NOTICE OF 15TH ANNUAL GENERAL MEETING

Notice is hereby given that the 15th Annual General Meeting of the members of R & B Denims Limited ('the Company') will be held on Monday, the 11th day of August, 2025 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, 2025, together with the Reports of the Board of Directors and Auditors' thereon.

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

   "RESOLVED THAT the Audited Standalone and Consolidated Balance Sheet, Profit & Loss Account and Cash Flow Statement together with accounting policies and notes forming part of the accounts for the year ended 31st March, 2025 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. Amit Dalmia, Managing Director (DIN:00034642), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

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

   "RESOLVED THAT in accordance with the provision of Section 152(6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Amit Dalmia, Managing Director (DIN:00034642) who retires by rotation at this annual general meeting, be and is hereby reappointed as Managing Director of the company, liable to retire by rotation."

3. To appoint a director in place of Mr. Ankur Mangilal Borana, Executive Director (DIN:01091164), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

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

   "RESOLVED THAT in accordance with the provision of Section 152(6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Ankur Mangilal Borana, Executive Director (DIN:01091164) who retires by rotation at this annual general meeting, be and is hereby reappointed as Executive Director of the company, liable to retire by rotation."

SPECIAL BUSINESSES:

4. To ratify the remuneration of Cost Auditor for the financial year 2025-26.

   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 2025-26, be and is hereby ratified."

5. To approve appointment of Mr. Bhaveshkumar Arjunkumar Rawal as the Secretarial Auditor of the company.

   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 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014, and Regulation 24A(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s), variation(s) or re-enactment thereof for the time being in force), Mr. Bhaveshkumar Arjunkumar Rawal, Company Secretary in Practice, Surat (FCS 8812; CP No. 10257), and a Peer Reviewed Company Secretary, be and is hereby appointed as the Secretarial Auditor of the company, for performing audit of the company's secretarial records for the financial year beginning from 1st April, 2025, for a period of one term of five consecutive years, that will conclude on 31st March, 2030, at such remuneration plus applicable taxes thereon and such increase in audit fees till the conclusion of their term, plus reimbursement of actual out of pocket and travelling expenses, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the company and the Secretarial Auditor.

   RESOLVED FURTHER THAT any one Director and/or Company Secretary of the company be and are hereby severally authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to sign and execute all necessary documents, applications, returns, e-forms and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

6. 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 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 the parties, the details of which are tabled hereunder, on such terms and conditions as approved by the Board of Directors/Audit Committee of the company.

Sr. No.	Name of Related Party	Type of Transaction	Amount (in Rs. Per annum)	Terms of Contract	Name of Interested person	Nature of relationship
1.	RB Industries	Sale, Purchase or supply of goods and materials	Upto 1000.00 Crores	The company undertakes transaction of sale, purchase or supply of goods in the normal course of business of amount not exceeding Rs. 1000 crores on terms and conditions that are generally prevalent in the industry segments that the company operates in.	Mr. Amit Dalmia, Chairman and Managing Director and Mr. Rajkumar Mangilal Borana, Executive Director	Subsidiary
		Availing or rendering of any services	Upto 250.00 Crores	The company undertakes transaction of availing or rendering of any service in the normal course of business of amount not exceeding Rs. 250 crores on terms and conditions that are generally prevalent in the industry segments that the company operates in.		

2.	Ricon Industries	Sale, Purchase or supply of goods and materials	Upto 500.00 Crores	The company undertakes transaction of sale, purchase or supply of goods in the normal course of business of amount not exceeding Rs. 500 crores on terms and conditions that are generally prevalent in the industry segments that the company operates in.	Mr. Amit Dalmia, Chairman and Managing Director, Mr. Deepak Dalmia, Whole-time Director, Mr. Rajkumar Mangilal Borana, Executive Director and Mr. Ankur Mangilal Borana, Executive Director	Subsidiary
		Availing or rendering of any services	Upto 50.00 Crores	The company undertakes transaction of availing or rendering of any service in the normal course of business of amount not exceeding Rs. 50 crores on terms and conditions that are generally prevalent in the industry segments that the company operates in.		
3.	Ricon Textile Limited	Providing corporate guarantee in respect to loan taken by M/s. Ricon Textile Limited	Upto 70.00 Crores	The company undertakes transaction of providing corporate guarantee of amount not exceeding Rs. 70 crores in favour of bank for loan taken by M/s. Ricon Textile Limited, in the ordinary course of business and any other terms as may be decided by the Board of Directors at relevant time within the overall	Mr. Ankur Mangilal Borana, Executive Director and Mr. Nimrit Dalmia, Whole-time Director	Subsidiary

				limits approved by the members.		
		Sale, Purchase or supply of goods and materials	Upto 100.00 Crores	The company undertakes transaction of sale, purchase or supply of goods in the normal course of business of amount not exceeding Rs. 100 crores on terms and conditions that are generally prevalent in the industry segments that the company operates in.		

RESOLVED FURTHER THAT the Board of Directors of the company and the Audit Committee of the Board 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."

7. To consider and approve related party transactions of subsidiaries.

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 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 subsidiaries 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 subsidiaries, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the subsidiaries 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 M/s. Ricon Textile Limited, subsidiary company, M/s. RB Industries, subsidiary and M/s. Ricon Industries, subsidiary to enter into and/or continue to enter into contract(s)/arrangement(s)/ transaction(s) with the parties, the details of which are tabled hereunder, on such terms and conditions as approved by the Board of Directors/Audit Committee of the company.

Sr. No.	Name of Related Party	Type of Transaction	Amount (in Rs. Per annum)	Terms of Contract	Name of Interested person	Nature of relationship
1.	RB Industries	Corporate guarantee in respect to loan taken by M/s. Ricon Textile Limited	Upto 70.00 crores	M/s. Ricon Textile Limited, subsidiary company undertakes transaction of availing corporate guarantee of amount not exceeding Rs. 70 crores in favour of bank for loan by itself, in the ordinary course of business and any other terms as may be decided by the Board of Directors at relevant time within the overall limits approved by the members.	Mr. Amit Dalmia, Chairman and Managing Director, Mr. Rajkumar Mangilal Borana, Executive Director, Mr. Ankur Mangilal Borana, Executive Director and Mr. Nirmit Dalmia, Whole-time Director	Subsidiaries of same holding company
2.	Hojiwala Fabrics Private Limited	Corporate guarantee in respect to loan taken by M/s. Ricon Textile Limited	Upto 70.00 Crores	M/s. Ricon Textile Limited, subsidiary company undertakes transaction of availing corporate guarantee of amount not exceeding Rs. 70 crores in favour of bank for loan taken by itself, in the ordinary course of business and any	Mr. Kapil Hemantkumar Hojiwala, Director	Common Director

				other terms as may be decided by the Board of Directors at relevant time within the overall limits approved by the members.		
		Sale, Purchase or supply of goods and materials	Upto 50.00 Crores	M/s. Ricon Textile Limited, subsidiary company undertakes transaction of sale, purchase or supply of goods with M/s. Hojiwala Fabrics Private Limited in the normal course of business of amount not exceeding Rs. 50 crores on terms and conditions that are generally prevalent in the industry segments that the subsidiary company operates in.		
3.	Borana Weaves Limited	Sale, Purchase or supply of goods and materials	Upto 100.00 Crores	M/s. Ricon Textile Limited, subsidiary company undertakes transaction of sale, purchase or supply of goods with M/s. Borana Weaves Limited in the normal course of business of amount not exceeding Rs. 100 crores on terms and conditions that are generally	Mr. Ankur Mangilal Borana, Executive Director	Common Director

				prevalent in the industry segments that the subsidiary company operates in.		
4.	Bhagwati Syntex Private Limited	Sale, Purchase or supply of goods and materials	Upto 100.00 Crores	M/s. Ricon Industries, subsidiary undertakes transaction of sale, purchase or supply of goods with M/s. Bhagwati Syntex Private Limited in the normal course of business of amount not exceeding Rs. 100 crores on terms and conditions that are generally prevalent in the industry segments that the subsidiary company operates in.	Mr. Amit Dalmia, Chairman and Managing Director and Mr. Deepak Dalmia, Whole-time Director	Common Directors/ Partners

RESOLVED FURTHER THAT the Board of Directors of the company, the Audit Committee of the Board of Directors thereof and the Board of Directors / management of the subsidiaries, be and are 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."

8. To regularize appointment of Mrs. Nitika Abhishek Soni (DIN:10708045) as a Non-Executive 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, 150, 152, read with Schedule IV and any other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder including

Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and subject to such other laws, rules and regulations as may be applicable in this regard, and Articles of Association of the company and as recommended by Nomination and Remuneration Committee of the company, Mrs. Nitika Abhishek Soni (DIN:10708045) who was appointed as an Additional Director in the capacity of Non-Executive Independent Director by the Board of Directors of the company with effect from 15th May, 2025 pursuant to the provisions of section 161 of the Act, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, be and is hereby appointed by the approval of the shareholders, as a Non-Executive Independent Director of the company, not liable to retire by rotation, for a term of five consecutive years starting from 15th May, 2025 to 14th May, 2030 (both days inclusive).

RESOLVED FURTHER THAT any one Director and/or Company Secretary of the company be and are hereby severally authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to sign and execute all necessary documents, applications, returns, e-forms and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

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

Sd/-
Sujata Chirag Dudharejiya
Company Secretary

Date: 11th July, 2025
Reg. Office: Block No. 467, Sachin Palsana Road, Palsana, Surat- 394315
E-mail: info@rnbdenims.com
Website: www.rnbdenims.com

NOTES:

a. The relevant explanatory statement pursuant to Regulation 36(3), 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 concerning the relevant business and pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts, relating to the special businesses to be transacted at the Annual General Meeting (the "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 09th August, 2025, 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, partners/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 2025-26 by the board at the meeting held at 15th May, 2025, 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 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 11th August, 2025 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 shareholders are requested to direct change of address notifications and update details to their respective Depository Participant(s).

m. Equity shares of the company are under compulsory demat trading by all investors.

n. The Annual Report 2024-25, the Notice of the 15th 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. For members who have not registered their email addresses, a letter providing the web-link of the path of Annual Report on company's website is being sent by the permitted mode.

o. Members may note that the Notice of 15th AGM and Annual Report 2024-25 will also 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.

p. 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.

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

M/s. Bigshare Services Private Limited
Office No. S6-2, 6th floor Pinnacle Business Park, next to Ahura Centre,
Mahakali Caves Road, Andheri (East) Mumbai - 400093, 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

r. 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.

s. 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.

t. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on 04th August, 2025.

u. 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.

v. 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 already 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 Polling 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. 04th August, 2025.

V. A person, whose name is recorded in the register of members as on the cut-off date, i.e. 04th August, 2025 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 an 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. 04th August, 2025 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, 08th August, 2025 at 9.00 a.m. and will end on Sunday, 10th August, 2025 at 5.00 p.m. During this period, the members of the company holding shares as on the cut-off date i.e. 04th August, 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. 11th August, 2025

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

The remote e-voting period starts on Friday, 08th August, 2025 on open of working hours (i.e 9:00 hours) and ends on, Sunday, 10th August, 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. 04th August, 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 04th August, 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. 04th August, 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.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. 04th August, 2025 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

A. Login method for e-Voting 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. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 2. 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play  
Individual Shareholders holding securities in	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

demat mode with CDSL	/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. 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.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.in or 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. 1800-21-09911

B. 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 demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
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 134588 then user ID is 134588001***

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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

Step 2: Cast your vote electronically 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.com with 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:

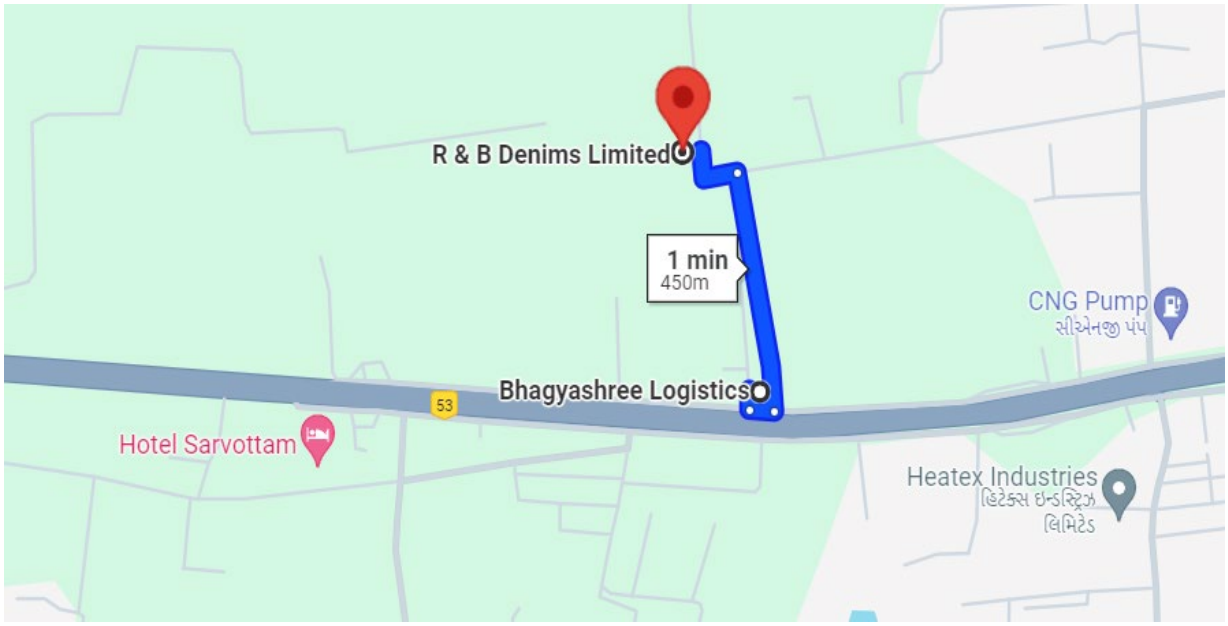
A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

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.

THE ROUTE MAP OF VENUE OF THE 15TH ANNUAL GENERAL MEETING OF THE COMPANY.



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

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 2025-26, at a remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) plus applicable taxes and reimbursement of out of packet expenses, if any. 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 2025-26.

The board commends ratification of remuneration of Cost Auditors, as set out in item 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 the amendment notified in Regulation 24A by way of SEBI (LODR) (Third Amendment) Regulations, 2024, with effect from April 01, 2025, the company is required to appoint a Secretarial Auditor, who is a Peer Reviewed Company Secretary.

In accordance with the above regulation, and on the recommendation of the Audit Committee, the Board of Directors in their meeting held on 11th July, 2025 proposed to appoint Mr. Bhaveshkumar Rawal, Company Secretary in practice, (FCS: 8812, COP: 10257), who is a Peer Reviewed Company Secretary, as the Secretarial Auditor of the company, for performing Secretarial Audit of the company for a period of five consecutive years commencing from 01st April, 2025 till 31st March, 2030, at such remuneration plus applicable taxes thereon and such increase in audit fees till the conclusion of his term, plus reimbursement of actual out of pocket expenses, as recommended by the Audit committee and as may be mutually agreed between the Board and the Secretarial Auditor.

Mr. Bhaveshkumar Arjunkumar Rawal is a Practicing Company Secretary, providing secretarial consultancy services for more than 5 years. He has in-depth experience in various areas of legal practice, including corporate laws, listing compliances, secretarial management guidance & audit.

The Secretarial Auditor confirms that he holds a valid peer review certificate issued by the Institute of Company Secretaries of India and that he has not incurred any disqualifications as specified under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders is required for such appointment.

The proposed fees in connection with the secretarial audit shall be Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and other out-of-pocket expenses for financial year 2025-2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and

the secretarial auditor. In addition to the secretarial audit, Mr. Bhaveshkumar Arjunkumar Rawal shall provide such other services in the nature of certifications and other professional work, as approved by the

Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

Accordingly, your directors recommend the ordinary resolution mentioned in item no. 5 of this notice for approval of the shareholders. None of the Directors or Key Managerial Personnel of the company or their relatives are considered to be interested or concerned in in passing the proposed resolution as set out in item no. 5.

Item No. 6

Pursuant to the provisions of related party transaction under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including any amendments thereto, all related party transactions that exceeds Rs. 1000 Crore (Rupees One Thousand Crores Only) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower shall be termed as Material Related Party Transactions and shall require prior approval of shareholders.

In view of the above threshold for determining the material related party transactions, the company seeks the approval of the shareholders to approve entering into contracts/arrangements with related parties mentioned below wherein the estimated value of proposed transactions is likely to exceed the materiality thresholds and conditions mentioned in the resolution. 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	Sale, Purchase or supply of goods and materials	Availing or rendering of any service
4.	Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement	The company undertakes transaction of sale, purchase or supply of goods in the normal course of business of amount not exceeding Rs. 1000 crores on terms and conditions that are generally prevalent in the industry segments that the company operates in.	The company undertakes transaction of availing or rendering of any service in the normal course of business of amount not exceeding Rs. 250 crores 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	
6.	Value of the proposed transaction	Upto Rs. 1000 crores	Upto Rs. 250 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	Upto 272.64% of the consolidated turnover of the company. Upto 770.59% of the standalone turnover of M/s. RB Industries, subsidiary of the company.	Upto 68.16% of the consolidated turnover of the company. Upto 192.64% of the standalone turnover of M/s. RB Industries, subsidiary of the company.

	involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)		
8.	Benefits of the proposed transaction	The business model of the company requires the company to enter into such transactions 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	Mr. Amit Dalmia, Chairman & Managing Director and Mr. Rajkumar Mangilal Borana, Executive Director.	
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	Sale, Purchase or supply of goods and materials	Availing or rendering of any service
4.	Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement	The company undertakes transaction of sale, purchase or supply of goods in the normal course of business of amount not exceeding Rs. 500 crores on terms and conditions that are generally prevalent in the industry segments that the company operates in.	The company undertakes transaction of availing or rendering of any service in the normal course of business of amount not exceeding Rs. 50 crores 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	
6.	Value of the proposed transaction	Upto Rs. 500 crores	Upto Rs. 50 crores
7.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value	Upto 136.32% of the consolidated turnover of the company. Upto 239.18% of the	Upto 13.63% of the consolidated turnover of the company. Upto 23.91% of the standalone turnover of M/s. Ricon

	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)	standalone turnover of M/s. Ricon Industries, subsidiary of the company.	Industries, subsidiary of the company.
8.	Benefits of the proposed transaction	The business model of the company requires the company to enter into such transactions 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	Mr. Amit Dalmia, Chairman and Managing Director, Mr. Deepak Dalmia, Whole-time Director, Mr. Rajkumar Mangilal Borana, Executive Director and Mr. Ankur Mangilal Borana, Executive Director.	
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 3**	
1.	Name of the related party	M/s Ricon Textile Limited	
2.	Nature of relationship [including nature of its interest	Subsidiary	
3.	Type and particulars of the proposed transaction	Providing corporate guarantee in favour of bank with respect to loan taken by M/s. Ricon Textile Limited	Sale, Purchase or supply of goods and materials
4.	Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement	The company undertakes transaction of providing corporate guarantee of amount not exceeding Rs. 70 crores in favour of bank for loan taken by M/s. Ricon Textile Limited, in the ordinary course of business and any other terms as may be decided by the Board of Directors at relevant time within the overall limits approved by the members.	The company undertakes transaction of sale, purchase or supply of goods in the normal course of business of amount not exceeding Rs. 100 crores 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 7 years or till the loan subsist.	Contracts/arrangements with a duration upto 1 year i.e. FY 2025-26

6.	Value of the proposed transaction	Upto Rs. 70 crores	Upto Rs. 100 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 19.08% of the consolidated turnover of the company. Upto 333.33% of the standalone turnover of M/s. Ricon Textile Limited, subsidiary of the company.	Upto 27.27% of the consolidated turnover of the company. Upto 464.46% of the standalone turnover of M/s. Ricon Textile Limited, subsidiary of the company.
8.	Benefits of the proposed transaction	The proposed corporate guarantee is in the best interest of the company as it will help M/s. Ricon Textile Limited, subsidiary company to avail credit facilities from banks and financial institutions for meeting its short-term working capital needs and ensuring smooth operations.	The business model of the company requires the company to enter into purchase and sales transaction with the subsidiary company.
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. Ankur Mangilal Borana, Executive Director and Mr. Nirmit Dalmia, Whole-time Director.	
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 as mentioned above and their relatives, 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. 6.

The board recommends the resolution set out at item no. 6 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.

Item No. 7

Pursuant to the provisions of related party transaction under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including any amendments

thereto, all related party transactions that exceeds Rs. 1000 Crore (Rupees One Thousand Crores Only) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower shall be termed as Material Related Party Transactions and shall require prior approval of shareholders. The listed entity shall also approve all Material the Related Party Transactions of its subsidiaries.

In view of the above threshold for determining the material related party transactions, the company seeks the approval of the shareholders to approve its subsidiaries for entering into contracts/arrangements with their related parties mentioned below wherein the estimated value of proposed transactions is likely to exceed the materiality thresholds and conditions mentioned in the resolution.

The details of transactions to be entered into by M/s. Ricon Textile Limited, subsidiary company, M/s. RB Industries, subsidiary and M/s. Ricon Industries Limited, subsidiary 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	Subsidiaries of M/s. R & B Denims Limited, holding company
3.	Type and Particulars of the proposed transaction	Corporate guarantee in favour of bank with respect to loan taken by M/s. Ricon Textile Limited
4.	Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement	M/s. Ricon Textile Limited, subsidiary company undertakes transaction of availing corporate guarantee of amount not exceeding Rs. 70 crores in favour of bank for loan by itself, in the ordinary course of business and any other terms as may be decided by the Board of Directors at relevant time within the overall limits approved by the members.
5.	Tenure of the transaction	Contracts/arrangements with a duration upto 7 years or till the loan subsist.
6.	Value of the proposed transaction	Upto Rs. 70 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 19.08 % of the consolidated turnover of M/s. R & B Denims Limited, holding company. Upto 325.06% of the standalone turnover of M/s. Ricon Textile Limited, subsidiary company. Upto 53.94% of the standalone turnover of M/s. RB Industries, subsidiary.
8.	Benefits of the proposed transaction	The proposed corporate guarantee will help M/s. Ricon Textile Limited, subsidiary of same holding company to avail credit facilities from banks and financial institutions for meeting its short-term working capital needs and ensuring smooth operations.
9.	Details of the valuation report or external party	NOT APPLICABLE

	report (if any) enclosed with the Notice		
10.	Name of the Director or Key Managerial Personnel, who is related or interested	Mr. Amit Dalmia, Chairman & Managing Director, Mr. Rajkumar Mangilal Borana, Executive Director, Mr. Ankur Mangilal Borana, Executive Director and Mr. Nirmit Dalmia, Whole-time Director.	
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 Hojiwala Fabrics Private Limited	
2.	Nature of relationship [including nature of its interest	Common Director	
3.	Type and Particulars of the proposed transaction	Corporate guarantee in favour of bank with respect to loan taken by M/s. Ricon Textile Limited.	Sale, Purchase or supply of goods and materials
4.	Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement	M/s. Ricon Textile Limited, subsidiary company undertakes transaction of availing corporate guarantee of amount not exceeding Rs. 70 crores in favour of bank for loan taken by itself, in the ordinary course of business and any other terms as may be decided by the Board of Directors at relevant time within the overall limits approved by the members	M/s. Ricon Textile Limited, subsidiary company undertakes transaction of sale, purchase or supply of goods with M/s. Hojiwala Fabrics Private Limited in the normal course of business of amount not exceeding Rs. 50 crores on terms and conditions that are generally prevalent in the industry segments that the subsidiary company operates in.
5.	Tenure of the transaction	Contracts/arrangements with a duration upto 7 years or till the loan subsist.	Contracts/arrangements with a duration upto 1 year i.e. FY 2025-26
6.	Value of the proposed transaction	Upto Rs. 70 crores	Upto Rs. 50 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	Upto 19.08% of the consolidated turnover of M/s. R & B Denims Limited, holding company. Upto 325.06% of the standalone turnover of M/s. Ricon Textile Limited, subsidiary company.	Upto 13.63% of the consolidated turnover of M/s. R & B Denims Limited, holding company. Upto 232.23% of the standalone turnover of M/s. Ricon Textile Limited, subsidiary company.

	on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)		
8.	Benefits of the proposed transaction	The proposed corporate guarantee will help M/s. Ricon Textile Limited, subsidiary of same holding company to avail credit facilities from banks and financial institutions for meeting its short-term working capital needs and ensuring smooth operations.	The business model of M/s. Ricon Textile Limited, subsidiary company requires to enter into such transactions with M/s. Hojiwala Fabrics Private Limited.
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. Kapil Hemantkumar Hojiwala, Director.	
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 3**	
1.	Name of the related party	M/s Borana Weaves Limited	
2.	Nature of relationship [including nature of its interest	Common Director	
3.	Type and Particulars of the proposed transaction	Sale, Purchase or supply of goods and materials	
4.	Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement	M/s. Ricon Textile Limited, subsidiary company undertakes transaction of sale, purchase or supply of goods with M/s. Borana Weaves Limited in the normal course of business of amount not exceeding Rs. 100 crores on terms and conditions that are generally prevalent in the industry segments that the subsidiary company operates in.	
5.	Tenure of the transaction	Contracts/arrangements with a duration upto 1 year i.e. FY 2025-26.	
6.	Value of the proposed transaction	Upto 100.00 Crores	
7.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed	Upto 27.27% of the consolidated turnover of M/s. R & B Denims Limited, holding company. Upto 464.46% of the standalone turnover of M/s. Ricon Textile Limited, subsidiary company.	

	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)	
8.	Benefits of the proposed transaction	The business model of M/s. Ricon Textile Limited, subsidiary company requires to enter into such transactions with M/s. Borana Weaves Limited.
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. Ankur Mangilal Borana, Executive Director.
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 4**
1.	Name of the related party	M/s Bhagwati Syntex Private Limited
2.	Nature of relationship [including nature of its interest	Common Director/ Partner
3.	Type and Particulars of the proposed transaction	Sale, Purchase or supply of goods and materials
4.	Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement	M/s. Ricon Industries, subsidiary undertakes transaction of sale, purchase or supply of goods with M/s. Bhagwati Syntex Private Limited in the normal course of business of amount not exceeding Rs. 100 crores on terms and conditions that are generally prevalent in the industry segments that the subsidiary company operates in.
5.	Tenure of the transaction	Contracts/arrangements with a duration upto 1 year i.e. FY 2025-26.
6.	Value of the proposed transaction	Upto 100.00 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	Upto 27.27% of the consolidated turnover of M/s. R & B Denims Limited, holding company. Upto 47.84% of the standalone turnover of M/s. Ricon Industries, subsidiary.

	provided)	
8.	Benefits of the proposed transaction	The business model of M/s. Ricon Industries, subsidiary requires to enter into such transactions with M/s. Bhagwati Syntex Private Limited.
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, Chairman and Managing Director and Mr. Deepak Dalmia, Whole-time Director.
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 as mentioned above and their relatives, 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. 7.

The board recommends the resolution set out at item no. 7 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.

Item No. 8

Pursuant to Section 161 of the Companies Act, 2013 and other applicable provisions and based on the recommendation of Nomination and Remuneration Committee ('NRC'), the Board, at its meeting held on 15th May, 2025 appointed Mrs. Nitika Abhishek Soni (DIN: 10708045) as an Additional Director in the capacity of Non-Executive Independent Director of the company to hold office only upto the date of this Annual General Meeting and subject to the approval of shareholders at the ensuing Annual General Meeting through a special resolution as a Non-Executive Independent Director of the company, not liable to retire by rotation, for a term of five consecutive years starting from 15th May, 2025 to 14th May, 2030 (both days inclusive).

The profile and specific areas of expertise of Mrs. Nitika Abhishek Soni 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.

Mrs. Nitika Abhishek Soni, 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 she is not disqualified for being appointed as director under subsection (2) of Section 164 of the Companies Act, 2013,
(iii) A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and under LODR Regulations.

(iv) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the company;

In the opinion of the Board, Mrs. Nitika Abhishek Soni fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the company and she is independent of the Management.

The Board noted that the background and experience of Mrs. Nitika Abhishek Soni are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

- Mrs. Nitika Abhishek Soni is an Associate Member of the Institute of Chartered Accountants of India (ICAI) and has been a Practicing Chartered Accountant since 2019. With around five years of experience in the finance and accounting sector, she has worked extensively in areas such as statutory audits, taxation, financial reporting, internal controls, and regulatory compliance.

- Her sound knowledge of corporate governance, risk management, and regulatory frameworks, along with her professional integrity and analytical skills, make her well-suited for the role of an Independent Director. She brings with her the ability to provide independent judgment and contribute meaningfully to the board's deliberations, particularly in matters related to finance, audit, and compliance.

The Board recommends the Special Resolution set out at item no. 8 for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than Mrs. Nitika Abhishek Soni for her respective appointment, is concerned or interested, financially or otherwise, in this resolution.

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

Sd/-
Sujata Chirag Dudharejiya
Company Secretary

Date: 11th July, 2025
Reg. Office: Block No. 467, Sachin Palsana Road, Palsana, Surat- 394315
E-mail: info@rnbdenims.com
Website: www.rnbdenims.com

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. Amit Dalmia (DIN-00034642)** is proposed to be re-appointed as 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 appointment/ reappointment	As per the resolution at item no. 2 of the notice convening this meeting, Mr. Amit Dalmia is liable to retire by rotation at the meeting and eligible for re-appointment
Remuneration last drawn	Rs. 1,50,000/- p.m.
Remuneration proposed	Rs. 1,50,000/- p.m.
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.
Names of all listed entities in which the person also holds the directorship and the membership of committees of the board *	R & B Denims Limited: a) Chairman & Managing Director b) Member of Audit Committee c) Member of Stakeholders Relationship Committee
No. of meetings of the board attended during the year	14
Listed entities from which the person has resigned in the past three years	NIL

** Committees include Audit Committee and Stakeholders Relationship Committee*

2. **Mr. Ankur Mangilal Borana (DIN: 01091164)** is proposed to be re-appointed as Executive 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. Ankur Mangilal Borana**
DIN	01091164
Date of birth	07/07/1980 (45 years)
Qualification	B. Com
Expertise in specific functional areas	More than 19 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. 3 of the notice convening this meeting, Mr. Ankur Mangilal Borana is liable to retire by rotation at the meeting and eligible for re-appointment
Remuneration last drawn	Rs. 1,50,000/- p.m.
Remuneration proposed	Rs. 1,50,000/- p.m.
Date of first appointment	17/11/2010
Relationship with Directors/ Key Managerial Personnel	Mr. Ankur Mangilal Borana is the brother of Mr. Rajkumar Mangilal Borana, Executive Director of the company.
Names of all listed entities in which the person also holds the directorship and the membership of committees of the board *	1. R & B Denims Limited: a) Executive Director 2. Borana Weaves Limited: a) Executive Director and CEO b) Member of Stakeholders Relationship Committee
No. of meetings of the board attended during the year	14
Listed entities from which the person has resigned in the past three years	NIL

** Committees include Audit Committee and Stakeholders Relationship Committee*

3. **Mrs. Nitika Abhishek Soni (DIN:10708045)** is proposed to be regularized 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	Mrs. Nitika Abhishek Soni
DIN	10708045
Date of birth	26/04/1986 (39 years)
Qualification	Chartered Accountant
Expertise in specific functional areas	More than 5 years of experience in finance industry.
Terms and conditions of appointment/ reappointment	Appointment as an Independent Director of the company for a period of 5 consecutive years starting from 15th May, 2025 to 14th May, 2029 who shall not be liable to retire by rotation (refer item no. 8 of this notice read with the explanatory statement thereto)
Remuneration last drawn	NIL
Remuneration proposed	NIL
Date of first appointment	15/05/2025
Relationship with Directors/ Key Managerial Personnel	Not related to any of the Directors or Key Managerial Personnel of the company.
Names of all listed entities in which the person also holds the directorship and the membership of committees of the board *	1. R & B Denims Limited: a) Additional Independent Director 2. Borana Weaves Limited: a) Independent Director
No. of meetings of the board attended during the year	NIL
Listed entities from which the person has resigned in the past three years	NIL
Number of equity shares held in the company, 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 given in item no. 8 of the Explanatory Statement.

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

Sd/-
Sujata Chirag Dudharejiya
Company Secretary

Date: 11th July, 2025
Reg. Office: Block No. 467, Sachin Palsana Road, Palsana, Surat- 394315
E-mail: info@rnbdenims.com
Website: www.rnbdenims.com

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 15th Annual General Meeting of the company held on Monday, the 11th day of August, 2025 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 15th Annual General Meeting of the company, to be held on Monday, the 11th day of August, 2025 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. Amit Dalmia, Managing Director (DIN:00034642), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.
3	To appoint a director in place of Mr. Ankur Mangilal Borana, Executive Director (DIN:01091164), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.
4	To ratify the remuneration of Cost Auditor for the financial year 2025-26
5	To approve appointment of Mr. Bhaveshkumar Arjunkumar Rawal as the Secretarial Auditor of the company.
6	To consider and approve related party transactions.
7	To consider and approve related party transactions of subsidiaries.
8	To regularize appointment of Mrs. Nitika Abhishek Soni (DIN:10708045) as a Non-Executive Independent Director of the company.

Signed this 11th day of August, 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 Annual General Meeting of the company scheduled to be held on Monday, the 11th day of August, 2025 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, 2025, together with the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)			
2	To appoint a director in place of Mr. Amit Dalmia, Managing Director (DIN:00034642), 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 appoint a director in place of Mr. Ankur Mangilal Borana, Executive Director (DIN:01091164), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment. (Ordinary Resolution)			
Special Business				
4	To ratify the remuneration of Cost Auditor for the financial year 2025-26. (Ordinary Resolution)			
5	To approve appointment of Mr. Bhaveshkumar Arjunkumar Rawal as the Secretarial Auditor of the company. (Ordinary Resolution)			
6	To consider and approve related party transactions. (Ordinary Resolution)			
7	To consider and approve related party transactions of subsidiaries. (Ordinary Resolution)			
8	To regularize appointment of Mrs. Nitika Abhishek Soni (DIN:10708045) as a Non-Executive Independent Director of the company. (Special Resolution)			

Place: Surat
Date: 11th August, 2025

(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 cast 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)
134588

E-Voting shall start on Friday, 08th day of August, 2025 (9.00 a.m.) and will be open till Sunday, 10th day of August, 2025 till the close of working hours (i.e. 5.00 p.m.).