NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the 01/2025-26 Extraordinary General Meeting of the members of R & B Denims Limited ('the Company') will be held on Friday, the 13th day of March, 2026 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:

SPECIAL BUSINESS:

1. **SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS. 2/- PER SHARE TO RE. 1/- PER SHARE:**

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 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules framed thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the provisions of Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any competent authority, and as approved by the Board of Directors of the Company, consent of the members be and is hereby accorded for sub dividing the equity shares of the Company, such that equity share having nominal value of Rs. 2/- (Rupees Two Only) be sub-divided into 2 (Two) equity shares having nominal value of Re. 1/- (Rupee One Only) each fully paid-up.

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company, all the authorized, issued, subscribed and paid-up equity shares of nominal value of Rs. 2/- (Rupees Two Only) each existing on the record date to be fixed by the Board of Directors of the Company (which shall include any Committee thereof), shall stand sub-divided into 2 (Two) equity shares of nominal value of Re. 1/- (Rupee One Only) each fully paid up. The details are as given below:

Type of Capital	**Pre-Split Share Capital Structure**			**Post-Split Share Capital Structure**		
	No. of Equity Shares	**Face Value (Rs.)**	**Total Capital (Rs.)**	**No. of Equity Shares**	**Face Value (Rs.)**	**Total Capital (Rs.)**
Authorised Share Capital*	12,75,00,000	2	25,50,00,000	25,50,00,000	1	25,50,00,000
Issued, Paid-up and Subscribed capital	8,99,73,440	2	17,99,46,880	17,99,46,880	1	17,99,46,880

* The authorized share capital as on the date of notice has been taken into consideration

RESOLVED FURTHER THAT upon sub-division of the equity shares as aforesaid, 2 (Two) equity Shares of the face value of Re. 1/- (Rupee One Only) each to be allotted in lieu of existing 1 (One)

equity share of Rs. 2/- (Rupees Two Only) each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid-up equity shares of Rs. 2/- (Rupees Two Only) each of the Company and shall be entitled to participate in full, after the sub-divided equity shares are allotted.

RESOLVED FURTHER THAT upon sub-division of the Equity Shares as aforesaid and with effect from the Record Date:

a. for the equity shares held in physical form, to the extent applicable, the existing Share Certificate(s) in relation to the existing fully paid equity shares having face value of Rs. 2/- (Rupees Two only) each, shall be deemed to have been automatically cancelled and shall be of no effect from the Record Date. The Board of Directors and/or Company's Registrar and Share Transfer Agents shall, without requiring the Members to surrender their existing Share Certificate(s), and credit the corresponding sub-divided equity shares in dematerialised form. In accordance with Regulation 39 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall credit such sub-divided shares to a separate demat (Suspense / Escrow) Account for those Members who do not have demat accounts, until such time as they open a demat account and claim their respective shares, in compliance with applicable laws, rules, and regulatory guidelines.

b. for the equity shares held in dematerialized form, the sub-divided equity shares of face value Rs. 1/- (Rupees One only) each shall be credited proportionately to the respective beneficiary demat accounts of the Members held with their Depository Participants, in place of the existing credits representing equity shares of face value Rs. 2/- (Rupees Two only) each, as on the Record Date.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board of Directors or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage at the time of sub-division of shares thereon without requiring the Board of Directors or any Committee thereof to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution, or as the Board of Directors or any Committee thereof in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons and to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may be deemed expedient."

2. INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION 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 13, 61(1)(a), 64 of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act, if any, (including any statutory modification(s) and re-enactment (s) thereof for the time being in force) read with the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder and Articles of Association of the Company, on the recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 25,50,00,000/- (Rupees Twenty-five crores and fifty lakhs only) divided into 12,75,00,000 (Twelve crores and seventy-five lakhs) equity shares of Rs. 2/- (Rupees Two only) each to Rs. 30,00,00,000/- (Rupees Thirty crores only) divided into 30,00,00,000 (Thirty Crores) equity shares of Re. 1/- (Rupee One only) each ranking pari passu in all respects with the existing equity shares.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause 5 thereof by the following new Clause 5 as under:

5. The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty crores only) divided into 30,00,00,000 (Thirty Crores) equity shares of Re. 1/- (Rupee One only) each

RESOLVED FURTHER THAT the directors of the Company be and are hereby severally authorised to do all such act(s), deed(s) and things including filing of all forms and documents with Registrar of Companies and other Regulatory Authorities as may be necessary and incidental to give effect to the aforesaid resolution."

3. ISSUE OF BONUS SHARES:

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 provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for capitalization of a sum not exceeding Rs. 8,99,73,440/- (Rupees Eight Crores Ninety-Nine Lakhs Seventy-Three Thousand Four Hundred and Forty only) from and out of the securities premium account for the purpose of issue of bonus equity shares of Re. 1/- (Rupee One only) each, credited as fully paid to the eligible members of the Company holding equity shares of Re. 1/- (Rupee One only) each of the Company whose names appear in the Register of Members on a 'Record Date' to be determined by the Board for this purpose, in the proportion of 1 (One) new fully paid-up equity share of Re. 1/- (Rupee One only) each for every 2 (Two) existing fully paid-up equity shares of Re. 1/- (Rupee One only) each held by them (i.e. in the ratio of 1:2) and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.

RESOLVED FURTHER THAT the bonus equity shares to be allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT in case of fractional entitlements arising out of the issue of bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members.

RESOLVED FURTHER THAT the bonus shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect to the bonus shares and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s). With respect to the members holding equity shares in physical form, the Company shall credit the bonus equity shares to a suspense escrow demat account to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form. The Voting rights of the bonus equity shares held in the suspense escrow demat account, shall remain frozen.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent that they relate to Non-Resident Indians ("NRIs"), Foreign Institutional Investors ("FIIs") and other Foreign Investors, shall be subject to the approval of RBI or any other regulatory authority, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the shares of the Company are presently listed as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt whatsoever that may arise with regard to issue, allotment, distribution and listing of shares as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

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

Sd/-
Sujata Chirag Dudharejiya
Company Secretary

Date: 14th February, 2026
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 Section 102 of the Companies Act, 2013 ("Act") setting out material facts, relating to the special businesses to be transacted at the General Meeting (the "meeting") is annexed hereto.

b. A member entitled to attend and vote at the 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 11th March, 2026, 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 meeting 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. 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 General Meeting.

f. Members seeking any information/document as referred in the notice are requested to write to the company on or before 13th March, 2026 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 General Meeting.

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

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

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

k. The Notice of this meeting 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 notice on company's website is being sent by the permitted mode.

l. Members may note that the Notice this meeting will also be available on the company's website at www.rnbdenims.com, on website of BSE Limited at www.bseindia.com and website of National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL www.evoting.nsdl.com.

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: www.bigshareonline.com/InvestorRegistration.aspx or company.

n. 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

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 meeting hall.

p. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on 06th March, 2026.

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

r. 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 meeting and members attending the meeting, who have not already cast their votes by remote e-voting shall be able to exercise the right at the meeting through polling paper. Members who have already cast their votes by remote e-voting prior to the meeting may attend the meeting 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. 06th March, 2026.

V. A person, whose name is recorded in the register of members as on the cut-off date, i.e. 06th March, 2026 only shall be entitled to avail the facility of remote e-voting / as well as voting through the Polling papers at the meeting. 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 meeting and prior to the cut-off date i.e. 06th March, 2026 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the polling papers at the meeting by following the procedure mentioned in this part.

VII. The remote e-voting period will commence on Tuesday, 10th March, 2026 at 9.00 a.m. and will end on Thursday, 12th March, 2026 at 5.00 p.m. During this period, the members of the company holding shares as on the cut-off date i.e. 06th March, 2026, 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. 13th March, 2026

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

The remote e-voting period starts on Tuesday, 10th March, 2026 on open of working hours (i.e 9:00 hours) and ends on, Thursday, 12th March, 2026, 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. 06th March, 2026 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 06th March, 2026.

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. 06th March, 2026, 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. 06th March, 2026 may follow steps mentioned in the Notice of the meeting 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 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. 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 138568 then user ID is 138568001***

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 meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.

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 meeting through polling paper. A person who is not a Member as on the cut-off date should treat this Notice of meeting 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 GENERAL MEETING OF THE COMPANY.



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

Item No. 1

The equity shares of the Company are listed and actively traded on Main Board of BSE Limited and National Stock Exchange of India Limited. In order to enhance the liquidity of the Company's equity shares, make the shares more affordable and accessible to small retail investors, and encourage wider participation by broadening the retail shareholders' base, the Board of Directors in their meeting held on 14th February, 2026 has proposed the sub-division of the face value of the Company's equity shares, subject to the approval of the Members and such statutory and regulatory approvals, consents, and permissions as may be required.

The subdivision of the face value of the Company's equity shares in the following ratio:
1 (One) equity share of face value of Rs. 2/- (Rupees two only) each shall be sub-divided into into 2 (Two) equity shares of face value of Re. 1/- (Rupee one only) each.

The sub-divided equity shares shall rank pari-passu in all respects with each other and carry the same rights and privileges as the existing equity shares. The sub-division shall take effect from such date as may be fixed by the Board of Directors as the "Record Date" for this purpose.

In the opinion of the Board of Directors, the proposed sub-division of the equity shares is in the best interest of the Company and its shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding, in the resolution set out in this Notice.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 1 of the accompanying Notice as Ordinary Resolution.

Item No. 2

Post Sub division of the equity shares, the Authorised Share Capital of the Company is Rs. 25,50,00,000/- (Rupees Twenty-five crores and fifty lakhs only) divided into 25,50,00,000 (Twenty-five crores and fifty lakhs) equity shares of Re. 1/- (Rupee One only) each and the paid-up share capital of the Company is Rs. 17,99,46,880/- (Rupees Seventeen crores ninety-nine lakhs forty-six thousand eight hundred eighty Only) consisting of 17,99,46,880 (Seventeen crores ninety-nine lakhs forty-six thousand eight hundred eighty) equity shares of Re. 1/- (Rupee One only) each. The Board, therefore, decided that the Authorised Share Capital of the company be increased to Rs. 30,00,00,000/- (Rupees Thirty crores only) consisting of 30,00,00,000 (Thirty crores) equity shares of Re. 1/- (Rupee One only) each to facilitate any fund raising in future via further issue of equity shares of the company.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause 5 of the Memorandum of Association of the Company. Pursuant to Section 13 and 61 the Companies Act, 2013 ("the Act") and other applicable provisions of the Act, if any, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

A draft copy of the altered Memorandum of Association of the Company is available on the website of the Company at https://www.rnbdenims.com/moa. Alternately, Members may also send their requests for inspection of aforesaid documents to compliance@rnbdenims.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID till the date of General Meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in this Notice.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 2 of the accompanying Notice as Ordinary Resolution.

Item No. 3

In appreciation of continuing support from shareholders of the Company, as recommended by the Audit Committee, the Board of Directors at its meeting held on 14th February, 2026, subject to consent of the Members of the Company, approved and recommended issue of bonus equity shares of Re. 1/- (Rupee One only) each credited as fully paid-up to eligible members of the Company in the proportion of 1 (One) new fully paid-up equity share of Re. 1/- (Rupee One only) each for every 2 (Two) existing fully paid-up equity shares of Re. 1/- (Rupee One only) each held by them (i.e. in the ratio of 1:2), by capitalizing a sum not exceeding Rs. 8,99,73,440/- (Rupees Eight Crores Ninety-Nine Lakhs Seventy-Three Thousand Four Hundred and Forty only) out of securities premium account of the Company as on 31st March, 2025.

Article 39 and 40 of the Articles of Association of the Company permits that, the Company in General Meeting may, upon recommendation of the Board, resolve, to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up to and amongst shareholders in proportion to their existing shareholding. Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to applicable statutory and regulatory approvals, if any, the issue of bonus shares of the Company requires the approval of the Shareholders of the Company. Accordingly, approval of the Shareholders of the Company is hereby sought by way of Ordinary resolution as set out in this Notice.

Accordingly, the capital of the company post bonus issue is projected below:

Type of capital	**Pre-bonus Share Capital**			**Post-Bonus Share Capital**		
	No. of Equity Shares	**Face Value (Rs.)**	**Total Capital (Rs.)**	**No. of Equity Shares**	**Face Value (Rs.)**	**Total Capital (Rs.)**
Issued, Paid Up and Subscribed Share Capital	17,99,46,880	1	17,99,46,880	26,99,20,320	1	26,99,20,320

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding, in the resolution set out in this Notice.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 3 of the accompanying Notice as Ordinary Resolution.

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

Sd/-
Sujata Chirag Dudharejiya
Company Secretary

Date: 14th February, 2026
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 General Meeting of the company held on Friday, the 13th day of March, 2026 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 this Attendance Slip at the 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 General Meeting of the company, to be held on Friday, the 13th day of March, 2026 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	Sub-division of equity shares from the face value of Rs. 2/- per share to Re. 1/- per share
2	Increase in the authorised share capital of the company and alteration of capital clause of Memorandum of Association of the company
3	Issue of bonus shares

Signed this 13th day of March, 2026

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 General Meeting of the company scheduled to be held on Friday, the 13th day of March, 2026 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
Special Business				
1	Sub-division of equity shares from the face value of Rs. 2/- per share to Re. 1/- per share			
2	Increase in the authorised share capital of the company and alteration of capital clause of Memorandum of Association of the company			
3	Issue of bonus shares			

Place: Surat
Date:13th March, 2026

(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)
138568

E-Voting shall start on Tuesday, 10th March, 2026 (9.00 a.m.) and will be open till Thursday, 12th March, 2026 till the close of working hours (i.e. 5.00 p.m.).