R & B DENIMS LIMITED

(CIN: L17120GJ2010PLC062949)
Registered Office: Block No. 467 Sachin Palsana Road, Palsana Surat-394315
Tel: +91 96012-81648 Website: www.rnbdenims.com, Email: info@rnbdenims.com

NOTICE FOR EXTRA ORDINARY GENERAL MEETING

TO,
THE MEMBERS

Notice is hereby given that the Extra Ordinary General Meeting of members of **R & B DENIMS LIMITED** will be held on Monday 23rd day of December, 2019 at 11:00 a.m. at registered office of the Company situated at Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India to conduct the following business:

SPECIAL BUSINESS

1. APPOINTMENT OF STATUTORY AUDITORS TO FILL THE CASUAL VACANCY:

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 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Pradeep K. Singhi & Associates, Chartered Accountants (ICAI Registration no. 126027W), Surat be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Pamita Doshi & Co., Chartered Accountants (ICAI Registration No. 141976W).

RESOLVED FURTHER THAT M/s. Pradeep K. Singhi & Associates, Chartered Accountants (ICAI Registration no. 126027W), Surat, be and are hereby appointed as Statutory Auditors of the Company from the conclusion of this Extra Ordinary General Meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2020 on such remuneration as may be fixed by the Board of Directors in consultation with them**.**

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things incidental thereto to give effect to aforesaid resolution.**"**

DATE: 23/11/2019
PLACE: SURAT

By Order of Board of Director

Sd/-
Jyoti Arun Agarwal
Company Secretary

Registered Office:
Block No.467, Sachin Palsana Road,
Palsana, Surat-394315, Gujarat, India
CIN: L17120GJ2010PLC062949
E-mail: compliance@rnbdenims.com

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**

2. **PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE LODGED WITH THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

3. 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. 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

4. THE BUSINESS SET OUT IN THE NOTICE WILL BE TRANSACTED THROUGH ELECTRONIC VOTING SYSTEM AND THE COMPANY IS PROVIDING FACILITY FOR VOTING BY ELECTRONIC MEANS. INSTRUCTIONS AND OTHER INFORMATION RELATING TO E-VOTING ARE GIVEN IN THIS NOTICE UNDER NOTE NO. 13. THE COMPANY WILL ALSO SEND COMMUNICATION RELATING TO REMOTE E-VOTING WHICH *INTER ALIA* WOULD CONTAIN DETAILS ABOUT USER ID AND PASSWORD.

5. CORPORATE MEMBER(S) INTENDING TO SEND THEIR AUTHORIZE REPRESENTATIVE(S) TO ATTEND THE MEETINGS ARE REQUESTED TO SEND TO THE COMPANY A CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PURSUING TO SECTION 113 OF THE COMPANIES ACT, 2013 AUTHORISING THEIR REPRESENTATIVE(S) TO ATTEND AND VOTE ON THEIR BEHALF AT THE MEETING.

6. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, WHICH SETS OUT DETAILS RELATING TO SPECIAL BUSINESS AT THE MEETING, IS ANNEXED HERETO

7. THE REGISTER OF MEMBERS AND TRANSFER BOOKS OF THE COMPANY WILL BE CLOSED FROM MONDAY, DECEMBER 16, 2019 TO FRIDAY DECEMBER 20, 2019, BOTH DAYS INCLUSIVE.

8. THE NOTICE OF EXTRA ORDINARY GENERAL MEETING AND INSTRUCTIONS FOR E-VOTING, ALONG WITH THE ATTENDANCE SLIP AND PROXY FORM, ARE BEING SENT BY ELECTRONIC MODE TO ALL MEMBERS WHOSE EMAIL ADDRESSES ARE REGISTERED WITH THE COMPANY/DEPOSITORY PARTICIPANT(S) UNLESS A MEMBER HAS REQUESTED FOR A HARD COPY OF THE SAME. FOR MEMBERS WHO HAVE NOT REGISTERED THEIR EMAIL ADDRESSES, PHYSICAL COPIES OF THE AFORESAID DOCUMENTS ARE BEING SENT BY THE PERMITTED MODE.

9. IN CASE OF JOINT HOLDERS, ATTENDING THE MEETING, ONLY SUCH JOINT HOLDERS, WHO IS HIGHER IN THE NAMES, WILL BE ENTITLED TO ATTEND THE MEETING.

10. THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) HAS MANDATED THE SUBMISSION OF PERMANENT ACCOUNT NUMBER (PAN) BY EVERY PARTICIPANT IN SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN TO THEIR DEPOSITORY PARTICIPANTS WITH WHOM THEY ARE MAINTAINING THEIR DEMAT ACCOUNTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM CAN SUBMIT THEIR PAN TO THE COMPANY / SHARE TRANSFER AGENT.

11. IN COMPLIANCE WITH SECTION 108 OF THE COMPANIES ACT, 2013, RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS SUBSTITUTED BY THE COMPANIES (MANAGEMENT AND ADMINISTRATION) AMENDMENT, RULES 2015, AND REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, THE COMPANY HAS PROVIDED A FACILITY TO THE MEMBERS TO EXERCISE THEIR VOTES ELECTRONICALLY THROUGH THE ELECTRONIC VOTING SERVICE FACILITY ARRANGED BY NATIONAL SECURITIES DEPOSITORY LIMITED.

THE FACILITY FOR VOTING THROUGH BALLOT PAPER WILL ALSO BE MADE AVAILABLE AT THE EGM AND MEMBERS ATTENDING THE EGM, WHO HAVE NOT ALREADY CAST THEIR VOTES BY REMOTE E-VOTING SHALL BE ABLE TO EXERCISE THEIR RIGHT AT THE EGM THROUGH BALLOT PAPER. MEMBERS WHO HAVE CAST THEIR VOTES BY REMOTE E-VOTING PRIOR TO THE EGM MAY ATTEND THE EGM BUT SHALL NOT BE ENTITLED TO CAST THEIR VOTES AGAIN. THE INSTRUCTIONS FOR E-VOTING ARE ANNEXED TO THE NOTICE.

12. ALL DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE SHALL BE OPEN FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY ON ANY WORKING DAY EXCLUDING PUBLIC HOLIDAYS AND SUNDAYS, BETWEEN 11.00 A.M. TO 1.00 P.M. UPTO AND INCLUDING THE DATE OF EXTRA ORDINARY GENERAL MEETING

13. VOTING THROUGH ELECTRONIC MEANS

I. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on 20th December, 2019 (9:00 am) and ends on 22nd December, 2019 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th December, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

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 holdshares 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 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, 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 at evoting@nsdl.co.in

DATE: 23/11/2019
PLACE: SURAT

By Order of Board of Director

Sd/-
Jyoti Arun Agarwal
Company Secretary

Registered Office:
Block No.467, Sachin Palsana Road,
Palsana, Surat-394315,
Gujarat, India
CIN: L17120GJ2010PLC062949
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

M/s. Pamita Doshi & Co., Chartered Accountants (ICAI Registration No. 108029W) have tendered their resignation from the position of Statutory Auditors due to her personal engagement in exploring more avenues towards core specialized areas of consultation in GST, taxation, RERA etc. and also rules and regulations for listed entities are being amended time to time, which requires devotion of time to ensure regular and acute compliances, she is not able to devote time to conduct the audit of the company, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended that M/s. Pradeep K. Singhi & Associates, Chartered Accountants (ICAI Registration no. 126027W), Surat be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Pamita Doshi & Co., Chartered Accountants.

M/s. Pradeep K. Singhi & Associates, Chartered Accountants (ICAI Registration no. 126027W) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

DATE: 23/11/2019
PLACE: SURAT

By Order of Board of Director

Sd/-
Jyoti Arun Agarwal
Company Secretary

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ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company being held on Monday, the December 23, 2019 at 11:00 AM at Block No. 467 Sachin Palsana Road, Palsana Surat-394315, Gujarat India.

Serial No: _____

Name and Registered Address of the Sole/First Named Member	:
	:
Name(s) of the Joint Member(s), if any	:
Regd Folio No. / DP ID /Client ID No.	:
Number of shares held	:
Name of the Proxy / Representative	:

_____
Signature of the member / proxy/
Authorized Representative

……

NAME OF THE HOLDER	FOLIO/DPID/CLIENT ID NO.	NO. OF SHARES

FOR ATTENTION OF MEMBERS

Members may please note the electronic voting particulars are set out below for the purpose of e-voting in terms of section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014. Detailed instructions for e-voting are given in the Extra Ordinary General Meeting notice.

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

Note: Please follow the e-voting instructions mentioned in the Notice.

Remote E-voting facility will be open during the following period

Commencement of Remote E-voting	End of Remote E-voting
Friday, December 20, 2019 at 09:00 a.m.	Sunday, December 22, 2019 at 05:00 p.m.

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PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014 – Form No. MGT-11]

Name of the Member(s):	
Registered address	
E-mail Id:	
Folio No/ *Client Id:	
*DP Id:	

I/We being the member(s) of R & B Denims Limited holding Shares of the Company, hereby appoint:

Name: _____

Email Id: _____

Address: _____

_____

Signature: _____

Or failing him / her

Name: _____

Email Id: _____

Address: _____

_____

Signature: _____

Or failing him / her

Name: _____

Email Id: _____

Address: _____

_____

Signature: _____

Or failing him / her

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Monday 23rd day of December, 2019 at 11:00 a.m. at Block no. 467, Sachin Palsana Road, Palsana, Surat, Gujarat-394315 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	RESOLUTIONS	Vote (Optional See note 2)		
		FOR	Against	Abstain
Special Business				
1	Appointment of Statutory Auditors to fill the casual vacancy			

Signed this _____day of _____2019

(Affix Revenue Stamp of appropriate value)

_____ _____

Signature of member Signature of Proxy holder(S)

**Applicable for investors holding shares in electronic form.*

Notes:

1) *This proxy Form duly filled in must be deposited at the Registered Office of the company at R & B Denims Limited, Block no. 467, Sachin Palsana Road, Palsana, Surat, Gujarat-394315 not less than 48 hours before the commencement of the Extra-Ordinary General Meeting is optional to indicate your preference.*
2) *If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate*

ROUTE MAP TO REACH THE EGM VENUE

Venue of the Extra Ordinary General Meeting of the Company to be held on Monday 23rd day of December, 2019 at 11:00 a.m.

Venue Address

Block No. 467 Sachin Palsana Road,
Palsana Surat-394315

Route Map to the venue of EGM

