

General information about company	
Scrip code	538119
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE012Q01021
Name of the entity	R & B DENIMS LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							No	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	RAJKUMAR MANGILAL BORANA	ABBPB7746E	01091166	Executive Director	Chairperson related to Promoter	MD	10-02-1977
2	Mr	DEEPAK DALMIA	ABBDP6396G	00050547	Executive Director	Not Applicable		29-11-1979
3	Mr	ANKUR MANGILAL BORANA	AFQPB5976H	01091164	Executive Director	Not Applicable		07-07-1980
4	Mr	AMIT DALMIA	ABBDP6392C	00034642	Executive Director	Not Applicable		27-08-1977
5	Mrs	ANITA PANKAJ JAIN	ATYPJ4478L	08010993	Non-Executive - Independent Director	Not Applicable		20-11-1980
6	Mr	KANAV SHAM SUNDER ARORA	ADUPA2984J	00933401	Non-Executive - Independent Director	Not Applicable		22-11-1980
7	Ms	RADHIKA ARUN KANODIYA	ELAPK5593R	07862908	Non-Executive - Independent Director	Not Applicable		31-01-1999
8	Mr	KRISHNA OMPRAKASH AGARWAL	AQWPA3867H	10278104	Non-Executive - Independent Director	Not Applicable		05-06-1991

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		17-11-2010	01-09-2023		160	2	1	2	0			
2	NA		17-11-2010	30-05-2019		58	1	0	0	0			
3	NA		17-11-2010	30-05-2019		58	1	0	0	0			
4	NA		17-11-2010	30-05-2019		58	1	0	0	0			
5	NA		27-12-2017	23-03-2023		13	1	1	2	1			
6	NA		01-09-2023			7	1	1	0	0			
7	NA		01-09-2023			7	1	1	1	1			
8	NA		01-09-2023			7	1	1	2	0			

Text Block	
Textual Information(1)	Rajkumar Mangilal Borana, Managing Director of the Company is the Chairperson of the Company. So the Chairperson is not related to MD or CEO.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07862908	RADHIKA ARUN KANODIYA	Non-Executive - Independent Director	Chairperson	28-12-2023		
2	08010993	ANITA PANKAJ JAIN	Non-Executive - Independent Director	Member	23-03-2023		
3	10278104	KRISHNA OMPRAKASH AGARWAL	Non-Executive - Independent Director	Member	28-12-2023		
4	01091166	RAJKUMAR MANGILAL BORANA	Executive Director	Member	15-01-2014		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07862908	RADHIKA ARUN KANODIYA	Non-Executive - Independent Director	Chairperson	28-12-2023		
2	08010993	ANITA PANKAJ JAIN	Non-Executive - Independent Director	Member	23-03-2023		
3	00933401	KANAV SHAM SUNDER ARORA	Non-Executive - Independent Director	Member	28-12-2023		
4	10278104	KRISHNA OMPRAKASH AGARWAL	Non-Executive - Independent Director	Member	28-12-2023		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08010993	ANITA PANKAJ JAIN	Non-Executive - Independent Director	Chairperson	23-03-2023		
2	00034642	AMIT DALMIA	Executive Director	Member	15-01-2014		
3	10278104	KRISHNA OMPRAKASH AGARWAL	Non-Executive - Independent Director	Member	28-12-2023		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00034642	AMIT DALMIA	Executive Director	Chairperson	28-06-2018		
2	01091164	ANKUR MANGILAL BORANA	Executive Director	Member	28-06-2018		
3	08010993	ANITA PANKAJ JAIN	Non-Executive - Independent Director	Member	28-12-2023		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	12-10-2023				Yes	11	11	7
2	08-11-2023		26		Yes	11	11	7
3	28-12-2023		49		Yes	11	11	7
4		27-01-2024	29		Yes	8	8	4
5		06-02-2024	9		Yes	8	8	4
6		01-03-2024	23		Yes	8	8	4
7		30-03-2024	28		Yes	8	8	4

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	08-11-2023				Yes	4	4	3	0
2	Audit Committee	27-01-2024	79			Yes	4	4	3	0
3	Audit Committee	06-02-2024	9			Yes	4	4	3	0
4	Audit Committee	30-03-2024	52			Yes	4	4	3	0
5	Stakeholders Relationship Committee	08-11-2023				Yes	3	3	2	0
6	Stakeholders Relationship Committee	27-01-2024	79			Yes	3	3	2	0

Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Nomination and remuneration committee	08-11-2023				Yes	4	4	4	0
8	Nomination and remuneration committee	28-12-2023	49			Yes	4	4	4	0
9	Nomination and remuneration committee	27-01-2024	29			Yes	4	4	4	0
10	Nomination and remuneration committee	01-03-2024	33			Yes	4	4	4	0
11	Corporate Social Responsibility Committee	10-01-2024				Yes	3	3	1	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	RAJKUMAR MANGILAL BORANA
2	Designation	Managing Director

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://rnbdenims.com/profile.html
2	Terms and conditions of appointment of independent directors	Yes		http://rnbdenims.com/investor/policies/Terms%20and%20Condition%20of%20Appointment%20of%20Independent%20Director
3	Composition of various committees of board of directors	Yes		http://rnbdenims.com/corporate-governance.html
4	Code of conduct of board of directors and senior management personnel	Yes		https://rnbdenims.com/policies.html
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://rnbdenims.com/policies.html
6	Criteria of making payments to	Yes		http://rnbdenims.com/investor/policies/Terms%20and%20Condition%20of%20Appointment%20of%20Independent%20Director

	non-executive directors			
7	Policy on dealing with related party transactions	Yes		http://rnbdenims.com/investor/policies/Related%20Party%20Transaction%20Policy.pdf?
8	Policy for determining 'material' subsidiaries	Yes		http://rnbdenims.com/investor/policies/Material%20Subsidiaries.pdf?
9	Details of familiarization programmes imparted to independent directors	Yes		http://rnbdenims.com/investor/policies/Familiarization%20Programme%20for%20Independent%20Director%202021-22.pdf?
10	Email address for grievance redressal and other relevant details	Yes		http://rnbdenims.com/investor-contact.html
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://rnbdenims.com/investor-contact.html
12	Financial results	Yes		http://rnbdenims.com/financial-results.html
13	Shareholding pattern	Yes		http://rnbdenims.com/shareholding-pattern.html
14	Details of agreements entered into with the media companies and/or their associates	NA		

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		http://rnbdenims.com/publication.html
18	Credit rating or revision in credit rating obtained	Yes		http://rnbdenims.com/credit-rating.html
19	Separate audited financial statements of each subsidiary of the listed entity in	Yes		http://rnbdenims.com/subsidiary-financial-report.html

	respect of a relevant financial year			
20	Secretarial Compliance Report	Yes		https://rnbdenims.com/annual-secretarial-compliance-report.html
21	Materiality Policy as per Regulation 30 (4)	Yes		http://rnbdenims.com/investor/polices/POLICY%20FOR%20DETERMINING%20MATERIALITY%20OF%20INFORMA
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://www.rnbdenims.com/corp-announcement.html
23	Disclosures under regulation 30(8)	Yes		https://www.rnbdenims.com/corp-announcement.html
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		https://www.rnbdenims.com/corp-announcement.html
25	Dividend Distribution policy as per Regulation 43A(1)	NA		
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.rnbdenims.com/annual-return.html
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.rnbdenims.com/
28	Compliance with regulation 46(3) with respect to accuracy of	Yes		https://www.rnbdenims.com/

	disclosures on the website and timely updating			
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Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	Yes	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	NA	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	
	Any other information to be provided		Textual Information(1)	

Text Block	
Textual Information(1)	<p>The company is having RB Industries, a partnership firm as a material unlisted subsidiary. Being a firm, there is no Board of Directors in the firm and hence "ad-verbatim" compliance of Regulation 24 of SEBI (LODR) Regulations is not possible.</p> <p>To comply with Regulation 24 in true spirit the company has appointed its independent director, Mrs. Anita Pankaj Jain as an authorised representative in the firm to review corporate governance requirements of the unlisted material subsidiary.</p>

Annexure II		
1	Name of signatory	Rajkumar Mangilal Borana
2	Designation	Managing Director

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II		
1	Name of signatory	Rajkumar Mangilal Borana
2	Designation	Managing Director

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0

Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Parkin Khushmanbhai Jariwala		
Designation	CFO		
Place	SURAT		
Date	27-04-2024		

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	Rajkumar Mangilal Borana
Designation of person	Managing Director
Place	Surat
Date	27-04-2024

