February 15, 2019

The Department of Corporate Services;
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

Script Code – 538119 **Trading Symbol: "RNBDENIMS"**

Subject- Notice or postal ballot pursuant to Section 110 of the Companies Act, 2013, read with rules of the Companies (Management and Administration) Rules, 2014.

Dear Sir/Madam,

With reference to the above mentioned subject please find enclosed Notice of postal ballot pursuant to Section 110 of the Companies Act, 2013, read with rules of the Companies (Management and Administration) Rules, 2014.and regulation 30 or SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015.

We would further like to inform that the Board of Directors has fixed Friday 15th February, 2019 as the cut -off Date for determining the eligibility of the shareholders to vote through postal Ballot and e-voting for the above purpose.

Kindly take this information on record.

Yours faithfully
For, **R & B Denims Limited**

Amitkumar Dalmia
(Whole time Director)
DIN: 00034642

R & B DENIMS LIMITED

(**CIN: L17120GJ2010PLC062949**)

Registered Office: Block No. 467 Sachin Palsana Road, Palsana, Surat-394315

Tel No.: +91 96012 81648

E-mail: info@rnbdenims.com **Website:** http://www.rnbdenims.com/

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with the Rule 22 of the Companies (Management and Administration Rules, 2014)]

To
All Members,
R & B DENIMS LIMITED

Notice is hereby given that pursuant to the provisions of Section 110 of Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification, amendment or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below be passed by the Members through Postal Ballot/e-Voting.

Accordingly, draft resolution & explanatory statement setting out the material facts & reasons thereof in respect of the proposed resolutions in terms of Section 102 read with Section 110 of the Companies Act, 2013 is annexed herewith for your consideration.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the postal ballot form and return the same duly completed in the enclosed self-addressed postage prepaid envelope. Postal Ballot Form(s), if sent by courier or by registered post/ speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed postage prepaid envelope. The duly completed postal ballot form(s) should reach to the office of Scrutinizer not later than 5.00 p.m. on March 23, 2019, to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

As required under the provisions of Section 108 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also providing e-voting facility to its Members to exercise their votes by electronic voting system. Furthermore, the company has engaged the services of NSDL (National Securities Depository Limited) to provide e-Voting facility. The instructions for e-Voting are annexed to this notice.

M/s. Jainam N Shah & Co., Practicing Company Secretary having office at 4-B, Siddhashilla Apartment, Nr. Jeevan Bharti School, Opp. Kansar Restaurant, Nanpura, Surat-395001, Gujarat, has been appointed as a Scrutinizer at the meeting of Board of Directors of the Company, which is in the opinion of the Board can conduct the Postal ballot voting as well as e-voting process in a fair & transparent manner.

The Scrutinizer shall, after the receipt of assent or dissent of the Members in writing or by electronic means on or before March 23, 2019, shall, after the completion of his Scrutiny, submit his report to the Chairman of the Company on or before March 25, 2019 to the Company. The Result shall be announced by the Chairman of the Company on Monday, March 25, 2019 at 05:00 p.m. at Company's Registered Office situated at Block No. 467 Sachin Palsana Road, Palsana, Surat-394315.

The Resolution, if approved, will be taken as passed effectively on the last date on which the company received duly completed postal ballot form as per SS-2 issued by ICSI i.e. March 23, 2019. & it will be communicated to the BSE Limited, Depository, Registrar and Share Transfer Agent and will also be displayed on the Company's website: http://www.rnbdenims.com/.

The Notice, alongwith Postal ballot Form, has also been placed on the Company's website http://www.rnbdenims.com/ for perusal of Members.

SPECIAL RESOLUTIONS:

Item No. 1 –Migration of the Company from SME Platform of BSE Limited to Main Board of BSE Limited.

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

"RESOLVED THAT, pursuant to Chapter IX of SEBI (Issue of Capital & Disclosure Requirements) Regulations,2018,SEBI, applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable provisions of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to migrate the Company, currently listed on SME Exchange of BSE Limited to Main Board of BSE Limited and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said resolution."

"RESOLVED FURTHER THAT, the Board of Directors and Company Secretary of the Company be and are hereby authorised jointly and severally to deal with any Government or Semi-Government authorities or any other concerned intermediaries, including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

"**RESOLVED FURTHER THAT,** Directors of the Company be and are hereby authorized jointly and severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

Registered Office: Block No. 467 Sachin Palsana Road, Palsana, Surat-394315
CIN: L17120GJ2010PLC062949
Website: http://www.rnbdenims.com/
E-mail: info@rnbdenims.com
Tel. No. +91 96012 81648

By the Order of Board of Directors

For, **R & B Denims Limited**
Sd/-
Jyoti Arun Agarwal
Company Secretary

Place: Surat
Date: 14/02/2019

Notes:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating in respect of the aforesaid items set out in the Notice is annexed hereto.

2. M/s. Jainam N Shah & Co., Practicing Company Secretary having office at 4-B, Siddhashilla Apartment, Nr. Jeevan Bharti School, Opp. Kansar Restaurant, Nanpura, Surat-395001, Gujarat, has been appointed as a Scrutinizer at the meeting of Board of Directors of the Company, which is in the opinion of the Board can conduct the Postal ballot voting as well as e-voting process in a fair &transparent manner.

3. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services(India) Limited as on February 15, 2019 (being cut-off date for determining the Members to whom the Notice shall be dispatched).

4. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants and in case of Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply.

5. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members

6. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.

7. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a Member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to **info@rnbdenims.com**. The Registrar and Transfer Agents / Company shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.

8. A Member cannot exercise his vote by proxy on postal ballot.

9. 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 of February 15, 2019 only shall be entitled to avail the facility of e-voting as well as voting through Postal Ballot. A person who is not a Member as on cut-off date should accordingly treat the Postal Ballot Notice for information purpose only.

10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed with the Assent (for) or Dissent (against), in the enclosed self-addressed postage prepaid envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5:00 p.m.) on March 23, 2019. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5:00 p.m. on March 23, 2019, it will be considered that no reply from the Member has been received.

11. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are given in this Notice. **E-Voting will commence on February 22, 2019 at 9:00 a.m. and will end on March 23, 2019 at 5:00 p.m**. E-Voting shall not be allowed beyond the said time and date.

12. The Scrutinizer shall after the receipt of assent or dissent of the Members in writing or by electronic means on or before March 23, 2019, shall, after the completion of his Scrutiny, submit his report to the Chairman of the Company on or before March 25, 2019. The Result shall be announced by the Chairman of the Company on Monday, March 25, 2019 at 05:00 p.m. at Company's Registered Office situated at Block No. 467 Sachin Palsana Road, Palsana, Surat-394315 and the resolution will be taken as passed effectively on the last date on which the company received duly completed postal ballot form as per SS-2 issued by ICSI i.e. March 23, 2019. will be taken to be date of passing the resolution

VOTING THROUGH ELECTRONIC MEANS

The Company has made arrangements with National Securities Depository Limited ('NSDL') for facilitating e-voting for Postal Ballot process. The instructions to Members for voting electronically are as under:

The voting period (including e-voting) begins on February 22, 2019 at 9.00 a.m. and ends on March 23, 2019 at 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of February 15, 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/
Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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:**
a) 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******.
b) 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**********
c) 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 101456 then user ID is 101456001***

5. Your password details are given below:

   a) If you are already registered for e-Voting, then you can user 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, your 'initial password' is communicated to you on your postal address

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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

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.

Details on Step 2 are given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 jainam.shah9091@gmail.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800-222-990 or send a request atevoting@nsdl.co.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO 1:

Company listed on SME Exchange of BSE Ltd. with post issue face value capital of more than Rupees Ten Crores and up to Rupees Twenty-Five Crores and Market cap of Minimum Rs. 25 Crores can migrate from SME Exchange to Main Board of BSE Ltd. subject to the approval of its Member in such manner as prescribed.

Our Company is currently listed on SME Exchange of BSE Limited with post issue face value capital of Rs. 13,99,46,880/-. Our Company was listed on SME Exchange of BSE Limited on April 22, 2014. As per the requirement of BSE Circular dated 26th November, 2012, the Company complies the requirement of Equity Share capital of more than Rs. 10 Crores & continued listing of 2 years on SME Exchange of BSE Limited for migration purpose. The Board of Director are of the view that Migration to Main Board will act as a catalyst in the growth and expansion of the Company and will also help the Members of the Company to enjoy sufficient returns on their investments. Hence, the Board of Directors of the Company in their meeting held on February 14, 2019 decided to migrate from SME Exchange to Main Board of BSE Ltd.

In view of above, you are requested to grant your consent to above said special resolution as set out herein in the postal ballot notice of the Company.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

Registered Office: Block No. 467 Sachin Palsana Road, Palsana, Surat-394315
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By the Order of Board of Directors

For, **R & B Denims Limited**
Sd/-
Jyoti Arun Agarwal
Company Secretary

Place: Surat
Date: 14/02/2019