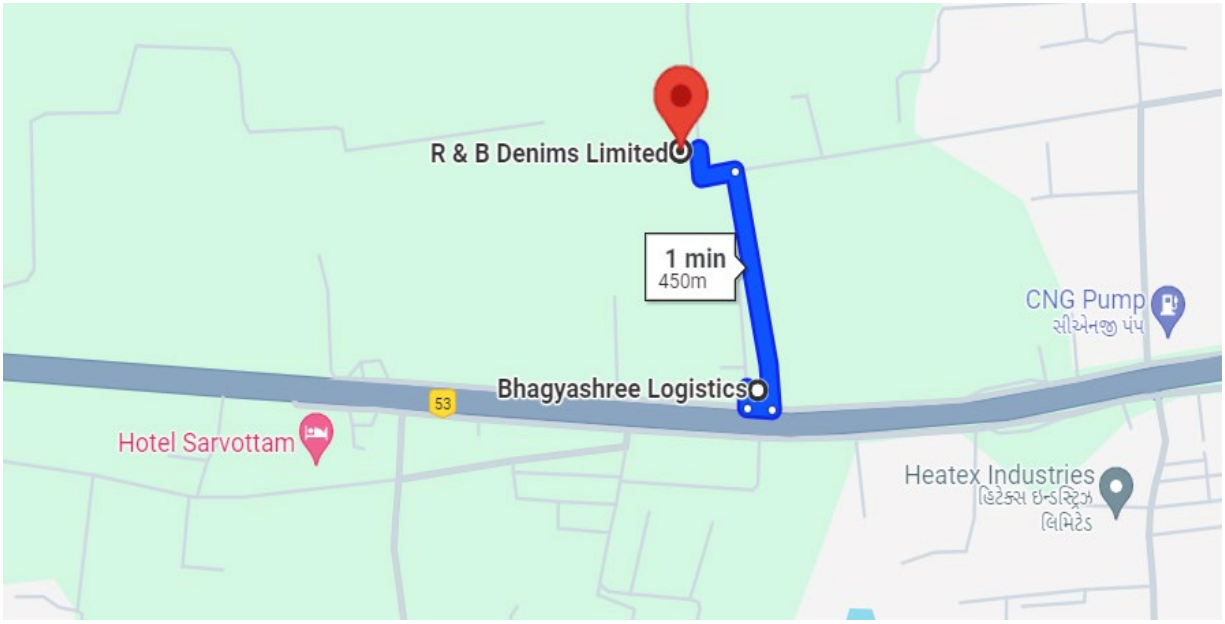
1. Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

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

Sd/-
Sujata Chirag Dudharejiya
Company Secretary

Date: 03/09/2024
Place: Surat

THE ROUTE MAP OF VENUE OF THE 14TH ANNUAL GENERAL MEETING OF THE COMPANY.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 3

Since the previous auditors M/s Pradeep K. Singhi & Associates, Chartered Accountants have resigned as Statutory Auditors of the Company, it has a caused vacancy. To fill such casual vacancy, the Board of Directors of the Company in their meeting held on 27th June, 2024, based on recommendation of Audit Committee, recommended for approval members appointment of M/s R P R & Co., Chartered Accountants, Surat (Firm Registration No. 131964W) as the Statutory Auditors of the Company upto the 14th Annual general Meeting of the Company and thereafter for 5 (five) consecutive Years from the conclusion of this AGM till the conclusion of the 19thAGM.

On the recommendation of the Audit Committee, the Board of directors recommends, the fees of Rs. 5,50,000/- p.a for the financial year 2024-25 in comparison to Rs. 3,00,000/-p.a. given to the outgoing auditors. A long time has been passed since the last fees were decided with the auditors, since then, the work profile as well the compliances of the company have changed to a significant extent. Hence, the proposed fees have been decided by the Board of Directors on recommendation with the Audit Committee. Other various parameters like capability to serve a diverse and complex business of the Company, for appointment of Statutory Auditor have also been considered.

M/s. R P R & Co. (FRN 131964W), Chartered Accountants firm, is a renowned CA firm based in Surat. The firm is primarily engaged in providing audit and assurance service to its clients. M/s. R P R & Co. have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act. The Board recommends the Resolution set out at Item No.3 of the Notice for approval by the members by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, are interested in this Resolution.

Item No. 4

As per the provisions of Section 148 of the Companies Act, 2013 ('the Act') read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have an audit of its cost records conducted by a cost accountant in practice for products covered under the Companies (Cost Records and Audit) Rules, 2014.

The Board, based on the recommendation of the Audit Committee, has approved the appointment of M/s V.M. Patel & Associates, Practising Cost Accountants (Firm Registration No. 101519) as the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year 2024-25, at a remuneration of Rs. 35,000/- (Rupees Thirty Five Thousand only) plus applicable taxes. In accordance with Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors, for the financial year 2024-25.

The Board commends ratification of remuneration of Cost Auditors, as set out in Resolution no. 4 of the Notice for approval by the Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution.

Item No. 5

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'),approval of the members through members' resolution is required for all material related party transactions. The Company proposes to enter into

contracts/ arrangements with related parties as mentioned below, which are in the ordinary course of business and on arm's length basis. Further, the estimated value of the proposed transaction is likely to exceed 10% of the annual consolidated turnover of the Company and therefore may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations.

Thus, these transactions would require the approval of the Members by way of Ordinary Resolution for the transaction or transactions either individually or taken together with the previous financial year. All the contracts/arrangements and the transactions with related parties are reviewed and approved by the Audit Committee.

The details of transactions that require approval are given below:

SN	**Description**	**Related Party 1**	
1.	Name of the related party	M/s RB Industries	
2.	Nature of relationship	Subsidiary	
3.	Type and Particulars of the proposed transaction	Purchase of goods	Sales of services (Job work)
4.	Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement	The Company undertakes transaction of purchase in the normal course of business of amount not exceeding Rs. 1000 crores for 5 years on terms and conditions that are generally prevalent in the industry segments that the company operates in.	The Company undertakes transaction of sales in the normal course of business of amount not exceeding Rs. 250 crores for 5 years on terms and conditions that are generally prevalent in the industry segments that the company operates in.
5.	Tenure of the transaction	Contracts/arrangements with a duration upto5 years	
6.	Value of the proposed transaction	Purchase upto a value of Rs. 200 crores p.a. for a period of 5 years	Sales upto a value of Rs. 50 crores p.a. for a period of 5years.
7.	Percentage of annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Upto76.26% of the turnover of the company per annum.	Upto 19.06% of the turnover of the company per annum.
8.	Benefits of the proposed transaction	The business model of the company requires the company to enter into purchase and sales transaction with the partnership firm.	
9.	Details of the valuation report or external party report (if any) enclosed with the Notice	NOT APPLICABLE	
10.	Name of the Director or Key Managerial Personnel, who is related or interested	Amit Dalmia and Rajkumar Mangilal Borana.	
11.	Additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	NOT APPLICABLE	
12.	Any other information that may be relevant	NIL	

SN	Description	Related Party 2	
1.	Name of the related party	M/s Ricon Industries	
2.	Nature of relationship [including nature of its interest	Subsidiary	
3.	Type and Particulars of the proposed transaction	Purchase of goods	Sales of goods/services
4.	Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement	The Company undertakes transaction of purchase in the normal course of business of amount not exceeding Rs. 500 crores for 5 years on terms and conditions that are generally prevalent in the industry segments that the company operates in.	The Company undertakes transaction of sales in the normal course of business of amount not exceeding Rs. 50 crores for 5 years on terms and conditions that are generally prevalent in the industry segments that the company operates in.
5.	Tenure of the transaction	Contracts/arrangements with a duration upto5 years	
6.	Value of the proposed transaction	Purchase upto a value of Rs. 100 crores p.a. for a period of 5 years.	Sales upto a value of Rs. 10 crores p.a. for a period of 5 years.
7.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Upto38.13% of the turnover of the company per annum.	Upto 3.81% of the turnover of the company per annum.
8.	Benefits of the proposed transaction	The business model of the company requires the company to enter into purchase and sales transaction with the partnership firm.	
9.	Details of the valuation report or external party report (if any) enclosed with the Notice	NOT APPLICABLE	
10.	Name of the Director or Key Managerial Personnel, who is related or interested	Amit Dalmia, Deepak Dalmia, Rajkumar Mangilal Borana and Ankur Mangilal Borana.	
11.	Additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	NOT APPLICABLE	
12.	Any other information that may be relevant	NIL	

Except Mr. Rajkumar Mangilal Borana, Mr. Ankur Mangilal Borana, Mr. Amit Dalmia, Mr. Deepak Dalmia and their relatives, to the extent of their shareholding, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out at Item No. 5.

The Board recommends the Resolution set out at Item no. 5 of the Notice for approval of the Members. This Explanatory Statement may also be regarded as a disclosure under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board recommends this resolution for your approval.

Item No. 6

The Board of Directors of the Company at its meeting held on 03rd September, 2024, recommended for the approval of the members, the appointment of Mr. Arvind Kumar Rathi as an Independent Director of the company, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, on recommendation of Nomination and Remuneration Committee of the Board.

As per the provisions of Companies Act, 2013, Independent Directors shall be appointed for not more than two terms of five years each and that the Independent Directors shall not be liable to retire by rotation at the Annual General Meeting.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013. Accordingly, the Independent Directors will serve a maximum of two tenures of five years each on the Board of the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Arvind Kumar Rathi (DIN: 07842066), being eligible have offered himself for appointment as an Independent Director of the Board of the Company. In line with the requirements of Companies Act, 2013, it is therefore proposed to appoint him as independent director and his details are mentioned in the Annexure to this notice.

Mr. Arvind Kumar Rathi, aged 39 years, the proposed independent director has completed Bachelor of Commerce with specialization in Accounting from Jainarayan Vyas University Jodhpur, Rajasthan in 2006. He has accomplished degree of Chartered Accountant and Company Secretary in 2011. He is an expert in the field of accountancy, finance, taxation and compliance and has an experience of more than 10 years.

The profile and specific areas of expertise of Mr. Arvind Kumar Rathi and other relevant information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations') and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the Annexure to this Notice.

Mr. Arvind Kumar Rathi, is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given the following:

(i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
(ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified for being appointed as Directors under subsection (2) of Section 164 of the Companies Act, 2013, and
(iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Arvind Kumar Rathi, fulfill the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than Mr. Arvind Kumar Rathi for his respective appointment, is concerned or interested, financially or otherwise, in these Resolutions. The Board recommends the Special Resolution set out at item no. 6 for approval of the Member.

Item No. 7

The Board of Directors of the Company at its meeting held on 03rd September, 2024, recommended for the approval of the members, the appointment of Mr. Nirmit Dalmia as a Whole-Time Director of the company, in terms of Section 196,197 and 203 read with Schedule V of the Companies Act, 2013, on recommendation of Nomination and Remuneration Committee of the Board. The Board is of the opinion that the appointment and presence of Mr. Nirmit Dalmia on the Board will be desirable, beneficial and in the best interest of the company.

Mr. Nirmit Dalmia, is not disqualified from being 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. Nirmit 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. Nirmit Dalmia are as under:

1. **Period of Appointment:** Appointment for a term of 5 (five) consecutive years commencing from September 30, 2024 till September 29,2029**;**
2. **Remuneration:** Rs. 75,000/- per month

Minimum Remuneration: Where in any financial year, during the currency of the tenure of Mr. Nirmit 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. 7 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.

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 colspan="2">General Information</td></tr>
<tr><td>1.</td><td>Nature of Industry</td><td>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>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>Not Applicable</td></tr>
<tr><td>4.</td><td>Financial Performance based on given indicators</td><td>As per Standalone Audited Financials (In Lakhs)
<table>
<tr><th>Particulars</th><th>FinancialYear2023-24</th></tr>
<tr><td>Paid-up Capital</td><td>Rs. 1,799.469</td></tr>
<tr><td>Reserves excluding Revaluation Reserves</td><td>Rs. 14,400.92</td></tr>
<tr><td>Total Income</td><td>Rs. 26,501.287</td></tr>
<tr><td>Total Expenses</td><td>Rs. 24,049.000</td></tr>
<tr><td>Profit before Tax</td><td>Rs. 2,452.287</td></tr>
<tr><td>Exceptional Item</td><td>Rs. 38.106</td></tr>
<tr><td>Tax Expenses</td><td>Rs. 617.641</td></tr>
<tr><td>Profit after Tax</td><td>Rs. 1,872.751</td></tr>
</table></td></tr>
<tr><td>5.</td><td>Foreign investments or collaborators, if any</td><td>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 colspan="2">Information about the Director</td></tr>
<tr><td>1.</td><td>Background details</td><td>Nirmit Dalmia is having degree in Bachelor of Science in Economics from The University of Warwick. He is having profound knowledge in economics and finance.</td></tr>
<tr><td>2.</td><td>Past remuneration</td><td>NIL</td></tr>
</table>

3.	Recognition or awards	NIL
4.	Job profile and his suitability	His role in the company may include Financial Analysis, Economic Research, Strategic Planning, Risk Management, etc. As a young professional he can help in company's growth by thinking out of the box. His ability to see thing from new angle can lead to creative solutions and breakthrough ideas that might not emerge from traditional perspectives.
5.	Remuneration proposed	Rs. 75,000/- per month
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. Nirmit Dalmia is son of Mr. Amit Dalmia, Whole Time Director. Mr. Deepak Dalmia, Whole Time Director is the uncle of Mr. Nirmit Dalmia.
III	**Other Information**	
1.	Reasons of loss or inadequate profits	Currently the profits are adequate, however, due to recession and financial hardships, the profits may be inadequate in future. 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.

Mr. Amit Dalmia and Mr. Deepak Dalmia, Whole-time Directors of the company and his relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.The Board recommends the Special Resolution set out at item no. 7 for approval of the Member.

Item No. 8

The existing Memorandum of Association (MOA) of the Company is based on the erstwhile Companies Act, 1956. The Alteration of MOA is necessary to bring the existing MOA in line with the new Companies Act, 2013 (the "new Act").

The object clause and the liability clause of the existing MOA need to be re-aligned as per Table A of Schedule I of the new Act. MOA is being amended and replaced to bring the same in line with the new Act. Also, the members are requested to note that there is a change in main objects of the company.

The Board of directors has proposed the adoption of new set of Memorandum of Association of the Company along with amendment in the main objects of the company. The company has identified new ancillary business opportunities that complement and enhance its existing business and operations, so the board of directors has recommended amendment in the main objects of the company. Such amendment will

enable the company to continue its growth and further expand its presence in the industry by setting up an in house garmenting establishment. In terms of Section 4 and 13 of the Act, the consent of the Members by way of a Special Resolution is required for adoption of new set of Memorandum of Association of the Company. A copy of the proposed set of new MOA of the Company would be available for public inspection during the time between 11:00 AM to 5:00 PM, on all days, except, Saturday, Sunday and Public holidays at the registered office of the Company and on the Company's website www.rnbdenims.comfor electronic inspection up to the date of Annual General Meeting ("AGM").

The Board of Directors accordingly recommends passing of the above resolution as set out as Item No. 8 of the Notice of AGM, as a Special Resolution, for adoption of New MOA.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the accompanying Notice, except to the extent of their shareholding

Item No. 9

The existing Articles of Association ("AOA") of the Company are based on the provisions of the Companies Act, 1956 (the "erstwhile Act") and several regulations in the existing AOA contained reference to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the "new Act").

In order to bring the existing AOA of the Company in line with the provisions of the new Act, the Company will have to make numerous changes in the existing AOA. It is therefore considered desirable to adopt a comprehensive new set of Articles of Association of the Company (new Articles) in substitution of and to the exclusion of the existing AOA.

The Board of directors has proposed the adoption of new set of Articles of Association of the Company. In terms of Section 14 of the Act, the consent of the Members by way of a Special Resolution is required for adoption of new set of Articles of Association of the Company. A copy of the proposed set of new AOA of the Company would be available for public inspection during the time between 11:00 AM to 5:00 PM, on all days, except Saturday, Sunday and public holidays at the registered office of the Company and on the Company's website www.rnbdenims.comfor electronic inspection up to the date of this Annual General Meeting ("AGM").

The Board of Directors accordingly recommends passing of the above resolution as set out as Item No. 9 of the Notice of AGM, as a Special Resolution, for adoption of New AOA.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the accompanying Notice, except to the extent of their shareholding.

Item No. 10

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI (LODR) Regulations') has provided a regulatory mechanism for seeking re-classification from status of 'Promoters and Promoter Group' to 'Public' category may on request to the Company and subsequent approval from the shareholders and Stock Exchanges.

In this regard, the Company has received request from Mrs. Shashi Anand Dalmia, and M/s Rawatkhedia Processors Private Limited, persons belonging to the 'promoter group' of the company ("Outgoing promoters"), vide respective letter dated August 13, 2024 for reclassification from the 'promoter group' category to 'public' category shareholder of the company ("request letters"). The company intimated the aforesaid request(s) for re-classification to BSE Limited on August 13, 2024 within 24 hours of receipt of request letters.

The Board analysed the request letters received from the Outgoing Promoters vis-à-vis the requirements under Regulation 31A of the Listing Regulations and noted the following:

- Mr. Amit Dalmia and Mr. Deepak Dalmia have been promoters of the company since its inception. Mrs. Shashi Dalmia and her concern, M/s Rawatkhedia Processors Private Limited, has never controlled or managed the affairs of the company, but is a part of promoter group because of her relation with her step sons.
- Mrs. Shashi Dalmia has severed her ties / relations with her step sons and now has no concern with them and their company, because of a family dispute. Pursuant to the dispute their family entered into a settlement agreement, vide which, Mrs. Shashi Anand Dalmia have gifted all her shares of the company to Mr. Amit Dalmia and M/s Rawatkhedia Processors Private Limited have transferred all its shares of the company to M/s Mayfair Vinimay Private Limited (a company managed by the aforesaid step-sons).
- As on today, Mrs. Shashi Dalmia and M/s Rawatkhedia Processors Private Limited do not hold any shares of the company.

In view of the rationale provided by Mrs. Shashi Dalmia and her concern, M/s Rawatkhedia Processors Private Limited, the Board of Directors in their meeting held on Wednesday, 14th August, 2024 accepted and approved the requests made by the Outgoing Promoters for reclassification of their shareholding for the betterment of the company, subject to approval of the members and stock exchange/ other regulatory authorities, if any. As required, intimation has been sent to Stock Exchanges based on declaration received from the aforesaid persons.

Further, board confirms that company post reclassification will be compliant with the requirement for minimum public shareholding as required under regulation 38 of SEBI (LODR) Regulations, and trading in the shares of the Company has not been suspended by the stock exchanges, nor are there any outstanding dues to the SEBI Board, the stock exchanges or the depositories.

Except Mr. Amit Dalmia and Mr. Deepak Dalmia and their relatives, to the extent of their shareholding, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 10.

The board recommends above resolution as set out in Item no. 10 as an Ordinary Resolution.

Item No. 11

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner.

However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that (a) a special resolution is passed by the company in general meeting and the loans are utilized by the borrowing company for its principal business activities.

In order to augment the long term resources of the Company and to render support for the business requirements of the entities in which director of the Company is interested or deemed to be interested from time to time, the Board of Directors in its meeting held on 3rdSeptember, 2024 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for advancing any loan, giving any guarantee or providing any security to all such person specified under Section 185 of the Companies Act, 2013 and more specifically such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested and upto an aggregate limit of Rs. 250 Crores. Further, the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the

purpose of its principal business activities and that keeping the best interest of the Company. The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 11 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

Item No. 12

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 the Board of Directors of a Company is authorized to give loan, guarantee or provide any security to any person or body corporate or acquire by way of subscription, purchase or otherwise, the securities of any body corporate, upto an amount of which shall not exceed the prescribed ceiling of sixty percent of the aggregate of the paid up capital, free reserves and securities premium account or hundred percent of its free reserves and securities premium account, whichever is more.

As per Section 186 (3) of the Act, the Company can give loans and make investments exceeding the aforesaid limits, after taking prior approval of members by means of a Special Resolution passed at a General Meeting of the Company.

The Company has in the course of its business formed various subsidiaries, joint venture companies, wherein, the Company is holding investment, either directly or through its subsidiaries. The Company is undertaking various business activities through its subsidiaries/joint ventures and is also making strategic investments from time to time in subsidiaries/joint ventures and other bodies corporate. It would therefore, be required to provide financial assistance /support from time to time in the form of infusion of capital or by way of giving of loans/guarantee into their business for the expansion activities as well as for optimum utilization of funds.

It is therefore, necessary to authorize the Board to make any loan(s) to and/or to give any guarantee(s)/provide any security, in connection with loan(s) taken by, subsidiaries/bodies corporate and/or to acquire by way of subscription, purchase or otherwise, the securities of subsidiaries/bodies corporate in India or outside upto the limits provided in the proposed Special Resolution.

Accordingly the Board of Directors may be authorized to give loans, guarantees, provide securities or make investments as mentioned above upto an aggregate amount outstanding which shall not exceed Rs 250 Crores which shall be over and above the limits as specified in Section 186(2) of the Companies Act, 2013 and the aggregate outstanding amount of investment made in wholly owned and other subsidiaries and/or joint venture / associate companies and the amount of loans/guarantees/securities given /provided to wholly owned and other subsidiaries and/or joint venture / associate companies.

The proposed Special Resolution as set out in Notice is enabling in nature for any further loan/investment/guarantee/security, to be made or given to subsidiaries/bodies corporate/to any banks, financial institutions or any other person as per the provisions of the Companies Act, 2013. Hence, the approval of the Members of the Company is sought for exercising these powers by the Board by way of Special Resolution.

None of the Directors of the Company, except to the extent of their shareholding are concerned or interested in the aforesaid resolution, financially or otherwise.

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

Sd/-
Sujata Chirag Dudharejiya
Company Secretary

Date: 03/09/2024
Place: Surat

ANNEXURE TO NOTICE:

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING:

(Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Companies Secretaries of India)

1. **Mr. Deepak Dalmia (DIN-00050547)** is proposed to be re-appointed as Whole-time Director, who is liable to retire by rotation and as per the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standards his details are as under:

Name of Director	**Mr. Deepak Dalmia**
DIN	00050547
Date of Birth	29/11/1979 (44 years)
Qualification	B.Com
Expertise in specific functional areas	More than 18 years of experience in the Textile Market and overall management of affairs of a corporate.
Terms and Conditions of Appointment/ Reappointment	As per the resolution at item no. 2 of the notice convening this meeting, Mr. Deepak Dalmia is liable to retire by rotation at the meeting and eligible for re-appointment
Remuneration Last drawn	Rs. 7,50,000/- p.a.
Remuneration Proposed	Rs. 10,20,000/- p.a.
Date of First Appointment	17/11/2010
Relationship with Directors/ Key Managerial Personnel	Mr. Deepak Dalmia brother of Amit Dalmia, Whole-Time Director of the company.
List of Companies in which directorship is held as on 31/03/2024	As attached below
Chairman / Member of the Committee of other Company	NIL
No. of Meetings of the Board Attended during the year	13
Listed entities from which the person has resigned in the past three years	NIL

List of Companies in which Mr. Deepak Dalmia holds directorship as on 31st March, 2024:

Sr. No.	**Name of the Company**	**Nature of Interest**	**Shareholding**	**Date on which interest arose**
1.	R & B Denims Limited	Whole-time Director	3,60,000	17/11/2010-03/01/2014
2.	Mayfair Vinimay Private Limited	Director	0	26/03/2011
3.	Bhagwati Syntex Private Limited	Director	50,000	01/06/2001

2. **Mr. Arvind Kumar Rathi (DIN:07842066)** is proposed to be appointed as Non-Executive Independent Director and as per the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standards his details are as under:

Name of Director	**Mr. Arvind Kumar Rathi**
DIN	07842066
Date of Birth	15/06/1985 (39 years)
Qualification	Bachelor of Commerce with specialization in Accounting from Jainarayan Vyas University,

	Chartered Accountant and Company Secretary
Expertise in specific functional areas	He is an expert in the field of accountancy, finance, taxation and compliance and has an experience of more than 10 years.
Terms and Conditions of Appointment/ Reappointment	As per the resolution at item No 6 of the notice convening this meeting, Mr. Arvind Kumar Rathi is proposed to be appointed as an Independent Director
Remuneration Last drawn	NIL
Remuneration Proposed	NIL
Date of First Appointment	30/09/2024, if approved by shareholders
Relationship with Directors/ Key Managerial Personnel	Mr. Arvind Kumar Rathi is not related to any director of the company.
List of Companies in which directorship is held as on 31/03/2024	NIL
Chairman / Member of the Committee of other Company	NIL
No. of Meetings of the Board Attended during the year	NA
Listed entities from which the person has resigned in the past three years	NA
Shareholding of non-executive directors [in the listed entity, including shareholding as a beneficial owner]	NIL
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	As mentioned in Item No. 7 of explanatory statement.

3. **Mr. Nirmit Dalmia (DIN:10751198)** is proposed to be appointed as Whole-time Director, who is liable to retire by rotation and as per the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standards his details are as under:

Name of Director	**Mr. Nirmit Dalmia**
DIN	10751198
Date of Birth	02/04/2002(22 years)
Qualification	Bachelor of Science (with Honours) in Economics from The University of Warwick, United Kingdom.
Expertise in specific functional areas	Mr. Nirmit Dalmia is joining as a young professional in the company. As a young professional he can help in company's growth by thinking out of the box. His ability to see thing from new angle can lead to creative solutions and breakthrough ideas that might not emerge from traditional perspectives.
Terms and Conditions of Appointment/ Reappointment	As per the resolution at item no.7 of the notice convening this meeting, Mr. Nirmit Dalmia is proposed to be appointed as a Whole-time Director
Remuneration Last drawn	NIL
Remuneration Proposed	Rs. 75,000/- per month
Date of First Appointment	30/09/2024, if approved by shareholders
Relationship with Directors/ Key Managerial Personnel	Mr. Nirmit Dalmia is son of Mr. Amit Dalmia, Whole Time Director. Mr. Deepak Dalmia, Whole Time Director is the uncle of Mr, Nirmit Dalmia.
List of Companies in which directorship is held as on 31/03/2024	NIL
Chairman / Member of the Committee of other Company	NIL

No. of Meetings of the Board Attended during the year	NA
Listed entities from which the person has resigned in the past three years	NA

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

Sd/-
Sujata Chirag Dudharejiya
Company Secretary

Date: 03/09/2024
Place: Surat

ATTENDANCE SLIP

Name of the member(s):	
Registered Address:	

Folio No	
No. of Shares	

* Applicable to holders holding shares in demat/electronic form

*DP ID	
*Client ID	

I hereby record my attendance at the 14th Annual General Meeting of the company held on Monday, the 30thday of September, 2024 at registered office of the company situated at Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat at 11:30 AM

_____

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 Annual Report and this Attendance Slip at the Annual 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: BLOCK NO 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 14th Annual General Meeting of the Company, to be held on Monday, the 30th day of September, 2024 at registered office of the company situated at Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat at 11:30 AM and at any adjournment thereof in respect of such resolutions as are indicated below:

SN	Resolutions:
1	Adoption of Annual Accounts, Auditor's & Director's Report.
2	To appoint a director in place of Mr. Deepak Dalmia, Whole-Time Director (DIN-00050547), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.
3	To approve the appointment of auditor to fill the casual vacancy caused by the resignation, recommended in the Board Meeting held on 27.06.2024 and to appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Nineteenth Annual General Meeting and to fix their remuneration

4	To ratify the remuneration of Cost Auditor for the financial year 2024-25
5	To consider and approve Related Party Transactions
6	Appointment of Mr. Arvind Kumar Rathi (DIN: 07842066) as an Independent Director of the Company
7	Appointment of Mr. Nirmit Dalmia (DIN:10751198) as the Whole Time Director of the company
8	Adoption of New Set of Memorandum of Association as per Companies Act, 2013
9	Adoption of New Set of Articles of Association as per Companies Act, 2013
10	Reclassification of Certain Persons of "Promoter Group" to "Public" Shareholder Category
11	Authorizing the Board of Directors for Advancing Loans in excess of limits specified under Section 185 of the Companies Act, 2013. (Special Resolution)
12	Approval of Loans, Investments, Guarantee or Security under Section 186 of the Companies Act, 2013. (Special Resolution)

Signed this 30th day of September, 2024

Affix a Re 1
Revenue Stamp

_____
Signature of Shareholder

_____
Signature of Proxy holder(s)

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]

Name of the Company: **R & B DENIMS LIMITED**
Registered Office: **BLOCK NO 467, SACHIN PALSANA ROAD, PALSANA, SURAT-394315,GUJARAT, INDIA.**
CIN: **L17120GJ2010PLC062949**

POLLING PAPER

S.No	Particulars	Details
1.	Name of the first named Shareholder(In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I/We hereby exercise my/our vote in respect of the Resolution as set out in the Notice of Annual General Meeting of the Company scheduled to be held on Monday, the 30th day of September, 2024 at registered office of the company situated at Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat at 11:30 AM which is proposed to be placed for consideration of members at the aforesaid AGM 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:

No.	Item No.	No. of Shares held by me	I assent to the Resolution	I dissent from the Resolution
Ordinary Business				
1	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the company for the financial year ended on 31st March, 2024, together with the Reports of the Board of Directors and Auditors thereon.(Ordinary Resolution)			
2	To appoint a director in place of Mr. Deepak Dalmia, Whole-Time Director (DIN-00050547), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment. (Ordinary Resolution)			

3	To approve the appointment of auditor to fill the casual vacancy caused by the resignation, recommended in the Board Meeting held on 27.06.2024 and to appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Nineteenth Annual General Meeting and to fix their remuneration. (Ordinary Resolution)			
Special Business				
4	To ratify the remuneration of Cost Auditor for the financial year 2024-25. (Ordinary Resolution)			
5	To consider and approve Related Party Transactions. (Ordinary Resolution)			
6	Appointment of Mr. Arvind Kumar Rathi (DIN: 07842066) as an Independent Director of the Company. (Special Resolution)			
7	Appointment of Mr. Nirmit Dalmia(DIN:10751198) as the Whole Time Director of the company. (Special Resolution)			
8	Adoption of New Set of Memorandum of Association as per Companies Act, 2013. (Special Resolution)			
9	Adoption of New Set of Articles of Association as per Companies Act, 2013. (Special Resolution)			
10	Reclassification of Certain Persons of "Promoter Group" to "Public" Shareholder Category. (Ordinary Resolution)			
11	Authorizing the Board of Directors for Advancing Loans in excess of limits specified under Section 185 of the Companies Act, 2013. (Special Resolution)			
12	Approval of Loans, Investments, Guarantee or Security under Section 186 of the Companies Act, 2013. (Special Resolution)			

Place: Surat
Date: 03/09/2024

(Signature of the shareholder)

INSTRUCTIONS

1. This Polling Paper is provided to enable the shareholder(s) or their proxy(ies) for voting by way of Polling Paper(s), who does not have access to e-voting facility and /or who have not voted through e-voting, so that they can also participate in voting through this physical Polling Paper.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Polling paper if a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting by Polling paper shall be treated as invalid.

ELECTRONIC VOTING PARTICULAR

EVEN (E VOTING EVENT NUMBER)
131103

E-Voting shall start on Friday, 27th day of September, 2024 (9.00 a.m.) and will be open till Sunday, 29th day of September, 2024 till the close of working hours (i.e. 5.00 p.m.).