R & B DENIMS LIMITED
CIN No: L17120GJ2010PLC062949

BOARD DIVERSITY POLICY

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PREAMBLE

As per Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "LODR"), the Company has framed a formal policy on Board diversity which sets out a framework to promote diversity on Company's Board of directors (the 'Board').

The Board of directors of the Company "R & B Denims Limited" (hereinafter Referred as "R & B") shall have an optimum combination of executive and non-executive directors with at least one woman director and the composition of the Board shall be in accordance with requirements of the Articles of Association of the company, the Companies Act, 2013, LODR and the statutory, regulatory and contractual obligations of the Company.

This Policy applies to the Board. It does not apply to employees generally.

POLICY STATEMENT

The Nomination and Remuneration Committee is responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy Board positions.

The company recognizes and embraces the importance of a diverse board in its success. A diverse Board will contribute to the achievement of its strategic goals and commercial objectives inclusive of better corporate governance, sustainable development and enhancement in the quality of decisions; further it will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, will ensure that the company retains its competitive advantage.

All appointments to the Board will continue to be made on merit; the committee will consider the benefits of diversity in identifying and recommending persons for Board membership; further the committee will ensure that no person is discriminated against on grounds of religion, race, gender, national origin or ancestry, marital status, age, or any other personal or physical attribute which does not speak to such person's ability to perform as a Board member.

Accordingly, the committee shall:

- assess the appropriate mix of diversity, skills, experience and expertise required on the Board and assess the extent to which the required skills are represented on the Board,

- make recommendations to the Board in relation to appointments, and maintain an appropriate mix of diversity, skills, experience and expertise on the Board, and

- Periodically review and report to the Board requirements, if any, in relation to diversity on the Board.

RESPONSIBILITY & REVIEW

The effective implementation of this Policy requires that shareholders are able to judge for themselves whether the Board as constituted is adequately diverse. To this end, the company (R & B) shall continue to provide sufficient information to shareholders about the size, qualifications and characteristics of each Board member.

The Committee will review this policy periodically and recommend appropriate revisions to the Board.

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(This policy is approved and amended by the Board of Directors at their meeting held on 27th June, 2024 and effective from 27th June, 2024)