December 27, 2017

The Vice – President,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001
BSE Code – 538119

Dear Sir/Madam,

Re: Outcome of Board Meeting held on December 27, 2017

We would like to inform you that the Board Meeting of the company was held on today 27th December, 2017 at the Block No. 467 Sachin Palsana Road, Palsana Surat, Gujarat-394315 at 11:00 A.M. IST and was concluded on 27th December, 2017 at 02:15 P.M. IST. The Gist of the Proceedings of the said meeting is given hereunder

Please acknowledge the receipt.

Thanking you,

Yours faithfully,

R & B DENIMS LIMITED

Amitkumar Anandbhai Dalmia
(Whole time Director)
DIN: 00034642

December 27, 2017

The Vice - President,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalai Street
Mumbai —400 001

Ref: R & B Denims Limited (538119)

Re: OUTCOME OF BOARD MEETING

Dear Sir/ Madam,

We wish to inform you that a meeting of Board of Directors of R & B Denims Limited was held today i.e. on December 27, 2017, at the registered office of the company at 11:00 AM and concluded at 02:15 PM IST, has considered and approved the following:

1. Appointment of Women Director Mrs. Anita Pankaj Jain.

2. Resignation of Women Director Mrs. Prerna Vikas Jain and the Board places on record its appreciation for the assistance and guidance provided by Mrs. Prerna Vikas Jain, during her tenure as a Women Director of the Company.

3. Board of the company has given their assent to Re-constitute Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee due to Appointment of Mrs. Anita Jain and Resignation of Mrs. Prerna Jain.

4. Supplementary partnership deed of RB Industries regarding change of remuneration and share in profit/loss ratio of partners.

Kindly take the same on your record.

Yours faithfully,

For, **R & B DENIMS LIMITED**

Amitkumar Anandbhai Dalmia
(Whole time Director)
DIN: 00034642

Rhythm & Blue

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF R & B DENIMS LIMITED, HELD AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT BLOCK NO. 467, SACHIN PALSANA ROAD, PALSANA, SURAT-394315 ON WEDNESDAY, DECEMBER 27, 2017 AT 11:00 A.M

ITEM NO. 1: To appoint Mrs. Anita Pankaj Jain as a Women Director of the Company:

"**RESOLVED THAT** pursuant to Section 161 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Mrs. Anita Pankaj Jain be and is hereby appointed as an Additional Director on the Board of Directors of the Company w.e.f. 27th December, 2017, who shall hold office upto the date of the ensuing Annual General Meeting of the Company."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any or all of the Directors of the Company be and is/are hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies."

ITEM NO. 2: To take on record the resignation of Mrs. Prerna Vikas Jain:

The Chairman informed the Board that Mrs. Prerna Vikas Jain, vide his letter dated 01st December, 2017, has resigned from the Board of the Company. Thereafter, he placed the resignation letter of Mrs. Prerna Vikas Jain, before the Board for its consideration. The Board discussed the matter and thereafter passed the following resolution unanimously:

"**RESOLVED THAT,** the resignation of Mrs. Prerna Vikas Jain, from the directorship of the Company be and is hereby approved and accepted with effect from 01st Day of December, 2017."

"**RESOLVED FURTHER THAT,** the Board places on record its appreciation for the assistance and guidance provided by Mrs. Prerna Vikas Jain, during her tenure as a Director of the Company."

"**RESOLVED FURTHER THAT,** all or any of the existing directors of the company be and is/are hereby severally/jointly authorized to do all the acts, deeds and things which are necessary to the resignation of aforesaid person from the directorship of the Company."

"**RESOLVED FURTHER THAT,** a certified copy of the resolution be given to any-one concerned or interested in the matter."

Item no. 3: Re-constitution of Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee

The Chairman informed the Board that due to the Appointment of Mrs. Anita Pankaj Jain and Resignation of Mrs. Prerna Viaks Jain, all the committee of the company has been re-constituted and the proposal for the same has been placed before the Board for their approval.

After discussion the following resolution was passed unanimously:

A. **Audit Committee:**

"RESOLVED THAT, pursuant to Section 177 of the Companies Act, 2013 read with Rule 6 of Companies (Meetings of Board and its Powers) Rules, 2014 and, the Audit Committee of the Company be and is hereby re-constituted consisting of the following, who are the directors of the company:

1. Mr. Dharmesh Mehta	Chairman
2. Mr. Manak Lal Tiwari	Member
3. Mr. Rajkumar Borana	Member
4. Mrs. Anita Pankaj Jain	Member

"RESOLVED FURTHER THAT, any member of this Committee may be removed or replaced at any time by the Board and any member of this Committee ceasing to be a director shall be ceased to be a member of the Audit Committee."

"RESOLVED FURTHER THAT, the members of this committee shall elect a Chairperson amongst themselves."

"RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolution, all or any of the Board of Directors of the company be and is/are hereby jointly/severally authorized to do all such acts, deeds and things as it may in its absolute discretion may deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

"RESOLVED FURTHER THAT, a certified copy of the resolution be given to any-one concerned or interested in the matter."

B. **Nomination and Remuneration Committee:**

"RESOLVED THAT, pursuant to Section 178 of the Companies Act, 2013 read with Rule 6 of Companies (Meetings of Board and its Powers) Rules, 2014 and, the Nomination and Remuneration Committee of the Company be and is hereby re-constituted consisting of the following, who are the directors of the company:

1. Mr. Girish Kumar Kalawatia	Chairman
2. Mr. Manak Lal Tiwari	Member
3. Mr. Dharmesh Mehta	Member
4. Mrs. Anita Pankaj Jain	Member

"RESOLVED FURTHER THAT, any member of this Committee may be removed or replaced at any time by the Board and any member of this Committee ceasing to be a director shall be ceased to be a member of the Nomination and Remuneration Committee."

"RESOLVED FURTHER THAT, the members of this committee shall elect a Chairperson amongst themselves."

"RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolution, all or any of the Board of Directors of the company be and is/are hereby jointly/severally authorized to do all such acts, deeds and things as it may in its absolute discretion may deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

"RESOLVED FURTHER THAT, a certified copy of the resolution be given to any-one concerned or interested in the matter."

C. **Stakeholder's Relationship Committee:**

"RESOLVED THAT, pursuant to Section 178 of the Companies Act, 2013 read with Rule 6 of Companies (Meetings of Board and its Powers) Rules, 2014 and, the Stakeholder's Relationship Committee of the Company be and is hereby re-constituted consisting of the following, who are the directors of the company:

1. Mrs. Anita Pankaj Jain	Chairman
2. Mr. Manak Lal Tiwari	Member
3. Mr. Amit Dalmia	Member

"**RESOLVED FURTHER THAT,** any member of this Committee may be removed or replaced at any time by the Board and any member of this Committee ceasing to be a director shall be ceased to be a member of the Stakeholder's Relationship Committee."

"**RESOLVED FURTHER THAT,** the members of this committee shall elect a Chairperson amongst themselves."

"**RESOLVED FURTHER THAT,** for the purpose of giving effect to the above resolution, all or any of the Board of Directors of the company be and is/are hereby jointly/severally authorized to do all such acts, deeds and things as it may in its absolute discretion may deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

"**RESOLVED FURTHER THAT,** a certified copy of the resolution be given to any-one concerned or interested in the matter."

Item no. 4: To take a note on Supplementary partnership deed of RB Industries

"**RESOLVED THAT,** the consent of the Board of Directors of the company be and is hereby accorded for change of remuneration and share in profit/loss ratio of partners in RB Industries (hereinafter referred to as "Partnership Firm"), wherein our company is a partner, and execute Supplementary partnership agreement, as per the draft of the Supplementary partnership agreement tabled before the meeting and initialed by the Chairman for purposes of identification, between the Company and the partnership firm."

"**RESOLVED FURTHER THAT,** all or any of the Directors of the company be and is/are hereby authorised to sign the said Supplementary partnership agreement with an authority to make any further amendment or alteration to the agreement or any portion(s) thereto as may be necessary with a prior intimation of the same to this Board."

//CERTIFIED TRUE COPY//

For, **R & B DENIMS LIMITED**

R & B DENIMS LIMITED

Amitkumar Anandbhai Dalmia
(Whole time Director)
DIN: 00034642
Add: C/602/603 Regency Tower, Dumas Road, Piplod, Surat-394550

Date: 27/12/2017
Place: Surat