NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF R & B DENIMS LIMITED ('THE COMPANY') WILL BE HELD ON MONDAY, THE 31ST MARCH, 2025 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT BLOCK NO. 467, SACHIN PALSANA ROAD, PALSANA, SURAT-394315, GUJARAT AT 11:00 AM IST TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESSES:

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1. To consider and approve the change in designation of Mr. Amit Dalmia (DIN:00034642), from "Whole-Time Director" to "Chairman and Managing Director" of the Company:

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

   "RESOLVED THAT in partial modification of resolution passed by the members of the company through Extra-Ordinary General Meeting held on March 29, 2024 and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, ("Act"), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) in context of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and Articles of Association of the company, and subject to such other consent(s)/approval(s) as may be required, and in pursuance to recommendation of nomination and remuneration committee and board of directors of the company, the consent of the members of the company be and is hereby accorded for change in designation of Mr. Amit Dalmia (DIN: 00034642), from "Whole-Time Director" to "Chairman and Managing Director", liable to retire by rotation with effect from March 05, 2025, for the remaining period of his tenure of directorship i.e. upto May 29, 2029 on the prevailing terms and conditions as approved by the members/board of the company, 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 except for the aforesaid change in designation, all other terms and conditions as approved by the members in the Extra-Ordinary General Meeting held on March 29, 2024 for re-appointment of Mr. Amit Dalmia as Whole-Time Director of the company shall remain unchanged.

   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."

2. To consider and approve loans, investments, guarantee or security under Section 186 of the Companies Act, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 186 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. 4,00,00,00,000/- (Rupees Four Hundred 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."

3. To consider and approve granting of loan to Ricon Textile Private Limited, future subsidiary company under section 185 of the Companies Act, 2013:

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

"RESOLVED THAT pursuant to the provisions of section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the members of the company be and is hereby accorded to the board of directors of the company (hereinafter referred to as the "board", which term shall be deemed to include, unless the context otherwise required, any committee of the board or any director(s) or officer(s) authorised by the board to exercise the powers conferred on the board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") taken/to be taken by M/s Ricon Textile Private Limited ('Ricon'), future subsidiary company, being an entity covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to clause (b) of sub-section 2 of Section 185 of the Act, up to an aggregate amount not exceeding Rs. 35,00,00,000/- (Rupees Thirty-Five Crores only) at any time in such form or manner the Board may think fit in their absolute discretion and in the interest of the company, provided that such loans to be utilized by Ricon for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board of directors of the company, (including its committees thereof), be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid loan/ guarantee/ security, with such modifications as may be required from time to time, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

4. To consider and approve related party transaction with M/s. Ricon Textile Private Limited:

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

"RESOLVED THAT 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, 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 Ricon Textile Private Limited, future subsidiary company 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. Ricon Textile Private Limited
2.	Nature of relationship	Future Subsidiary Company
3.	Type and Particulars of the proposed transaction	Granting of unsecured loan
4.	Nature, duration/ tenure, material terms, monetary value and particulars of contract/ arrangement	1. Loan will be given for not more than Rs. 35 crores and will be repayable on demand 2. Interest will be paid at interest rate upto 9% p.a. till the loan subsist
5.	Tenure of the transaction	Loan will be repayable on demand

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 and confirmed in all respects."

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

March 05, 2025
Block No.467, Sachin Palsana Road,
Palsana, Surat-394315, Gujarat, India

Sd/-
Sujata Chirag Dudharejiya
Company Secretary

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 Extra-Ordinary General Meeting ("Meeting") is annexed hereto.

b. A member entitled to attend and vote at 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 31st March, 2025, 11:00 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 EGM 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. 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 Extra-Ordinary General Meeting.

f. Members seeking any information/document as referred in the notice are requested to write to the company on or before 31st March, 2025 through email at info@rnbdenims.com. The same will be addressed by the company suitably.

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

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

i. All the relevant registers to be maintained under the Companies Act, 2013, will be available for inspection by the members at the EGM.

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

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

l. The Notice of the EGM and instructions for e-voting along with the Attendance Slip and Proxy form, are being sent by electronic mode to all the members whose email addresses are registered with the Company/ Depository Participant(s), unless a member has requested for a physical copy of documents. Members may note that the Notice of the EGM will be available on the Company's website at www.rnbdenims.com, on website of BSE Limited at www.bseindia.com and on the

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

m. 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 the Company.

n. 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

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

p. 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 EGM, is furnished as annexure to the Notice.

q. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 24th March, 2025.

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

s. **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 EGM and members attending the EGM, who have not already cast their votes by remote e-voting shall be able to exercise the right at the EGM through polling paper. Members who have cast their votes by remote e-voting prior to the EGM may attend the EGM 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. 24th March, 2025.

V. A person, whose name is recorded in the register of members as on the cut-off date, i.e. 24th March, 2025 only shall be entitled to avail the facility of remote e-voting / as well as voting through the Polling Papers at the EGM. 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 EGM and prior to the Cut-off date i.e. 24th March, 2025 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Polling Papers at the EGM by following the procedure mentioned in this part.

VII. The Remote e-voting period will commence on Friday, 28th March, 2025 at 9.00 a.m. and will end on Sunday, 30th March, 2025 at 5.00 p.m. During this period, the members of the company holding shares as on the Cut-off date i.e. 24th March, 2025, 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. 31st March, 2025.

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

The remote e-voting period starts on Friday, 28th March, 2025 on open of working hours (i.e 9:00 hours) and ends on, Sunday, 30th March, 2025, 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. 24th March, 2025 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 24th March, 2025.

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. 24th March, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 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. 24th March, 2025 may follow steps mentioned in the Notice of the EGM 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.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider 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. **NSDL Mobile App is available on** App Store Google Play  
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.com and 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.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be 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.com or 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	8 Character DP ID followed by 8 Digit Client ID

in 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 133296 then user ID is 133296001***

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.com Institutional 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.com or 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.com for procuring user id and password for e-voting by providing above mentioned documents.

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

Please note the following:

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

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

Other information:

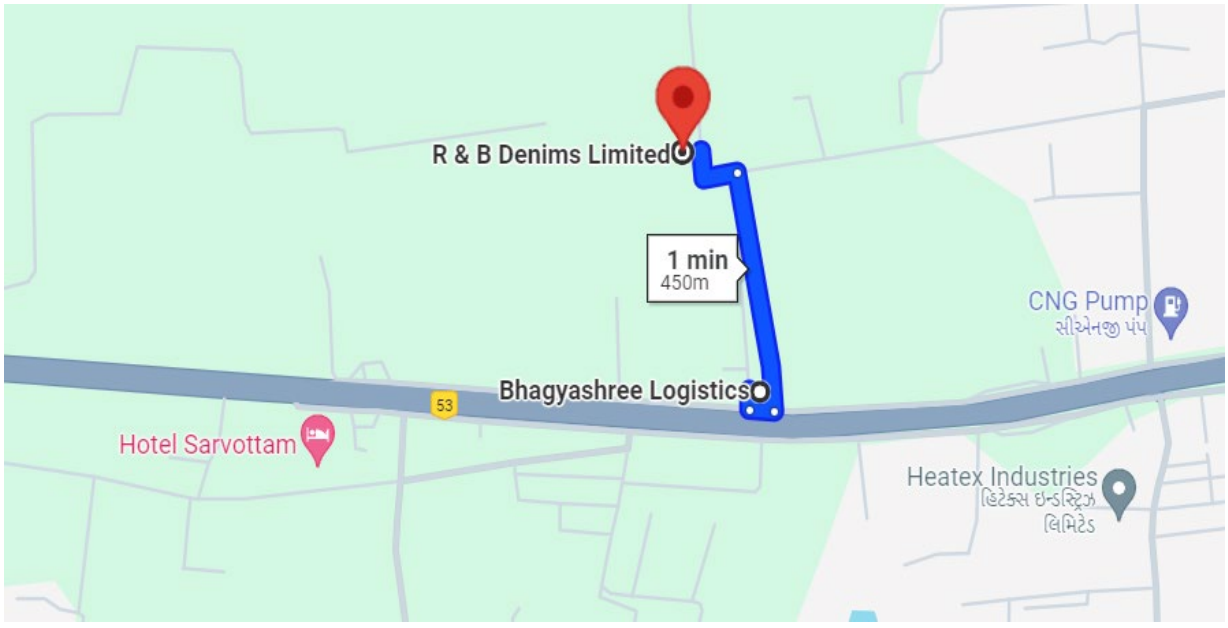
1. Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

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

March 05, 2025
Block No.467, Sachin Palsana Road,
Palsana, Surat-394315, Gujarat, India

Sd/-
Sujata Chirag Dudharejiya
Company Secretary

THE ROUTE MAP OF VENUE OF THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY.



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

Item No. 1

The members of the company had re-appointed Mr. Amit Dalmia as the Whole-Time Director of the company for a period of five years starting from May 30, 2024 till May 29, 2029.

Pursuant to recommendation of nomination and remuneration committee, the board of directors at their meeting held on March 05, 2025 approved change in designation of Mr. Rajkumar Mangilal Borana from his post of Chairman and Managing Director to Executive Director due to his pre-occupations which may impact his role as Managing Director of the company and owing to the casual vacancy in the office of the Managing Director caused due to such change in designation, the board had received the recommendation of the nomination and remuneration committee for the change in designation of Mr. Amit Dalmia from Whole-Time Director to Chairman and Managing Director of the company, subject to the approval of members.

The board, based on the recommendation of the nomination and remuneration committee and subject to the approval of the members, approved the change in designation of Mr. Amit Dalmia from the Whole-Time Director to Chairman and Managing Director, liable to retire by rotation with effect from March 05, 2025, for the remaining period of his tenure of directorship i.e. upto May 29, 2029.

Mr. Amit Dalmia, with his valuable experience and research acumen has made significant contribution to the progress of the company. Brief resume of Mr. Amit Dalmia, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of board committees and relationships amongst directors inter se as stipulated under Regulation 36 (3) of the SEBI Listing Regulations are provided as an annexure to the notice.

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

The board of directors recommend the special resolution as set out at Item No. 1 of the accompanying notice for member's approval.

Item No. 2

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/ other business organisations/ other persons. 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/security 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 these subsidiaries/bodies corporate/ business organisation/ persons 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

4,00,00,00,000/- (Rupees Four Hundred Crores Only) which shall be over and above the limits as specified in Section 186(2) of the Companies Act, 2013.

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.

The board of directors recommend the special resolution as set out at Item No. 2 of the accompanying notice for member's approval.

Item No. 3

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 as specified in the explanation to sub-section 2 of the section 185 of the Companies Act, 2013, subject to the condition that (a) a special resolution is passed by the company in general meeting and (b) the loans are utilized by the borrowing company for its principal business activities.

The board of directors of the company at their meeting held on March 05, 2025 have agreed to acquire 67% equity shares of M/s Ricon Textile Private Limited ("Ricon"). Post-acquisition, Ricon will become a subsidiary company of R & B Denims Limited.

With a view to meet the fund requirements and render support to the subsidiary(ies)/future subsidiary(ies) of the company in which director of the company is interested or deemed to be interested from time to time, by infusing funds into their business for their operational and expansion activities; the Board of Directors of the company in their meeting held on March 05, 2025, have subject to the approval of members of the company, approved the proposal to provide assistance from time to time in the form of advancing any loan to M/s Ricon Textile Private Limited, in one or more tranches as the board of the directors in its absolute discretion deems fit and in the best interest of the company, with in whom any of the director(s) of the company from time to time is/are interested or deemed to be interested upto an aggregate limit of Rs. 35,00,00,000/- (Rupees Thirty-Five Crores Only). Further, the aforementioned loan(s) shall be utilized by Ricon only for the purpose of its principal business activities.

Pursuant to Section 102 of the Companies Act, 2013; the Board of Directors of the company do hereby confirm that except Executive Directors of the company and their relatives upto the extent of their shareholding in the company, none of its director and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.

The board of directors recommend the special resolution as set out at Item No. 3 of the accompanying notice for members' approval.

Item No. 4

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 ordinary resolution is required for all material related party transactions. The Company proposes to enter into contracts/ arrangements with related party M/s. Ricon Textile Private Limited, 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 board of directors of the company at their meeting held on March 05, 2025 have agreed to acquire 67% equity shares of M/s Ricon Textile Private Limited ("Ricon"). Post-acquisition, Ricon will become a subsidiary company of R & B Denims Limited.

The details of transactions that require approval are given below:

SN	Description	Related Party 1
1.	Name of the related party	M/s. Ricon Textile Private Limited
2.	Nature of relationship	Future Subsidiary Company
3.	Type and Particulars of the proposed transaction	Granting of unsecured loan
4.	Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement	1. Loan will be given for not more than Rs. 35 crores and will be repayable on demand 2. Interest will be paid at interest rate upto 9% p.a. till the loan subsist.
5.	Tenure of the transaction	Loan will be repayable on demand
6.	Value of the proposed transaction	Unsecured Loan upto an amount of Rs. 35 crores.
7.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Upto 10.02% of the consolidated turnover of the company. Upto 319620.11% of the standalone turnover of M/s. Ricon Textile Private Limited, future subsidiary company.*
8.	Benefits of the proposed transaction	The proposed loan is in the best interest of the company as it will help M/s. Ricon Textile Private Limited meet its short-term working capital needs, ensuring smooth supply chain operations. The transaction is at arm's length, with an interest rate comparable to prevailing market rates, thereby generating additional income for the company without affecting its liquidity position.
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	Mr. Amit Dalmia, Mr. Deepak Dalmia, Mr. Nirmit Dalmia, Mr. Rajkumar Mangilal Borana and Mr. Ankur Mangilal Borana, Executive Directors of the Company.
11.	Additional disclosures to be made in case loans, intercorporate deposits, advances or investments made or given	
	I. Details of the source of funds in connection with proposed	The loan to M/s. Ricon Textile Private Limited will be funded through the company's internal accruals and will

	transaction	not have any impact on the company's debt position.
	II. Where any financial indebtness is in incurred to make or give loans, interoperate deposits, advances or investments: a. nature of indebtness b. cost of fund c. tenure	No financial indebtedness has been incurred to provide this loan, as the company is using surplus internal accruals. However, if debt funding is required in the future, it will be sourced through a bank loan at an applicable interest rate with a minimum tenure.
	III. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secure or unsecured; if secured, the nature of security	The loan will be unsecured with an interest rate of 9% per annum payable in equal quarterly instalments. The loan will be repayable on demand. No specific financial covenants have been imposed on the borrower.
	IV. The purpose for which the funds will be utilised by the ultimate beneficiary of such fund pursuant to the RPT.	The funds will be utilized by M/s. Ricon Textile Private Limited for working capital purposes, including procurement of raw materials and operational expenses to support its ongoing textile manufacturing operations.
	V. Justification as to why RPT is in the interest of the listed entity.	The proposed loan is in the best interest of the company as it will help M/s. Ricon Textile Private Limited meet its short-term working capital needs, ensuring smooth supply chain operations. The transaction is at arm's length, with an interest rate comparable to prevailing market rates, thereby generating additional income for the company without affecting its liquidity position.
12.	Any other information that may be relevant	Not Applicable.

**As M/s. Ricon Textile Private Limited was incorporated on January 04, 2024, the turnover of three months (i.e. from January 04, 2024 to March 31, 2024) is considered as annual turnover.*

Except the Executive Directors 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. 4. 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 the resolution set out at Item no. 4 of the notice for approval of the members.

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

March 05, 2025
Block No.467, Sachin Palsana Road,
Palsana, Surat-394315, Gujarat, India

Sd/-
Sujata Chirag Dudharejiya
Company Secretary

ANNEXURE TO NOTICE:

DETAILS OF DIRECTOR FOR CHANGE IN DESIGNATION AT THE ENSUING EXTRA-ORDINARY GENERAL MEETING:

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

1. The designation of **Mr. Amit Dalmia (DIN-00034642)** is proposed to be changed from Whole-time Director to Chairman and Managing 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. Amit Dalmia**
DIN	00034642
Date of Birth	27/08/1977 (47 years)
Qualification	H.S.C
Expertise in specific functional areas	More than 20 years of experience in the Textile Market and overall management of affairs of a corporate.
Terms and Conditions of Change in Designation	As per the resolution at item no. 1 of the notice convening this meeting, there is change in designation of Mr. Amit Dalmia from Whole-time Director to Chairman and Managing Director, liable to retire by rotation with effect from March 05, 2025, for the remaining period of his tenure of directorship i.e. upto May 29, 2029.
Remuneration Last drawn	Rs. 1,50,000/- p.a.
Remuneration Proposed	Rs. 1,50,000/- p.a.
Date of First Appointment	17/11/2010
Relationship with Directors/ Key Managerial Personnel	Mr. Amit Dalmia is the brother of Mr. Deepak Dalmia, Whole-Time Director of the company. Mr. Amit Dalmia is the father of Mr. Nirmit 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, as on the date of the notice
Listed entities from which the person has resigned in the past three years	NIL

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

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

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

March 05, 2025
Block No.467, Sachin Palsana Road,
Palsana, Surat-394315, Gujarat, India

ATTENDANCE SLIP

Name of the member(s):	
Registered Address:	

Folio No	
No. of Shares	

*DP ID	
*Client ID	

* Applicable to holders holding shares in demat/electronic form

I hereby record my attendance at the Extra-Ordinary General Meeting of the company held on Monday, the 31st March, 2025 at registered office of the company situated at Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat at 11:00 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 Attendance Slip at the Extra-Ordinary General Meeting of the Company.

FORM MGT-11
PROXY FORM
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) if the Companies (Management and Administration Rules, 2014]

CIN: L17120GJ2010PLC062949
Name: R & B DENIMS LIMITED
Registered Office: 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 Extra-Ordinary General Meeting of the Company, to be held on Monday, the 31st March, 2025 at registered office of the company situated at Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat at 11:00 AM and at any adjournment thereof in respect of such resolutions as are indicated below:

SN	Resolutions:
1	To consider and approve the change in designation of Mr. Amit Dalmia (DIN:00034642), from "Whole-Time Director" to "Chairman and Managing Director" of the Company.
2	To consider and approve loans, investments, guarantee or security under Section 186 of the Companies Act, 2013.
3	To consider and approve granting of loan to Ricon Textile Private Limited, future subsidiary company under section 185 of the Companies Act, 2013.
4	To consider and approve related party transaction with M/s. Ricon Textile Private Limited.

Signed this 31st March, 2025

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 Extra-Ordinary General Meeting of the Company scheduled to be held on Monday, the 31st March, 2025 at registered office of the company situated at Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat at 11:00 AM which is proposed to be placed for consideration of members at the aforesaid EGM of the Company, by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (√) mark at the appropriate box below:

No.	Item No.	No. of Shares held by me	I assent to the Resolution	I dissent from the Resolution
Special Business				
1	To consider and approve the change in designation of Mr. Amit Dalmia (DIN:00034642), from "Whole-Time Director" to "Chairman and Managing Director" of the Company. (Special Resolution)			
2	To consider and approve loans, investments, guarantee or security under Section 186 of the Companies Act, 2013. (Special Resolution)			
3	To consider and approve granting of loan to Ricon Textile Private Limited, future subsidiary company under section 185 of the Companies Act, 2013. (Special Resolution)			
4	To consider and approve related party transaction with M/s. Ricon Textile Private Limited. (Ordinary Resolution)			

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)
133296

E-Voting shall start on Friday, 28th March, 2025 (9.00 a.m.) and shall be open till Sunday, 30th March, 2025 till the close of working hours (i.e. 5.00 p.m.).

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