September 22, 2016

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 would like to inform you that Board of Directors of R & B Denims Limited at its meeting held on September 22, 2016, inter alia, has considered and approved the following:

1. Consider and approve the Cost Audit Report of the Company for the financial year 2015-16.

2. Review general operation of the company.

   Board discussed the performance of the Company generally and perused the provisional data placed on the table discussing the market trends and the industrial performances making comparative analysis of the company and passed on necessary instructions in this regard.

Yours faithfully,
For, **R & B DENIMS LIMITED**

R&B DENIMS LIMITED

Rajkumar Borana,
(Managing Director)
DIN: 01091166

Ends.: CTC of Resolutions

**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 ON THURSDAY, SEPTEMBER 22ND 2016 AT 11.00 A.M**

**ITEM NO. 1: To consider and approve the Cost Audit Report of the Company for the financial year 2015-16:**

The Chairman placed before the Board a Cost Audit Report for the financial year 2015-16 including its schedules and Annexure which will be file with Registrar of Companies, Gujarat and stated that members of the Audit Committee have reviewed in detail the said report and have recommended the same to the directors for their approval. After due deliberations the Board passed the following resolution:

**"RESOLVED THAT,** the Cost Audit Report for the financial year 2015-16 including its schedules and Annexure as placed before the meeting be and are hereby approved and taken on record."

**"RESOLVED FURTHER THAT,** all or any of the Directors of the Company be and is/are hereby severally authorized to sign the same on behalf of the company."

**"RESOLVED FURTHER THAT,** the aforesaid power entrusted to official/s shall be valid and effective unless revoked earlier by the Board or shall be exercisable by him so long as he is in the concerned to the Company."

**"RESOLVED FURTHER THAT,** all acts, deeds, things, matters, etc. as aforestated shall be deemed to be valid and enforceable only if they are consistent with the instant resolution as may be relevant in this case and that the Board shall not be responsible for any illegal and invalid acts and any acts beyond the scope of the aforestated powers done by the said officials and such invalid, illegal acts, and acts done beyond the scope of powers granted in this Resolution shall not bind the Company against any third parties or before any authorities in any manner and that the Board shall not be answerable in that behalf.

**"FURTHER RESOLVED THAT,** a certified copy of this resolution signed by any of the Directors be provided to anyone concerned authority."

**//CERTIFIED TRUE COPY//**

For, **R & B DENIMS LIMITED**

**Rajkumar Mangilal Borana**

R&B DENIMS LIMITED