**Annexure IV**

**To**
**The Chief General Manager**
**Listing Operation,**
**BSE Limited,**
20th Floor, P. J.Towers,
Dalal Street,
Mumbai – 400001.

Dear Sir,

**Sub: Application for "In-principle approval" prior to issue and allotment of 2,00,00,000 Convertible warrants into Equity Shares on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

We, M/s. SCS and CO LLP, Practicing Company Secretaries have verified the relevant records and documents of R & B Denims Limited with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

a) None of the proposed allottee(s) have sold any equity shares of the company during the 90 trading days preceding the relevant date. i.e. August 30, 2023

b) Except Dhiren Mahendrakumar Shah, None of the allottees hold any equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.

c) The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from (Relevant Date) till (date of lock-in). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

| Name of Proposed Allottee | DP ID * | Pre-preferential holding | Lock-in details | | Pledged with | Pledge end date |
|---|---|---|---|---|---|---|
| | | | From | Lock in Upto Date | | |
| Komal Malaykumar Bhow | 1206460000130903 | - | - | - | - | - |
| Komal Projects LLP | 1206460000134055 | - | - | - | - | - |
| Komalay Investrade Private Limited | 1206460000072848 | - | - | - | - | - |
| Malay R Bhow HUF | 1206460000061268 | - | - | - | - | - |
| Malay Rohitkumar Bhow | 1206460000006094 | - | - | - | - | - |
| Nilaben Rohitkumar Bhow | 1206460000006134 | - | - | - | - | - |
| Rohit Shantilal Bhow HUF | 1206460000080287 | - | - | - | - | - |
| Rohitkumar Shantilal Bhow | 1206460000006149 | - | - | - | - | - |
| Viral Malaybhai Bhow | 1206460000006081 | - | - | - | - | - |
| Deven M Shah | 1207090000003066 | - | - | - | - | - |
| Dhiren | 1207090000034538 | 1,51,000 | August | March 31, | | |

| | | | | | | |
|---|---|---|---|---|---|---|
| Mahendrakumar Shah | | | 31,2023 | 2024# | | |
| Kripalsinh Parmar | IN30051320539111 | - | - | - | - | - |

(*) client id/ folio no in case allottee hold the securities in physical form

d) None of the proposed allottees belongs to promoter(s) or the promoter group.

e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.

f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the Convertible Warrants of the company has been determined in terms of first Proviso to the Sub-Regulation 1 of Regulation 166A r.w. Sub-Regulation 1 of Regulation 164 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

g) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. FY 2023-24 is more than 5% of the post issue fully diluted share capital of the issuer.

~~OR~~

~~The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. _____ is less than 5% of the post issue fully diluted share capital of the issuer.~~

**For, SCS and Co. LLP**
**Company Secretaries**
**Firm Registration Number: - L2020GJ008700**
**Peer Review Number: - 1677/2022**

**Anjali Sangtani**
**Partner**
**M. No. A41942, COP: - 23630**
**UDIN: A041942E000910788**
**Date: September 01, 2023**
**Place: Ahmedabad**