



Date: 14<sup>th</sup> August, 2024

To,

**BSE LIMITED**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001.

**Scrip ID | Code | ISIN** : RNBDENIMS | 538119 | INE012Q01021

**Subject** : Intimation pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations).

**Reference** : Our intimation dated August 13, 2024 informing the receipt of request from few members of 'Promoter Group' seeking reclassification of their shareholding to 'Public' category.

Dear Sir/ Madam,

The Board of Directors of the company at their meeting held on Wednesday, 14<sup>th</sup> August, 2024 at 03:00 P.M. at the registered office of the company situated at Block No. 467 Sachin Palsana Road, Palsana, Surat-394315, have inter alia considered and approved the request received from certain members of 'Promoter Group' of the company seeking reclassification of their shareholding from 'Promoter Group' category to 'Public' category.

As required under Regulation 31A(8) of SEBI Listing Regulations, we enclose herewith extract of Minutes of Meeting of the Board of Directors of the Company held on August 14, 2024 approving such reclassification, for your reference.

This is for your information and record.

Yours Faithfully,

**For R & B Denims Limited**

**Rajkumar Mangilal Borana**  
**Managing Director**  
**DIN: 01091166**  
**Place: Surat**

Encl: As Above



**CERTIFIED TRUE COPY OF EXTRACT OF MINUTES OF 05/2024-25 MEETING OF THE BOARD OF DIRECTORS OF R & B DENIMS LIMITED HELD ON FRIDAY, THE 14<sup>TH</sup> DAY OF AUGUST, 2024 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT BLOCK NO.467, SACHIN PALSANA ROAD, PALSANA, SURAT-394315, GUJARAT, INDIA AT 03:00 PM.**

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**RECLASSIFICATION OF CERTAIN PERSONS OF "PROMOTER GROUP" TO "PUBLIC" SHAREHOLDER CATEGORY:**

The Board was apprised that Mrs. Shashi Anand Dalmia, and M/s Rawatkhedha Processors Private Limited, persons belonging to the 'promoter group' of the company ("Outgoing promoters"), had vide respective letter dated August 13, 2024 requested the company for reclassification from the 'promoter group' category to 'public' category shareholder of the company ("request letters"). The company intimated the aforesaid request(s) for re-classification to BSE Limited on August 13, 2024 within 24 hours of receipt of request letters.

The request letters received from outgoing promoters were placed before the board for its perusal. Provisions of Regulation 31A of the Listing Regulations prescribing the process to be followed for reclassification of Promoters/ Promoter Group into 'Public' category and the conditions to be fulfilled by the Outgoing Promoters/ Promoter Group of the Company were briefed to the Board.

The Board analysed the request letters received from the Outgoing Promoters vis-à-vis the requirements under Regulation 31A of the Listing Regulations and noted the following:

- Mr. Amit Dalmia and Mr. Deepak Dalmia have been promoters of the company since its inception. Mrs. Shashi Dalmia and her concern, M/s Rawatkhedha Processors Private Limited, has never controlled or managed the affairs of the company, but is a part of promoter group because of her relation with her step sons.
- Mrs. Shashi Dalmia has severed her ties / relations with her step sons and now has no concern with them and their company, because of a family dispute. Pursuant to the dispute their family entered into a settlement agreement, vide which, Mrs. Shashi Anand Dalmia have gifted all her shares of the company to Mr. Amit Dalmia and M/s Rawatkhedha Processors Private Limited have transferred all its shares of the company to M/s Mayfair Vinimay Private Limited (a company managed by the aforesaid step-sons).
- As on today, Mrs. Shashi Dalmia and M/s Rawatkhedha Processors Private Limited do not hold any shares of the company.

In view of the rationale provided by Mrs. Shashi Dalmia and her concern, M/s Rawatkhedha Processors Private Limited, the Board was of the view that the requests made by the Outgoing Promoters for reclassification of their shareholding be accepted and approved for the betterment of the company, subject to approval of the members and stock exchange/ other regulatory authorities, if any.

Further, the Chairman informed that as on date, the total Promoters/ Promoter Group holding in the Company is 57.39%. In the event, the reclassification is approved by the Board of Directors, shareholders and the Stock Exchange, the total Promoters/ Promoter Group holding in Company will remain same i.e. 57.39%.

**R&B Denims Ltd**

Regd. Office : Block No. 467, Sachin Palsana Road, Palsana, Surat - 394 315, Gujarat, India.

Tel. + 91 96012 81648 Website : [www.rnbdenims.com](http://www.rnbdenims.com)

E mail :- [info@rnbdenims.com](mailto:info@rnbdenims.com) CIN : L17120GJ2010PLC062949



*Rhythm & Blue*

The Board was further informed that none of the directors of the company has any interest in the resolution except Mr. Amit Dalmia and Mr. Deepak Dalmia and they left the Boardroom during the discussion of the matter.

Accordingly, board considered the matter and passed the following resolution:

**“RESOLVED THAT** pursuant to provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”) and other applicable laws and subject to approval of members and BSE Limited (“BSE”) and such other approvals as may be necessary, the consent of the Board be and is hereby accorded to reclassify the following persons from 'promoter/promoter group' category to 'public' category:

Sr. No.	Name of the persons	Number of Equity Shares held	% of shareholding
1	Shashi Anand Dalmia	0	0%
2	Rawatkhedha Processors Private Limited	0	0%

**RESOLVED FURTHER THAT** pursuant to provisions of 31A(3)(c) of SEBI LODR Regulations, the board hereby confirms that:

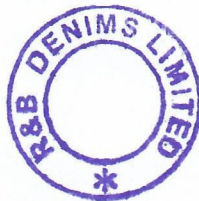
- (i) company is and post reclassification will be compliant with the requirement for minimum public shareholding as required under Regulation 38 of SEBI LODR Regulations;
- (ii) Trading in company's shares has not been suspended by stock exchanges;
- (iii) The company does not have any outstanding dues to the Securities and Exchange Board of India, the stock exchanges or depositories.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and the reclassification, Mr. Rajkumar Mangilal Borana, Managing Director and / or the company secretary of the company be and are hereby jointly and/or severally authorised and empowered to sign and submit such intimations, disclosures, undertakings, confirmations, documents etc. as may be necessary, make application for reclassification to the Stock Exchange and to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem proper, necessary, or expedient and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned matter.

**RESOLVED FURTHER THAT** a copy of the aforesaid resolution certified by any director or the company secretary of the company be provided to the concerned persons/ authorities as may be necessary.”

For R & B Denims Limited

**Rajkumar Mangilal Borana**  
Managing Director  
DIN: 01091166  
Date: 14/08/2024  
Place: Surat



**R&B Denims Ltd**

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