



Date: July 14, 2026

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

To,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra - Kurla Complex, Bandra (E),
Mumbai - 400051

Scrip ID/ Symbol/ Code / ISIN : RNB DENIMS / 538119 / INE012Q01039
Subject : Annual Report for the financial year 2025-26
Reference No. : Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Madam,

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Annual Report of the company for the financial year 2025-26 and is also available on the website of the company at <https://www.rnbdenims.com/>

This is for your information and record.

Yours Faithfully,
For R & B Denims Limited

Amit Dalmia
Chairman and Managing Director
DIN: 00034642
Place: Surat

Enclosure: - Annual Report for Financial year 2025-26

R&B Denims Ltd

Regd. Office: Block No.467, Sachin Palsana Road, Palsana, Surat-394315,Gujarat, India.
Tel+91 9601281648 Website: www.rnbdenims.com
Email:- info@rnbdenims.com CIN:L17120GJ2010PLC062949

R & B

DENIMS LIMITED

ANNUAL REPORT

2026



ABOUT THE COMPANY

Founded in 2010, R & B Denims Limited is a leading manufacturer of premium denim fabrics, committed to delivering quality, innovation, and excellence in the textile industry. The Company manufactures a wide range of denim fabrics using advanced technology and modern manufacturing facilities to cater to the evolving requirements of domestic and international customers.

Over the years, R & B Denims Limited has built a strong reputation for superior product quality, operational efficiency, and customer satisfaction. With a focus on sustainable manufacturing practices, continuous innovation, and stringent quality standards, the Company remains dedicated to creating long-term value for its customers, shareholders, employees, and other stakeholders while strengthening its position in the global denim industry.



MANAGEMENT TEAM



Mr. Amit Dalmia

Chairman & Managing Director

Mr. Amit Dalmia is the Chairman and Managing Director, as well as a founding member of our company. He holds a bachelor's degree in commerce from South Gujarat University and brings over 21 years of experience in the textile industry. His deep industry knowledge and strategic vision have been instrumental in shaping the company's reputation and growth in a highly competitive market. He plays a key role in overseeing the manufacturing process, strategic planning, and business development, consistently driving innovation and excellence across the organization.



Mr. Rajkumar Mangilal Borana

Executive Director

Mr. Rajkumar Mangilal Borana is the Executive Director and one of the founding members of our company. He holds a bachelor's degree in commerce from South Gujarat University and has over two decades of experience in the textile and paper industries. With a strong entrepreneurial background and deep industry insight, he has been a key driver of the company's growth since its inception. He plays an active role in financial planning, business development, and procurement, contributing to the company's strategic vision and long-term success.



Mr. Deepak Dalmia

Whole-time Director

Mr. Deepak Dalmia is the Whole-time Director and a founding member of our company. He holds a bachelor's degree in commerce from the University of Pune and brings over 19 years of experience in the textile industry and corporate management. He plays a vital role in overseeing the overall operations and strategic direction of the company. His strong leadership and hands-on approach to management continue to contribute significantly to the company's stability, efficiency, and growth.



Mr. Ankur Mangilal Borana

Executive Director

Mr. Ankur Mangilal Borana is the Executive Director and a founding member of our company. He has completed his Higher Secondary education from the Gujarat Secondary Education Board, Gandhinagar, and brings over 19 years of experience in the textile industry and corporate management. He plays an active role in the overall management and day-to-day operations of the company. His dedication and leadership have been integral to the company's consistent performance and long-term growth.



Mrs. Ankita Pankaj Jain

Non-Executive & Independent Director

Mrs. Anita Pankaj Jain is a Non-Executive & Independent Woman Director of our company. She is having around 7 years of experience in the textile industry and has been appointed as a Non- Executive & Independent Director on the Board of Directors of our company w.e.f. July 23, 2018. Her wide experience in the textile industry is valuable to us.



Mr. Krishna Omprakash Agarwal

Non-Executive & Independent Director

Mr. Krishna Omprakash Agarwal is a Non-Executive & Independent Director of our company. He is a Chartered Accountant having expertise in Internal Audit and Taxation Matters, System Audit, Bank Audit, GST Audit, Advisory Services to Corporate Body, Assurance & Accounting Indirect Taxation. He has been appointed as a Non- Executive & Independent Director on the Board of Directors of our company w.e.f September 01, 2023. His wide experience and expertise in the accounts and taxation is valuable to us.



Mr. Kanav Sham Sunder Arora

Non-Executive & Independent Director

Mr. Kanav Sham Sunder Arora is a Non-Executive & Independent Director of our company. He holds bachelor's degree in engineering and has experience in textile business with overall management of affairs of a corporate and possess knowledge for technical aspects. He has been appointed as a Non- Executive & Independent Director on the Board of Directors of our company w.e.f. September 01, 2023.



Mr. Nirmal Dalmia

Whole-time Director

Mr. Nirmal Dalmia is the Whole-time Director of the company. He holds a BSc (Honours) degree in Economics from the University of Warwick, United Kingdom. As a young and dynamic professional, Mr. Dalmia brings a fresh perspective and innovative thinking to the organization. His ability to approach challenges from new angles contributes to creative solutions and breakthrough ideas, complementing the company's strategic goals and long-term vision.



Mr. Arvind Kumar Rathi

Non-Executive & Independent Director

Mr. Arvind Kumar Rathi is a Non-Executive & Independent Director of our company. He has completed Bachelor of Commerce with specialization in Accounting from Jainarayan Vyas University Jodhpur, Rajasthan in 2006. He has accomplished degree of Chartered Accountant and Company Secretary in 2011. He is an expert in the field of accountancy, finance, taxation and compliance and has experience of more than 10 years. He has been appointed as a Non- Executive & Independent Director on the Board of Directors of our company w.e.f. September 30, 2024.



Mrs. Nitika Abhishek Soni

Non-Executive & Independent Director

Mrs. Nitika Abhishek Soni is an Additional Director in the capacity of Non- Executive & Independent Director of our company. She is an associate member of the Institute of Chartered Accountants of India. She is a Practicing Chartered Accountant since 2019. She has approximately 6 years of experience in finance industry. She has been appointed as an Non-Executive & Independent Director in the capacity of Non-Executive & Independent Director on the Board of Directors of our company w.e.f. May 15, 2025.



Mr. Parkin Khushmanbhai Jariwala

Chief Financial Officer

Mr. Parkin Khushmanbhai Jariwala is the Chief Financial Officer of our company, appointed as on March 19, 2019. He holds bachelor's degree in commerce from Mumbai University. He is having wide experience of around 24 years in Finance and Accounting. He takes care of the finance and accounting of our company.



CHAIRMAN'S MESSAGE

Dear Stakeholders,

It gives me immense pleasure to address you as the Chairman of R & B Denims Limited. Our journey as one of India's leading denim fabric manufacturers has been defined by a steadfast commitment to quality, innovation, and excellence. Over the years, we have continuously evolved our capabilities and strengthened our market presence by embracing new technologies, sustainable practices, and customer-centric solutions.

The year under review was marked by a dynamic business environment and evolving market conditions. Despite global challenges, we remained resilient and focused on enhancing operational efficiencies, expanding our design capabilities, and delivering superior products to our customers. Our vertically integrated operations and commitment to responsible manufacturing continue to be key drivers of our competitiveness and long-term growth.

A major milestone in our growth journey has been our strategic entry into the garment manufacturing segment. This expansion enables us to offer end-to-end denim solutions, strengthen our value chain, and move closer to the end consumer. By integrating fabric and garment production, we are enhancing product innovation, improving speed-to-market, and creating new avenues for sustainable value creation.

Sustainability, innovation, and stakeholder value remain at the heart of everything we do. We continue to invest in environmentally responsible processes, uphold strong corporate governance standards, and foster a culture of inclusivity and collaboration. These efforts position us to capitalize on emerging opportunities while contributing positively to society and the environment.

I would like to express my sincere gratitude to our customers, employees, business partners, and shareholders for their unwavering trust and support. As we move forward, we remain committed to building a stronger, more diversified, and future-ready organization that delivers sustainable growth and long-term value for all stakeholders.

Best Regards,

Sd/-

Amit Dalmia

Chairman & Managing Director

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Amit Dalmia
Mr. Rajkumar Mangilal Borana
Mr. Deepak Dalmia
Mr. Ankur Mangilal Borana
Mr. Nirmitt Dalmia
Mrs. Anita Pankaj Jain
Mr. Kanav Sham Sunder Arora
Mr. Krishna Omprakash Agarwal
Mr. Arvind Kumar Rath
Mrs. Nitika Abhishek Soni

Chairman & Managing Director
Executive Director
Whole-time Director
Executive Director
Whole-time Director
Non-Executive Independent Director
Non-Executive Independent Director
Non-Executive Independent Director
Non-Executive Independent Director
Non-Executive Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

CS Sujata Chirag Dudharejiya

CHIEF FINANCIAL OFFICER

Parkin Khushmanbhai Jariwala

STATUTORY AUDITOR

R P R & Co.
Chartered Accountants
9001, World Trade Center, Near Udhna
Darwaja, Ring Road, Surat-395002
Email: rpr@rprandco.com
Ph. No. 0261- 3591630

REGISTRAR & TRANSFER AGENT

Bigshare Services Private Limited
Office No S6-2, 6th Floor, Pinnacle Business
Park, Next to Ahura Centre, Mahakali Caves
Road, Andheri (East) Mumbai-400093
Email: info@bigshareonline.com
Ph. No.: 022 62638200
Tele Fax: 022 62638299

REGISTERED OFFICE

Block No. 467, Sachin Palsana Road,
Palsana, Surat-394315
Ph. No.: 9601281648
Email: info@rnbdenims.com
Website: www.rnbdenims.com
CIN: L17120GJ2010PLC062949

16TH ANNUAL GENERAL MEETING

Date: 05th August, 2026

Time: 11.30 AM.

Venue: Video Conferencing /Other Audio-
Visual Means

AUDIT COMMITTEE

Krishna Omprakash Agarwal	- Chairman
Kanav Sham Sunder Arora	- Member
Arvind Kumar Rath	- Member
Amit Dalmia	- Member

NOMINATION & REMUNERATION COMMITTEE

Anita Pankaj Jain	- Chairperson
Kanav Sham Sunder Arora	- Member
Krishna Omprakash Agarwal	- Member
Arvind Kumar Rath	- Member
Nitika Abhishek Soni	- Member

STAKEHOLDER'S RELATIONSHIP COMMITTEE

Anita Pankaj Jain	- Chairperson
Amit Dalmia	- Member
Krishna Omprakash Agarwal	- Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Amit Dalmia	- Chairperson
Ankur Mangilal Borana	- Member
Anita Pankaj Jain	- Member

BANKER TO THE COMPANY

The Cosmos Co-op Bank Ltd
Axis Bank Limited

ISIN: INE012Q01039

BSE Code: 538119

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NOTICE OF 16TH ANNUAL GENERAL MEETING

Notice is hereby given that the 16th Annual General Meeting of the members of R & B Denims Limited ('the Company') will be held on Wednesday, August 05, 2026 at 11:30 AM IST through Video Conferencing /Other Audio-Visual Means (VC/OAVM) to transact the following business:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the company for the financial year ended on March 31, 2026, together with the Reports of the Board of Directors and Auditors' thereon.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Standalone and Consolidated Balance Sheet, Profit & Loss Account and Cash Flow Statement together with accounting policies and notes forming part of the accounts for the year ended March 31, 2026 along with the Auditors' Report and Directors' Report, be and are hereby considered, adopted and approved."

2. To appoint a director in place of Mr. Nirmal Dalmia, Whole-time Director (DIN: 10751198), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provision of Section 152(6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Nirmal Dalmia, Whole-time Director (DIN: 10751198) who retires by rotation at this annual general meeting, be and is hereby reappointed as Whole-time Director of the company, liable to retire by rotation."

SPECIAL BUSINESSES:

3. To ratify the remuneration of Cost Auditor for the financial year 2026-27.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the recommendation of the Audit Committee and approval of the Board of Directors, the remuneration, as set out in the statement annexed to the notice convening this meeting, to be paid to **M/s V.M. Patel & Associates, Practising Cost Accountants (Firm Registration No. 101519)** appointed by the Board of Directors of the company, to conduct the audit of cost records of the company for the financial year 2026-27, be and is hereby ratified."

R&B Denims Ltd

Regd. Office: Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat. India.

Tel+91 9601281648 Website: www.rnbdenims.com

Email: info@rnbdenims.com CIN: L17120GJ2010PLC062949

4. To consider and approve related party transactions ('RPT') with RB Industries.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 2(1)(zc), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('Listing Regulations'), provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force), the Company's Policy on Related Party Transaction(s) ('RPT') and based on the recommendations of the Audit Committee and Board of Directors and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, and in supersession of all prior approvals granted by the Members and/or the Audit Committee of the Company, from time to time, in respect of such related party transactions, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), to enter into, continue, modify, renew, extend, ratify and/or approve, from time to time, one or more related party transaction(s), contract(s), arrangement(s) and/or understanding(s), whether individually or in a series of transactions with RB Industries, subsidiary, including any amendments, modifications, renewals or extensions thereto, for an aggregate value not exceeding ₹ 10,00,00,00,000 (Rupees One Thousand Crores Only) on such principal terms and conditions as detailed in the Explanatory Statement for the period commencing from the 16th Annual General Meeting conclusion of the 17th Annual General Meeting of the Company subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, thereof and finalising and executing necessary documents, including agreement(s) and such other documents, and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto.

RESOLVED FURTHER THAT the Board including Committee constituted by the Board ('Board'), be and is hereby authorised to delegate all or any of the powers conferred herein, to any Director(s), Key Managerial Personnel(s), Officer(s) or Authorised Representative(s) of the Company, to do all such acts and take such steps as may be considered necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

5. To consider and approve related party transactions ('RPT') with Ricon Industries.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 2(1)(zc), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('Listing Regulations'), provisions of Section 188 and

other applicable provisions of the Companies Act, 2013, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force), the Company's Policy on Related Party Transaction(s) and based on the recommendations of the Audit Committee and Board of Directors and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, and in supersession of all prior approvals granted by the Members and/or the Audit Committee of the Company, from time to time, in respect of such related party transactions, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board") and to the subsidiaries, to enter into, continue, modify, renew, extend, ratify and/or approve, from time to time, one or more related party transaction(s), contract(s), arrangement(s) and/or understanding(s), whether individually or in a series of transactions with Ricon Industries, subsidiary, including any amendments, modifications, renewals or extensions thereto, for an aggregate value not exceeding ₹ 10,50,00,00,000 (Rupees One Thousand Fifty Crores Only) on such principal terms and conditions as detailed in the Explanatory Statement for the period commencing from the 16th Annual General Meeting conclusion of the 17th Annual General Meeting of the Company subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, thereof and finalising and executing necessary documents, including agreement(s) and such other documents, and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto.

RESOLVED FURTHER THAT the Board including Committee constituted by the Board ('Board'), be and is hereby authorised to delegate all or any of the powers conferred herein, to any Director(s), Key Managerial Personnel(s), Officer(s) or Authorised Representative(s) of the Company, to do all such acts and take such steps as may be considered necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

6. To consider and approve related party transactions ('RPT') with Ricon Textile Limited.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 2(1)(zc), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('Listing Regulations'), provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force), the Company's Policy on Related Party Transaction(s) and based on the recommendations of the Audit Committee and Board of Directors and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, and in supersession of all prior approvals granted by the Members and/or the Audit Committee of the Company, from time to time, in respect of such related party transactions, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board") and to the subsidiaries, to enter into, continue, modify, renew, extend, ratify and/or approve, from time to time, one or more related party transaction(s), contract(s), arrangement(s) and/or understanding(s), whether individually or in a series of transactions with Ricon Textile Limited, subsidiary company, including any amendments, modifications, renewals or extensions thereto, for an aggregate value not exceeding ₹ 2,00,00,00,000

(Rupees Two Hundred Crores Only) on such principal terms and conditions as detailed in the Explanatory Statement for the period commencing from the 16th Annual General Meeting conclusion of the 17th Annual General Meeting of the Company subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, thereof and finalising and executing necessary documents, including agreement(s) and such other documents, and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto.

RESOLVED FURTHER THAT the Board including Committee constituted by the Board ('Board'), be and is hereby authorised to delegate all or any of the powers conferred herein, to any Director(s), Key Managerial Personnel(s), Officer(s) or Authorised Representative(s) of the Company, to do all such acts and take such steps as may be considered necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

Date: July 11, 2026

Reg. Office: Block No. 467, Sachin
Palsana Road, Palsana, Surat- 394315

E-mail: info@rnbdenims.com

Website: www.rnbdenims.com

For and on behalf of the Board of Directors
R & B Denims Limited

Sd/-
Sujata Chirag Dudharejiya
Company Secretary

NOTES:

- a. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), relating to the Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto.
- b. The Annual General Meeting of the company shall be through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) through various circulars hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- c. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and relevant MCA the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
- d. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- e. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- f. The facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as body corporates can attend the AGM through VC/OAVM and cast their votes through e-voting.
- g. In compliance with the MCA Circulars, SEBI Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those members whose e-mail address is registered with the Company/Registrar and Transfer Agent/ Depository Participants/Depositories.

Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2025-26 is available, is being sent to those members whose e-mail address is not registered with the Company/Registrar and Transfer Agent/Depository Participants/ Depositories. Members may also note that the Notice of the 16th AGM and the Annual Report 2025-26 will be available on Company's website i.e. www.rnbdenims.com, website of BSE Limited at www.bseindia.com and website of NSE Limited at www.nseindia.com and on the website of NSDL www.evoting.nsdl.com. For members who have not

registered their email addresses, a letter providing the web-link of the path of Annual Report on company's website is being sent by the permitted mode.

- h. The Company has engaged the services of National Securities Depository Limited (NSDL), as the authorized agency for conducting the AGM and providing remote e-Voting and e-Voting facility for/during the AGM of the Company. The instructions for participation by Members are given in the subsequent notes.
- i. Since the AGM will be held through VC, the Route Map is not annexed to this Notice. The registered office of the Company shall be deemed to be the venue for the AGM.
- j. Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (Sunday and holidays) between 10.00 a.m. and 4.00 p.m. up to the date of the Annual General Meeting.
- k. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. Members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.
- l. Members of the Company under the category of Institutional/Corporate Shareholders are encouraged to attend and vote at the AGM through VC. Corporate Members pursuant to Section 113 of the Companies Act, 2013 intending to attend the AGM through their authorized representatives, are requested to send to the Company, a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend the AGM through VC/OAVM on its behalf and to vote through remote e-Voting.
- m. Pursuant to Regulation 46 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, the securities of a Recognized Stock Exchange are required to be maintained in Demat mode.
- n. The Shareholders are requested to direct change of address notifications and update details to their respective Depository Participant(s).
- o. Equity shares of the Company are under compulsory demat trading by all Investors.
- p. Members seeking any information/document as referred in the notice are requested to write to the Company on or before August 04, 2026 through email at www.rnbdenims.com. The same will be addressed by the Company suitably.
- q. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication from the company electronically and quicker response to their queries to company's Registrar and Share Transfer Agent, Bigshare Services Private Limited, by clicking the link: www.bigshareonline.com/InvestorRegistration.aspx or Company.
- r. Members are requested to contact our Registrar and Transfer Agent for any query related to shares and other inquiry at following address:

M/s. Bigshare Services Private Limited

Office No. S6-2, 6th floor Pinnacle Business Park, next to Ahura Centre,

Mahakali Caves Road, Andheri (East) Mumbai - 400093, India.

Tel No: +91 22-62638200, Fax No: +91 22-62638299

Website: www.bigshareonline.com, E-Mail: info@bigshareonline.com

Please Quote Folio No. / DP ID & CL ID for any communication for your shareholding

- s. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on July 29, 2026.

t. Information and other instructions relating to e-voting are as under:

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
- II. The members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through E-voting
- III. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- IV. Mr. Bhaveshkumar Arjunkumar Rawal, Practicing Company Secretary has been appointed to act as the Scrutinizer for conducting the remote e-voting process as well as e-voting during the AGM, in a fair and transparent manner.
- V. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the cut-off date i.e. July 29, 2026.
- VI. A person, whose name is recorded in the register of members as on the cut-off date, i.e. July 29, 2026 only shall be entitled to avail the facility of e-voting. Any recipient of the notice, who has no voting rights as on the cut-off date, shall treat this notice as an intimation only.
- VII. A person who has acquired the shares and has become a member of the company after the dispatch of the notice of the AGM and prior to the cut-off date i.e. July 29, 2026 shall be entitled to exercise his/her vote either electronically i.e. e-voting by following the procedure mentioned in this part.
- VIII. The remote e-voting period will commence on Sunday, August 02, 2026 at 9.00 a.m. and will end on Tuesday, August 04, 2026 at 5.00 p.m. During this period, the members of the company holding shares as on the cut-off date i.e. July 29, 2026, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be automatically disabled for voting thereafter.
- IX. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- X. The Scrutinizer, after scrutinizing the votes, will, not later than 2 working days of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the company. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the company. The results shall be communicated to the stock exchanges.

- XI. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e. August 05, 2026
- XII. **Instructions to Members for e-voting are as under:**
1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
 2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
 3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
 6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at info@rnbdenims.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
 7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Sunday, August 02, 2026 at 9.00 A.M. and ends on Tuesday, August 04, 2026 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Wednesday, July 29, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 29, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for

	IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on

	www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 140283 then user ID is 140283001***

5. Password details for shareholders other than Individual shareholders are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number,

your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to brawal1011@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@rnbdenims.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@rnbdenims.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@rnbdenims.com. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@rnbdenims.com. The same will be replied by the company suitably.

Date: July 11, 2026

Reg. Office: Block No. 467, Sachin
Palsana Road, Palsana, Surat- 394315

E-mail: info@rnbdenims.com

Website: www.rnbdenims.com

For and on behalf of the Board of Directors

R & B Denims Limited

Sd/-

Sujata Chirag Dudharejiya
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 3

As per the provisions of Section 148 of the Companies Act, 2013 ('the Act') read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have an audit of its cost records conducted by a cost accountant in practice for products covered under the Companies (Cost Records and Audit) Rules, 2014.

The board, based on the recommendation of the Audit Committee, has approved the appointment of M/s V.M. Patel & Associates, Practising Cost Accountants (Firm Registration No. 101519) as the Cost Auditors to conduct the audit of the cost records of the company, for the financial year 2026-27, at a remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) plus applicable taxes and reimbursement of out of packet expenses, if any. In accordance with Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the company. Accordingly, the consent of the members is sought for passing an ordinary resolution as set out in item no. 3 of the notice for ratification of the remuneration payable to the Cost Auditors, for the financial year 2026-27.

The board recommends ratification of remuneration of Cost Auditors, as set out in item no. 3 of the notice for approval by the members as an ordinary resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 4

Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") stipulates that in case of a listed entity which has listed its specified securities, a transaction with a related party shall be considered material, exceed(s) materiality threshold as per SEBI Listing Regulation.

Consequent to a recent amendment in SEBI Listing Regulations effective from December 19, 2025, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) –

Consolidated Turnover of Listed Entity Threshold	Threshold
(I) Up to ₹20,000 Crore	10% of the annual consolidated turnover of the listed entity
(II) More than ₹20,000 Crore to upto ₹40,000 Crore	₹2,000 Crore + 5% of the annual consolidated turnover of the listed entity above ₹20,000 Crore
(III) More than ₹40,000 Crore	₹3,000 Crore + 2.5% of the annual consolidated turnover of the listed entity above ₹40,000 Crore or ₹5000 Crores, whichever is lower.

Accordingly, proposed transactions with RB Industries exceeds the materiality threshold under Regulation 23 of Listing Regulations and shall therefore require prior approval of the shareholders by way of an ordinary resolution, irrespective of whether the transaction is in the ordinary course of business or at arm's length basis. The same has been approved by the Audit Committee in their meeting held on July 11, 2026. The management has provided the Audit Committee with the relevant

details of proposed RPT. All the Independent Directors forming part of the Audit Committee, after due review of all relevant information and pursuant to Section 177 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have accorded their approval for entering into the Related Party Transaction(s) with RB Industries for an aggregate value up to Rs. 1000 Crore.

Details of the proposed transactions with RB Industries, being a related party of the Company, including the information pursuant to Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

SN	Particulars of the information	Information provided by the Management
A. Details of the related party and transactions with the related party		
A(1) Basic details of the Related Party Transaction		
1.	Name of the related party	RB Industries
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Manufacturing of Textile Materials
A(2) Relationship and ownership of the related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party — including nature of its concern (financial or otherwise) and the following:	Subsidiary
	a) Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Listed entity holds 20% of the share of profit/(Loss) of RB Industries directly
	b) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	20% in Partnership firm
	c) Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of	Nil

	transaction involving the subsidiary).																			
A(3) Details of previous transactions with the related party																				
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table> <tr> <th>Year</th><th>Nature of Transactions</th><th>FY 2025-26 (in Lakhs)</th></tr> <tr> <td rowspan="5">2025-26</td><td>Purchase of goods</td><td>3823.48</td></tr> <tr> <td>Job work services</td><td>416.00</td></tr> <tr> <td>Interest on Capital</td><td>247.04</td></tr> <tr> <td>Sub-lease</td><td>0.15</td></tr> <tr> <td>Lease rent of machinery</td><td>36.00</td></tr> </table>	Year	Nature of Transactions	FY 2025-26 (in Lakhs)	2025-26	Purchase of goods	3823.48	Job work services	416.00	Interest on Capital	247.04	Sub-lease	0.15	Lease rent of machinery	36.00				
Year	Nature of Transactions	FY 2025-26 (in Lakhs)																		
2025-26	Purchase of goods	3823.48																		
	Job work services	416.00																		
	Interest on Capital	247.04																		
	Sub-lease	0.15																		
	Lease rent of machinery	36.00																		
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<table> <tr> <th>June 30, 2026</th><th>Nature of Transactions entered with the listed entity</th><th>FY 2026-27 (in Lakhs)</th></tr> <tr> <td></td><td>Interest on Capital</td><td>56.34</td></tr> <tr> <td></td><td>Rent Expense</td><td>21.24</td></tr> </table> <table> <tr> <th>June 30, 2026</th><th>Nature of Transactions entered with fellow subsidiary</th><th>FY 2025-26 (in Lakh) *</th></tr> <tr> <td></td><td>Sales of Goods</td><td>203.23</td></tr> <tr> <td></td><td>Purchase of Goods</td><td>562.23</td></tr> </table> *Figures includes GST	June 30, 2026	Nature of Transactions entered with the listed entity	FY 2026-27 (in Lakhs)		Interest on Capital	56.34		Rent Expense	21.24	June 30, 2026	Nature of Transactions entered with fellow subsidiary	FY 2025-26 (in Lakh) *		Sales of Goods	203.23		Purchase of Goods	562.23
June 30, 2026	Nature of Transactions entered with the listed entity	FY 2026-27 (in Lakhs)																		
	Interest on Capital	56.34																		
	Rent Expense	21.24																		
June 30, 2026	Nature of Transactions entered with fellow subsidiary	FY 2025-26 (in Lakh) *																		
	Sales of Goods	203.23																		
	Purchase of Goods	562.23																		
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	Nil																		
A(4) Amount of the proposed transactions																				
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 1000 Crores																		
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during	Yes																		

	the current financial year would render the proposed transaction a material RPT?			
3.	Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year	214.63%		
4.	Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	NA		
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	1614.73%		
6.	Financial performance of the related party for the immediately preceding financial year (FY 2025-26) (Rs.in Lakhs)	Particulars	FY2025-26 (Rs. in “Lakh”)	
		Revenue from operations	6,193.88	
		Other income	159.76	
		Profit After Tax	54.25	
		Net worth	3635.61	
A(5) Basic details of the proposed transaction				
1.	Specific type of the proposed transaction	a. Purchase of goods and materials and availing of services b. Sale or supply of goods and materials and rendering of service c. Investment		
2.	Details of each type of the proposed transaction	- Purchase of goods and materials and availing of services – 51% - Sale or supply of goods and materials and rendering of service – 38% - Investment – 11% Note: These are continuing business transactions in the ordinary course of business. The above breakup of transactions is indicative & may change during the course of business, within the		

		<i>same limit of ₹ 1000 Crores</i>
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	16th Annual General Meeting to 17th Annual General Meeting
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Upto Rs. 1000 Crores.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related Party Transactions with the subsidiary, including sale and purchase of goods, availing and rendering of job work services, leasing arrangements, and investment in the subsidiary, are undertaken in the ordinary course of business and on an arm's length basis. These transactions facilitate operational efficiency, optimum utilization of resources, business synergies, and streamlined execution of activities within the group structure. Further, investments in the subsidiary support its growth and expansion plans, thereby enhancing the long-term value and strategic interests of the Company and its stakeholders. Accordingly, the proposed transactions are in the overall interest of the Company and its shareholders.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Amit Dalmia, Chairman & Managing Director and Mr. Rajkumar Mangilal Borana, Executive Director.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Promoters of the Company hold 80% shares in the Company. The Company, directly/indirectly, holds 100% shares in RB Industries.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	None

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Transaction between both the entities are ongoing nature and it provide operational and commercial advantage to both the entities. The said related party transaction being carried out in the ordinary course of business and at an arm's length basis. To maintain the sustainable business of both the entities and to avail benefit of synergy, the related party transactions are required to be entered. RPTs are beneficial to the company and shareholders.
2.	Basis of determination of price.	NA
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA
4.	Any other information that may be relevant	NA
B(3) Disclosure only in case of transactions relating to investment made by the listed entity or the subsidiary		
1.	Source of funds in connection with the proposed transaction	Internal accruals

2.	Where any financial indebtedness is incurred to make investment, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	No financial indebtedness is incurred
3.	Purpose for which funds shall be utilized by the investee company	The funds will be utilized by the investee company for its principal business
4.	Material terms of the proposed transaction	The investee company shall pay interest @9% p.a on the capital invested by the listed entity
C(2) Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary		
1.	Latest credit rating of the related party <i>Note:</i> <i>a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i> <i>b. This shall be applicable in case of investment in debt securities.</i>	NA
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	NA

The Members may note that in terms of the provisions of the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board Directors recommend the matter and the resolution set out under Item no. 4 for the approval of the Members by way of passing an Ordinary Resolution.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company do hereby confirm that except the parties as aforementioned involved in this resolution and their relatives to the extent of their shareholding, none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid item no. 4.

Item No. 5

Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") stipulates that in case of a listed entity which has listed its specified securities, a transaction with a related party shall be considered material, exceed(s) materiality threshold as per SEBI Listing Regulation.

Consequent to a recent amendment in SEBI Listing Regulations effective from December 19, 2025, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) –

Consolidated Turnover of Listed Entity Threshold	Threshold
(I) Up to ₹20,000 Crore	10% of the annual consolidated turnover of the listed entity
(II) More than ₹20,000 Crore to upto ₹40,000 Crore	₹2,000 Crore + 5% of the annual consolidated turnover of the listed entity above ₹20,000 Crore
(III) More than ₹40,000 Crore	₹3,000 Crore + 2.5% of the annual consolidated turnover of the listed entity above ₹40,000 Crore or ₹5000 Crores, whichever is lower.

Accordingly, proposed transactions with Ricon Industries exceeds the materiality threshold under Regulation 23 of Listing Regulations and shall therefore require prior approval of the shareholders by way of an ordinary resolution, irrespective of whether the transaction is in the ordinary course of business or at arm's length basis. The same has been approved by the Audit Committee in their meeting held on July 11, 2026. The management has provided the Audit Committee with the relevant details of proposed RPT. All the Independent Directors forming part of the Audit Committee, after due review of all relevant information and pursuant to Section 177 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have accorded their approval for entering into the Related Party Transaction(s) with Ricon Industries for an aggregate value up to Rs. 1050 Crore.

Details of the proposed transactions with Ricon Industries, being a related party of the Company, including the information pursuant to Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

SN	Particulars of the information	Information provided by the Management
A. Details of the related party and transactions with the related party		
A(1) Basic details of the Related Party Transaction		
1.	Name of the related party	Ricon Industries
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Manufacturing of Textile cloth, yarn and cotton
A(2) Relationship and ownership of the related party		

1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party — including nature of its concern (financial or otherwise) and the following:	Subsidiary
	a) Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Listed entity holds 20% of the share of profit/(Loss) of Ricon Industries directly
	b) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	20% in Partnership firm
	c) Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil

A(3)Details of previous transactions with the related party

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table> <tr> <th>Year</th><th>Nature of Transactions entered with the listed entity</th><th>FY 2025-26 (in Lakh)</th></tr> <tr> <td>2025-26</td><td>Purchase of goods</td><td>8636.66</td></tr> <tr> <td></td><td>Interest on capital</td><td>436.97</td></tr> </table> <table> <tr> <th>Year</th><th>Nature of Transactions entered with fellow subsidiary</th><th>FY 2025-26 (in Lakh)</th></tr> <tr> <td>2025-26</td><td>Sale of goods</td><td>1091.24</td></tr> </table>	Year	Nature of Transactions entered with the listed entity	FY 2025-26 (in Lakh)	2025-26	Purchase of goods	8636.66		Interest on capital	436.97	Year	Nature of Transactions entered with fellow subsidiary	FY 2025-26 (in Lakh)	2025-26	Sale of goods	1091.24
Year	Nature of Transactions entered with the listed entity	FY 2025-26 (in Lakh)															
2025-26	Purchase of goods	8636.66															
	Interest on capital	436.97															
Year	Nature of Transactions entered with fellow subsidiary	FY 2025-26 (in Lakh)															
2025-26	Sale of goods	1091.24															

2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	June 30, 2026	Nature of Transactions entered with the listed entity	FY 2026-27 (in Lakhs) *
			Interest on Capital	120.70
			Purchase of Goods	3908.99
			Sale of Goods	692.45
		*Figures includes GST		
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	Nil		
A(4) Amount of the proposed transactions				
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 1050 Crores		
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes		
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	225.36%		
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	NA		
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding	473.96%		

	financial year, if available.			
6.	Financial performance of the related party for the immediately preceding financial year (FY 2025-26) (Rs.in Lakhs)	Particulars	FY2025-26 (Rs. in "Lakh")	
		Revenue from operations	22154.15	
		Other income	1,345.19	
		Profit After Tax	886.25	
		Net worth	9893.63	
A(5) Basic details of the proposed transaction				
1.	Specific type of the proposed transaction	a. Purchase of goods and materials b. Sale or Supply of goods and materials c. Investment		
2.	Details of each type of the proposed transaction	- Purchase of goods and materials- 69% - Sale or Supply of goods and materials-19% - Investment – 12% <i>Note: These are continuing business transactions in the ordinary course of business. The above breakup of transactions is indicative & may change during the course of business, within the same limit of ₹ 1050 Crores</i>		
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	16th Annual General Meeting to 17th Annual General Meeting		
4.	Whether omnibus approval is being sought?	Yes		
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Upto Rs. 1050 Crores.		
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related Party Transactions with the subsidiary, comprising sale and purchase of goods and investment in the subsidiary, are intended to support the group's business operations, strengthen group synergies, and ensure efficient utilization of resources within the group. The investment will facilitate the subsidiary's growth, business expansion, and working capital requirements, thereby contributing to the long-term strategic objectives of the Company. These transactions are undertaken in the ordinary course of business and on an arm's length basis and are in		

		the overall interest of the Company and its shareholders.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	b. Name of the director / KMP	Mr. Amit Dalmia, Chairman and Managing Director, Mr. Deepak Dalmia, Whole-time Director, Mr. Rajkumar Mangilal Borana, Executive Director and Mr. Ankur Mangilal Borana, Executive Director.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Promoters of the Company holds 46.66% shares in the Company. The Company, directly/indirectly, holds 66.66% shares in RB Industries.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	None
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Transaction within the group is ongoing nature and provides operational and commercial advantage to all the entities. The said related party transaction being carried out in the ordinary course of business and at an arm's length basis. To maintain the sustainable business of both the entities and to avail benefit of synergy, the related party transactions are required to be entered. RPTs are beneficial to all the stakeholders.
2.	Basis of determination of price.	NA
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NA

	b. Tenure	NA
	c. Whether same is self-liquidating?	NA
4.	Any other information that may be relevant	NA
B(3) Disclosure only in case of transactions relating to investment made by the listed entity or the subsidiary		
1.	Source of funds in connection with the proposed transaction	Internal accruals
2.	Where any financial indebtedness is incurred to make investment, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	No financial indebtedness is incurred
3.	Purpose for which funds shall be utilized by the investee company	The funds will be utilized by the investee company for its principal business
4.	Material terms of the proposed transaction	The investee company shall pay interest @9% p.a on the capital invested by the listed entity
C(2) Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary		
1.	Latest credit rating of the related party <i>Note:</i> <i>a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i> <i>b. This shall be applicable in case of investment in debt securities.</i>	NA
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	NA

The Members may note that in terms of the provisions of the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board Directors recommend the matter and the resolution set out under Item no. 5 for the approval of the Members by way of passing an Ordinary Resolution.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company do hereby confirm that except the parties as aforementioned involved in this resolution and their relatives to the extent of their shareholding, none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid item no. 5.

Item No. 6

Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") stipulates that in case of a listed entity which has listed its specified securities, a transaction with a related party shall be considered material, exceed(s) materiality threshold as per SEBI Listing Regulation.

Consequent to a recent amendment in SEBI Listing Regulations effective from December 19, 2025, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) –

Consolidated Turnover of Listed Entity Threshold	Threshold
(I) Up to ₹20,000 Crore	10% of the annual consolidated turnover of the listed entity
(II) More than ₹20,000 Crore to upto ₹40,000 Crore	₹2,000 Crore + 5% of the annual consolidated turnover of the listed entity above ₹20,000 Crore
(III) More than ₹40,000 Crore	₹3,000 Crore + 2.5% of the annual consolidated turnover of the listed entity above ₹40,000 Crore or ₹5000 Crores, whichever is lower.

Accordingly, proposed transactions with Ricon Industries exceeds the materiality threshold under Regulation 23 of Listing Regulations and shall therefore require prior approval of the shareholders by way of an ordinary resolution, irrespective of whether the transaction is in the ordinary course of business or at arm's length basis. The same has been approved by the Audit Committee in their meeting held on July 11, 2026. The management has provided the Audit Committee with the relevant details of proposed RPT. All the Independent Directors forming part of the Audit Committee, after due review of all relevant information and pursuant to Section 177 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have accorded their approval for entering into the Related Party Transaction(s) with Ricon Textile Limited for an aggregate value up to Rs. 200 Crore.

Details of the proposed transactions with Ricon Textile Limited, being a related party of the Company, including the information pursuant to Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

SN	Particulars of the information	Information provided by the Management
A. Details of the related party and transactions with the related party		
A(1) Basic details of the Related Party Transaction		

1.	Name of the related party	Ricon Textile Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	The Company is engaging in twisting, sizing & texturing of yarn and weaving of grey cloth of air jet looms

A(2) Relationship and ownership of the related party

1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party — including nature of its concern (financial or otherwise) and the following:	Subsidiary company
	a) Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Listed entity holds 67% of the share capital in Ricon Textile Limited
	b) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
	c) Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil

A(3) Details of previous transactions with the related party

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Year	Nature of Transactions	FY 2025-26 (in Lakh)
		1.	Unsecured Loan	367.72
		2.	Investment	335
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in	June 30, 2026	Nature of Transactions entered with the listed entity	FY 2026-27 (in Lakhs) *
			Unsecured Loan	10.29

	which the approval is sought.	*Figures includes GST and interest capitalized to loan account		
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	Nil		
A(4) Amount of the proposed transactions				
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 200 Crores		
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes		
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	42.93%		
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	NA		
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	606.06%		
6.	Financial performance of the related party for the immediately preceding financial year (FY 2025-26) (Rs.in Lakhs)	Particulars	FY2025-26 (Rs. in "Lakh")	
		Revenue from operations	3337.36	
		Other income	112.01	
		Profit After Tax	205.29	

		Net worth	719.07
A(5) Basic details of the proposed transaction			
1.	Specific type of the proposed transaction	a. Purchase of goods and materials b. Sale or supply of goods and materials and rendering of service c. Unsecured Loan	
2.	Details of each type of the proposed transaction	- Purchase of goods and materials – 37% - Sale or supply of goods and materials and rendering of services –14% - Unsecured Loan – 49% <i>Note: These are continuing business transactions in the ordinary course of business. The above breakup of transactions is indicative & may change during the course of business, within the same limit of ₹ 200 Crores</i>	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	16th Annual General Meeting to 17th Annual General Meeting	
4.	Whether omnibus approval is being sought?	Yes	
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Upto Rs. 200 Crores.	
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related Party Transactions with the subsidiary, comprising sale and purchase of goods and Unsecured Loan in the subsidiary, are intended to support the Company's business operations, strengthen group synergies, and ensure efficient utilization of resources within the group.	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.		
	a. Name of the director / KMP	Mr. Amit Dalmia, Chairman and Managing Director, Mr. Deepak Dalmia, Whole-time Director, Mr. Nirmal Dalmia, Whole-time Director and Mr. Ankur Mangilal Borana, Director.	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related	Promoter and Promoter Group of the Company holds 0.0008% shares in the Company. The	

	party	Company holds 67% shares in Ricon Textile Limited.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	None
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Transaction within the group is ongoing nature and provides operational and commercial advantage to all the entities. The said related party transaction being carried out in the ordinary course of business and at an arm's length basis. To maintain the sustainable business of both the entities and to avail benefit of synergy, the related party transactions are required to be entered. RPTs are beneficial to all the stakeholders.
2.	Basis of determination of price.	NA
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA
4.	Any other information that may be relevant	NA
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Material covenants of the proposed transaction	200 Crore

2.	Interest rate (in terms of numerical value or base rate and applicable spread)	9%
3.	Cost of borrowing Note: This shall include all costs associated with the borrowing	9%.
4.	Maturity / due date	Repayable on Demand
5.	Repayment schedule & terms	Repayable on Demand
6	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA
8.	The purpose for which the funds will be utilized by the listed entity/ subsidiary	The funds will be utilized for the principal business of the company
C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.	
	a. Before transaction	0.19
	b. After transaction	0.19 Note: The Debt-to-Equity Ratio after the proposed transaction cannot be determined with certainty at this stage.
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.	
	a. Before transaction	5.86
	b. After transaction	5.86 Note: Debt Service Coverage Ratio after the proposed transaction cannot be determined with certainty at this stage.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board Directors recommend the matter and the resolution set out under Item no. 6 for the approval of the Members by way of passing an Ordinary Resolution.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company do hereby confirm that except the parties as aforementioned involved in this resolution and their relatives to the extent of their shareholding, none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid item no. 6.

Date: July 11, 2026

Reg. Office: Block No. 467, Sachin
Palsana Road, Palsana, Surat- 394315

E-mail: info@rnbdenims.com

Website: www.rnbdenims.com

For and on behalf of the Board of Directors
R & B Denims Limited

Sd/-
Sujata Chirag Dudharejiya
Company Secretary

ANNEXURE TO NOTICE

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING:

(Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Companies Secretaries of India)

1. **Mr. Nirmit Dalmia** is proposed to be re-appointed as Whole -time Director, who is liable to retire by rotation and as per the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standards his details are as under:

Name of director	Mr. Nirmit Dalmia
DIN	10751198
Date of birth	02/04/2002 (24 years)
Qualification	Bachelor of Science (with Honours) in Economics from The University of Warwick, United Kingdom.
Expertise in specific functional areas	Over 2 years of experience in in the areas of economic and market analysis, corporate planning, business development and corporate governance.
Terms and conditions of appointment/ reappointment	As per the resolution at item no. 2 of the notice convening this meeting, Mr. Nirmit Dalmia is liable to retire by rotation at the meeting and eligible for re-appointment
Remuneration last drawn	Rs. 4,00,000/- p.m.
Remuneration proposed	Rs. 4,00,000 /- p.m.
Date of first appointment	30/09/2024
Relationship with Directors/ Key Managerial Personnel	Mr. Nirmit Dalmia is son of Mr. Amit Dalmia, Managing Director. Mr. Deepak Dalmia, Whole Time Director is the uncle of Mr. Nirmit Dalmia.
Names of all listed entities in which the person also holds the directorship and the membership of committees of the board	1. R & B Denims Limited: a) Whole-time director
No. of meetings of the board attended during the year	10
Listed entities from which the person has resigned in the past three years	NIL

Date: July 11, 2026

Reg. Office: Block No. 467, Sachin Palsana Road, Palsana, Surat- 394315

E-mail: info@rnbdenims.com

Website: www.rnbdenims.com

For and on behalf of the Board of Directors
R & B Denims Limited

Sd/-
Sujata Chirag Dudharejiya
Company Secretary

DIRECTORS' REPORT

To,
The Members
R & B Denims Limited

Your directors take pleasure in presenting the 16th Annual Report on the business and operations of your company together with the audited financial statements for the financial year ended March 31, 2026.

FINANCIAL HIGHLIGHTS

Particulars	(Rs. in Lakhs)	
	Standalone	Consolidated
	For the year Ended 31-03-2026*	For the year Ended 31-03-2025*
Revenue from operations	29,108.03	23,613.76
Other Income	933.34	1,183.42
Total Revenue	30,041.37	24,797.18
Profit before tax and Exceptional Items	1,950.74	2,738.14
Exceptional Items	0.00	1.55
Profit before Taxation	1,950.74	2,739.69
- Current Tax	(563.99)	(692.66)
- Deferred Tax	46.59	45.20
- Short Provision for Income Tax expense relating to prior Year	10.82	(0.38)
Net Profit/ (Loss) for the Year	1,444.15	2,091.85
Other Comprehensive Income for the Year, Net of Tax	10.09	4.37
Total Comprehensive Income for the Year	1,454.24	2,096.22

*Figures regrouped and rounded off wherever necessary

The company discloses financial results on quarterly basis of which results are subjected to limited review and publishes audited financial results on an annual basis. The financial statements as stated above are also available on the company's website www.rnbdenims.com.

STATE OF COMPANY'S AFFAIRS

Standalone figures

During the current year, your company recorded total revenue of Rs. 30,041.37 Lakhs against Rs. 24,797.18 Lakhs in the previous year, representing an increase of 21.15% during the year but Net Profit for the year 2025-26 stood at Rs. 1,444.15 Lakhs as compared to Rs. 2,091.85 Lakhs in financial year 2024-25 which has decreased by 30.96%

Consolidated figures

During the current year, your company recorded total revenue of Rs. 48,326.24 Lakhs against Rs. 38,274.58 Lakhs in the previous year, representing an increase of 26.26% during the year and Net Profit for the year 2025-26 stood at Rs. 2,476.18 Lakhs as compared to Rs. 2,747.40 Lakhs in financial year 2024-25 which has decreased by 9.87%.

A detailed analysis on the company's performance is included in the "Management's Discussion and Analysis" Report, which forms part of this Report.

ROAD AHEAD

Our vision is to become one of the top-quality denim manufacturers and move towards sustainable growth. Our priorities are as follows:

- Focus on increasing production
- Maintaining Price Competitiveness
- Moving up the value chain - Expanding the product line under own brand

We are very excited to enter into the new phase of growth and will continue to invest in our capabilities to increase our presence prudently and create value for the shareholders. The company has set up a garmenting establishment in house as a part of its expansion plans, adding value to its business. We would like to be thankful to the entire stakeholders for being part of the journey.

DIVIDEND

Keeping in mind the overall performance and outlook for your company, your Board of Directors recommend that this time the company is not declaring dividends as the company requires funds for its business expansion. Your directors are unable to recommend any dividend for the year ended March 31, 2026.

UNCLAIMED DIVIDEND

There is no balance lying in unpaid equity dividend account.

TRANSFER TO RESERVE

Considering the financial position of the company; company has not transferred any amount to its General Reserve for the financial year 2025-26.

MATERIAL CHANGES FROM THE END OF THE FINANCIAL YEAR

There have been no material changes occurred between the end of the financial year of the company to which the financial statements related and the date of the report, which is affecting the financial position of the company.

SHARE CAPITAL

As on March 31, 2026 the share capital of the company was as under:

Subdivision, Bonus and increase in Authorized Share Capital

During the financial year ended March 31, 2026, the Board of Directors of the Company vide resolution dated February 14, 2026 proposed and agreed to subdivide each existing equity share of the Company having Face Value Rs. 2/- each into 2 equity shares of Face Value Re. 1/- each. Further, it was also proposed to issue bonus shares of the Company in the ratio of 1:2 post giving effect to share split, i.e., 1 bonus equity share of the Company of Face Value Re. 1/- against 2 equity shares of the Company of Face Value Re. 1/- held by the shareholder.

In the same board meeting, it was proposed and agreed to increase the authorised capital of the Company from existing Rs. 25,50,00,000 comprising of 12,75,00,000 equity shares of Face Value Rs. 2/- each to Rs. 30,00,00,000 comprising of 30,00,00,000 equity shares of Face Value Rs. 1/- each.

Issued and Subscribed capital:

17,99,46,880 Equity Shares of Re. 1/- each for Rs. 17,99,46,880/-.

Paid up capital:

8,99,73,440 Equity Shares of Rs. 2/- each for Rs. 17,99,46,880/-.

DEPOSITS

During the year, company has not accepted any deposits from public within the meaning of the Section 73 of the Companies Act, 2013 and rules made thereunder.

ANNUAL RETURN

As per the requirements of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return for FY 2025-26 is uploaded on the website of the company and the same is available at www.rnbdenims.com/annual-return

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There was no significant material order passed by the regulators or courts or tribunals impacting the going concern status and company's operation in nature.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

The company has in place a robust process for approval of related party transactions and on dealing with related parties. The material related party transactions approved by the members of the company are also reviewed/ monitored on quarterly basis by the audit committee of the company as per Regulation 23 of the Listing Regulations and Section 177 of the Companies Act, 2013.

With reference to Section 134(3)(h) of the Companies Act, 2013, all contracts and arrangements with related parties under section 188 of the Companies Act, 2013 entered by the company during the financial year, were in ordinary course of business and at arm's length basis. Details of the related party transactions made during the year are attached as **Annexure-1** in **Form AOC-2** for your kind perusal and information.

The policy on related party transactions and on dealing with related party transactions as approved by the board is available on the company's website and can be accessed at - www.rnbdenims.com/uploads/reports/policies/10_related-party-transaction-policy.pdf

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with Section 152(6) of the Companies Act, 2013 read with the Articles of Association of the company, Mr. Nirmit Dalmia, Whole-time Director (DIN: 10751198) is liable to retire by rotation and being eligible has offered themselves for re-appointment at the ensuing Annual General Meeting.

Based on the confirmations received from directors, none of the directors are disqualified from appointment under Section 164 of the Companies Act, 2013. The company's policy on appointment and remuneration of directors and Key Managerial Personnel is available at the web link www.rnbdenims.com/uploads/reports/policies/3_nomination-and-remuneration-policy.pdf

The name of Directors and KMP as on March 31, 2026:

Name of Directors/KMP	Category & Designation	Appointment Date	Change in Designation	Resignation Date
Mr. Amit Dalmia	Executive Managing Director	17/11/2010	30/03/2025	--
Mr. Deepak Dalmia	Executive Whole-time Director	17/11/2010	03/01/2014	--
Mr. Nimit Dalmia	Executive Whole-time Director	30/09/2024	--	--
Mr. Rajkumar Mangilal Borana	Executive Director	17/11/2010	05/03/2025	--
Mr. Ankur Mangilal Borana	Executive Director	17/11/2010	05/03/2025	--
Mrs. Anita Pankaj Jain	Non-Executive Independent Director	27/12/2017	15/06/2023	--
Mr. Kanav Sham Sunder Arora	Non-Executive Independent Director	01/09/2023	29/09/2023	--
Mr. Krishna Omprakash Agarwal	Non-Executive Independent Director	01/09/2023	29/09/2023	--
Mr. Arvind Kumar Rathi	Non-Executive Independent Director	30/09/2024	--	--
Mrs. Nitika Abhishek Soni	Non-Executive Independent Director	15/05/2025	11/08/2025	
Mr. Parkin Khushmanbhai Jariwala	Chief Financial Officer	19/03/2019	--	--
Mrs. Sujata Chirag Dudharejiya	Company Secretary	27/01/2024	--	--

NUMBER OF MEETING HELD DURING THE YEAR

The details of all meeting of board of directors and committee meeting had taken place during the year and their detailed composition along with their attendance forms the part of corporate governance report as given in **Annexure-2**.

The following meetings of the board of directors were held during the financial year 2025-26:

Sr. No.	Date of Meeting	Board Strength	No. of Directors Present
1.	02-04-2025	10	10
2.	21-04-2025	10	10
3.	15-05-2025	10	10
4.	16-06-2025	10	10
5.	11-07-2025	10	10
6.	11-08-2025	10	10
7.	12-09-2025	10	10
8.	14-11-2025	10	8
9.	14-02-2026	10	10
10.	16-03-2026	10	10

COMPOSITION OF BOARD AND ITS COMMITTEE

The detail of the composition of the board and its committees thereof and detail of the changes in their composition if any is given in **Annexure-2** in the corporate governance report. The composition of the board and its committee is also available on the website of the company at www.rnbdenims.com/management and www.rnbdenims.com/committees-bod

STATUTORY AUDITORS

The members at the 14th Annual General Meeting of the company held on September 30, 2024, had appointed M/s. R P R & Co., Chartered Accountants (Firm Registration No. 131964W) as the Statutory Auditor of the company to hold office for a term of five years i.e., from the conclusion of the 14th Annual General Meeting until the conclusion of the 19th Annual General Meeting. Thus, no further action is required in this regard.

COMMENTS ON AUDITOR'S REPORT

The notes referred to in the auditor report are self-explanatory and they do not call for any further explanation as required under section 134 of the Companies Act, 2013.

INTERNAL AUDITOR

M/s Mahesh Kumar Mittal & Co., Chartered Accountants (FRN: 127309W) were appointed as internal auditor by the board of directors of the company, upon recommendation of audit committee, for the term of five years from financial year 2024-25 to 2028-29 in the board meeting held on July 05, 2024. The internal auditor report, their findings on the internal audit of the company shall be presented to the audit committee on quarterly basis. The scope of internal audit is approved by the audit committee.

COST AUDITOR

M/s. V. M. Patel & Associates, Cost Accountant, Surat were appointed as the cost auditor of the company for the financial year 2025-26 in the board meeting held on May 29, 2026 after obtaining his willingness and eligibility letter for appointment as cost auditor of the company.

SECRETARIAL AUDITOR

The Company had appointed Mr. Bhaveshkumar Arjunkumar Rawal, Practicing Company Secretary, as Secretarial Auditor of the company for a period of five consecutive years commencing from April 01, 2025 till March 31, 2030 in accordance with the amendment notified in Regulation 24A by way of SEBI (LODR) (Third Amendment) Regulations.

The secretarial report for the financial year 2025-26 is attached as **Annexure-3**. The Secretarial Auditor's observation(s) in secretarial audit report and directors' explanation thereto

- The Company had revised the financial results for the quarter and half year ended September 30, 2025, as the names of the subsidiaries whose financial results were consolidated had not been mentioned in the originally submitted results. The omission was inadvertent in nature. Upon identification of the same, the Company promptly submitted the revised financial results to the Stock Exchange. The Company has also taken necessary steps to avoid recurrence of such instances.
- The Company had submitted the XBRL filing pertaining to the outcome of the Board Meeting dated February 14, 2026 with a delay of 2 days. The delay occurred due to inadvertent administrative reasons. The Company has strengthened its internal compliance monitoring mechanism to ensure timely filings going forward.
- The Company failed to intimate the outcome of the Board Meeting dated April 06, 2026, regarding allotment of bonus shares to both the stock exchanges within the prescribed time limit of 30 minutes from the conclusion of the Board Meeting. The company submitted that the delay occurred due to an unexpected power outage at the relevant time, due to which the disclosure was not submitted within the prescribed timelines. There was a delay of 3 minutes on BSE Limited and a delay of 26 minutes on National Stock Exchange of India Limited.
- NSE sought clarification regarding the mismatch between the names of promoters as disclosed in the System Driven Disclosures (SDD) and the names of promoters appearing in the Shareholding Pattern filed by the Company. NSE stipulated a response time of 5 working days. However, the Company failed to furnish its reply/clarification within the prescribed timeline.

thereby resulting in non-compliance of Regulation 30(10) of SEBI (LODR) Regulations, 2015. The delay in responding to NSE's query was inadvertent and attributable to internal coordination delays. However, the Company submits that upon detailed verification, it was found that there was no actual mismatch between the names of promoters in the SDD and the Shareholding Pattern.

- The company was unable to comply with certain provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in relation to its subsidiaries. As M/S. RB Industries and M/s. Ricon Industries have been identified as subsidiary by the company, which are partnership firms, not required to follow the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The management hereby clarifies that the identification of M/s. RB Industries and M/s. Ricon Industries, partnership firms as subsidiaries was essential due to the existence of common control. Non-identification of these entities as subsidiaries would have resulted in the financial statements of the company not presenting a true and fair view of its state of affairs. Furthermore, the company has endeavoured ad-verbatim compliance with all applicable regulatory requirements in relation to its subsidiaries. As the subsidiaries are partnership firm, hence few provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 cannot be followed, which are pre-dominantly related to Board of Directors, due to non-existence of Board.

LOANS, GUARANTEES AND INVESTMENT

With reference to Section 134(3)(g) of the Companies Act, 2013, loans, guarantees and investments made under section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this annual report.

DECLARATION BY INDEPENDENT DIRECTORS

The company has received declaration from all the independent directors duly signed by them stating that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (LODR) Regulations, 2015.

There has been no change in the circumstances affecting their status as Independent Directors of the company so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant regulations.

All the independent directors have enrolled with the Indian Institute of Corporate Affairs at Manesar. All the independent directors have cleared online self-assessment test as conducted by the said institute.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

In terms of requirement of Schedule IV of the Companies Act, 2013, the Independent Directors of the company have complied with the code of Independent Director. Independent Directors met separately on March 02, 2026 and March 31, 2026 to inter alia review the performance of Non-Independent Directors (Including the Chairman), the entire Board and the quality, quantity and timeliness of the flow of the information between the Management and the Board.

VIGIL MECHANISM

Your company has adopted a Whistle Blower Policy to provide a formal mechanism to the directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the company have been denied access to the Audit Committee. The Whistle Blower Policy has been posted on the website of the company at www.rnbdenims.com/uploads/reports/policies/5_vigil-mechanism-whistle-blower-policy.pdf

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013, your directors hereby confirm:

- A. That in preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures from the same;
- B. That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2026 and of the profit and loss of the company for that period;
- C. That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company for preventing and detecting fraud and other irregularities;
- D. That the directors had prepared the annual accounts on a 'going concern' basis; and
- E. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- F. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ANNUAL EVALUATION

Pursuant to the applicable provisions of the Act and the Listing Regulations, the Board has carried out an Annual Evaluation of its own performance, performance of the directors and the working of its committees based on the evaluation criteria defined by Nomination and Remuneration Committee (NRC) for performance evaluation process of the board, its committees and directors.

The performance evaluation of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as participation in decision making; participation in developing corporate governance; providing advice and suggestion etc.

The committees of the board were assessed on the degree of fulfilment of key responsibilities, adequacy of committee composition and effectiveness of meetings.

The board reviewed the performance of the individual directors on the basis of the criteria such as the contribution in decision making, contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive suggestions and advice in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

In separate meetings of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

INTERNAL FINANCIAL CONTROL SYSTEM

The company has a well-placed, proper and adequate internal financial control system which ensures that all the assets are safeguarded and protected and that the transactions are authorized recorded and reported correctly. The internal audit covers a wide variety of operational matters and ensures compliance with specific standard with regards to availability and suitability of policies and procedures. During the year no reportable material weakness in the design or operation were observed.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Companies Act, 2013 re-emphasizes the need for an effective internal financial control system in the company. Rule 8(5) (viii) of Companies (Accounts) Rules, 2014 requires the information regarding adequacy of internal financial controls with reference to the financial statements to be disclosed in the board's report. The detailed report forms part of Independent Auditors Report.

CORPORATE GOVERNANCE

Your company has incorporated the appropriate standards for corporate governance. The company has filed all the quarterly compliance reports on corporate governance within the due time line to the Stock Exchange, as specified in Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other Corporate Governance norms mentioned under the said regulation duly complied by the company. Moreover, as per Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 company has given the Corporate Governance Report in **Annexure-2** as a part of its Annual Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

With reference to Section 134(3)(m) of the Companies Act, 2013, the details of conservation of energy, technology absorption and foreign exchange earnings and outgo are as per **Annexure-4**.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The company is committed to good corporate citizenship. As a part of its corporate social responsibility, the company continues to undertake a range of activities including healthcare, environment and education. The detailed CSR policy of the company is placed on the website of the company at www.rnbdenims.com/uploads/reports/policies/15_csr-policy.pdf

Pursuant to the provisions of section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules 2014; the board has undertaken the CSR activities as per Rule 4 of Companies (Corporate Social Responsibility Policy) Rules, 2014. The details of CSR activities for the financial year 2025-26 forms part of this Board report in **Annexure-5**.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015, the Management Discussion and Analysis Report is given in **Annexure-6**.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

There was no employee drawing remuneration in excess of limits prescribed under section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The disclosure pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with Rule of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 are as per **Annexure-7**.

CEO/ CFO CERTIFICATION

In terms of Regulation 17(8) of the listing regulations, the CFO has certified to the board of directors of the company with regard to the financial statements and other matters specified in the said regulation for the financial year 2025-26. The certificate received from CFO is attached herewith as per **Annexure-8**.

STATEMENT ON RISK MANAGEMENT

During the financial year under review a statement on risk management including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company as per the provisions of Section 134(3)(n) of Companies Act, 2013; has been annexed in **Annexure-9**.

CODE OF CONDUCT

The board of directors has formulated and adopted Code of Conduct for Board of Directors and Senior Management Personnel. During the year, board of directors and senior management personnel has complied with general duties, rules, acts and regulations. In this regard certificate from Chief Executive Officer (CEO) is required under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In absence of CEO, the same has been received by the Board from Managing Director and is attached herewith as per **Annexure-10**.

Code of Conduct for Board of Directors and Senior Management Personnel is available on below link: www.rnbdenims.com/uploads/reports/policies/7_code-of-conduct.pdf

COMPLIANCE CERTIFICATE FROM THE AUDITORS REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

Corporate Governance is a set of process, practice and system which ensure that the company is managed in a best interest of stakeholders. The key fundamental principles of corporate governance are transparency and accountability. Company's core business objective is to achieve growth with transparency, accountability and with independency. Company has adopted various corporate governance standard and doing business in ethical way by which company has enhance stakeholders trust, shareholders wealth creation by improving shares valuation, market capitalization, etc.

A certificate received from M/s R P R & Co., Statutory Auditors of the company regarding compliance of the conditions of Corporate Governance, as required under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached herewith as per **Annexure-11**.

CERTIFICATION FROM COMPANY SECRETARY IN PRACTICE

Mr. Bhaveshkumar Arjunkumar Rawal, Practicing Company Secretary has issued a certificate required under the listing regulations, confirming that none of the directors on the board of the company has been debarred or disqualified from being appointed or continuing as director of the company by SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed as **Annexure-12**.

SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES

RB Industries, Ricon Industries and M/s. Ricon Textile Limited (Formerly known as M/s. Ricon Textile Private Limited) are material subsidiaries of the company and a statement providing details of performance and salient features of their financial statements, as per Section 129(3) of the Act, is annexed as "**Annexure-13**" to this report.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Our company goal has always been to create an open and safe workplace for every employee to feel empowered, irrespective of gender, sexual preferences, and other factors, and contribute to the best of their abilities.

The Internal Committee (IC) has been constituted as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and the committee includes external members from NGOs or with relevant experience. Half of the total members of the IC are women. The

role of the IC is not restricted to mere redressal of complaints but also encompasses prevention and prohibition of sexual harassment.

The company did not receive any complaints on sexual harassment during the year 2025-26 and hence, no complaints remain pending as of March 31, 2026. The company has a Policy for Anti-Sexual Harassment and the same has been posted on the website at www.rnbdenims.com/uploads/reports/policies/2_policy-for-anti-sexual-harassment.pdf

SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)

The company complies with all applicable mandatory secretarial standards issued by the Institute of Company Secretaries of India (ICSI).

PREVENTION OF INSIDER TRADING

The company has adopted a Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive with a view to regulate trading in securities by the directors and designated employees of the company. The code requires pre-clearance for dealing in the company's shares and prohibits the purchase or sale of company shares by the directors and the designated employees while in possession of unpublished price sensitive information in relation to the company and during the period when the trading window is closed. The board is responsible for implementation of the code.

The company has a Prohibition of Insider Trading Policy and the same has been posted on the website of the company at below mentioned link: www.rnbdenims.com/uploads/reports/policies/14_prohibition-of-insider-trading-policy.pdf

The company also has policy for leak of unpublished price sensitive information ("UPSI") and the same has been posted on the website of the company at below mentioned link: www.rnbdenims.com/uploads/reports/policies/16_policy-for-procedure-of-inquiry-in-case-of-leak-or-suspected-leak-of-upsi.pdf

MAINTENANCE OF COST RECORDS

The company is required to maintain cost records as specified by central government under section 148(1) of the Companies Act, 2013, and accordingly such accounts and records are made and maintained.

FRAUD REPORTING

During the year under review, no fraud has been reported by Auditors under Section 143(12) of the Companies Act, 2013.

INSURANCE

All the properties and the insurable interest of the company including building and stocks wherever necessary and to the extent required have been adequately insured. The company keeps reviewing the insurance amount every year as per requirement.

RESEARCH & DEVELOPMENT

Research and Development is important for businesses because it provides powerful knowledge and insights, leads to improvements to existing processes where efficiency can be increased and costs reduced. It also allows businesses to develop new products and services to allow it to survive and thrive in competitive markets. The benefits of research & development extend into entire sectors as well as positively impacting the wider economy. A sector that invests heavily in this will develop and

achieve more, including providing real-world benefits to people. The company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature size of operations of company.

STATUTORY INFORMATION

The company being basically engaged into the manufacturing of quality denim products and is the member of BSE Limited and National Stock Exchange of India Limited. Apart from this business, the company is not engaged in any other business/activities.

CREDIT RATING

The details of the credit ratings awarded to the company are provided in the Corporate Governance Report forming part of the Integrated Annual Report.

OTHER DISCLOSURES

There are no proceedings initiated/ pending against your company under the Insolvency and Bankruptcy Code, 2016 and there is no instance of one-time settlement with any Bank or Financial Institution.

CYBER SECURITY INCIDENT

During the year, there are no incidents of cyber security breach reported.

CAUTIONARY STATEMENT

Statements in this report and its annexures describing company's projections, expectations and hopes are forward looking. Though, these are based on reasonable assumption, their actual results may differ.

STATEMENT THAT COMPANY HAS COMPLIED WITH MATERNITY BENEFIT ACT.

The company has complied the provisions of the Act.

APPRECIATION

Your directors place on records their deep appreciation to employees at all levels for their hard work, dedication and commitment and express their sincere thanks and appreciation to all the employees for their continued contribution, support and co-operation to the operations and performance of the company.

ACKNOWLEDGEMENT

Your directors would like to express their sincere appreciation of the co-operation and assistance received from shareholders, bankers, regulatory bodies and other business constituents during the year under review. Your directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in successful performance of the company during the year.

Date: July 11, 2026
Place: Surat

For and on behalf of the Board of Directors
R & B Denims Limited

Sd/-
Amit Dalmia
Chairman & Managing Director
DIN: 00034642

ANNEXURE-1

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/ arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

During the year under review, the company has not entered into any contracts or arrangements with any of the related party which are not on arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient term of the contracts or arrangements or transactions including the value, if any	Date(s) if approval by the Board, if any	Amount paid as advance if any
1	RB Industries (Subsidiary)	Sale, Purchase or supply of goods and materials	Annually	The amount of transaction shall not exceed Rs. 1000 crores	Not applicable	NIL
		Availing or rendering of any services		The amount of transaction shall not exceed Rs. 250 crores		
2	Ricon Industries (Subsidiary)	Sale, Purchase or supply of goods and materials	Annually	The amount of transaction shall not exceed Rs. 500 crores		NIL
		Availing or rendering of any services		The amount of transaction shall not exceed Rs. 50 crores		
3	Ricon Textile Limited (Subsidiary)	Sale, Purchase or supply of goods and materials	Annually	The amount of transaction shall not exceed Rs. 100 crores		NIL

Note: For better transparency and reporting, the material related party transactions entered into by the company during the financial year 2025-26 have been disclosed in Form AOC-2, irrespective of the fact that they have been in the ordinary course of business.

Date: July 11, 2026
Place: Surat

For and on behalf of the Board of Directors
R & B Denims Limited

Sd/-
Amit Dalmia
Chairman & Managing Director
DIN: 00034642

ANNEXURE-2

CORPORATE GOVERNANCE REPORT

In terms of Regulation 27 and Regulation 34(3) read with Schedule-V of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the report containing details of corporate governance systems and processes at R & B Denims Limited is as under:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your company is committed to good corporate governance and has benchmarked itself against the prescribed standards. The fundamental objective of corporate governance is the enhancement of shareholders' value and protecting the interest of the stakeholders. Your company's philosophy of corporate governance is aimed at facilitating the management in conducting its business operations in an efficient manner and to meet the obligations towards its shareholders and other stakeholders.

2. BOARD OF DIRECTORS

The Board of Directors of the company has optimum combination of Executive and Non-Executive Directors comprising five Executive Directors and five Non-Executive Directors. None of the directors of the company holds directorship in more than 20 companies nor more than seven listed entities nor is a member of more than ten committees or chairman of more than five committees across all listed entities in which they are directors. None of the independent directors serving as an independent director in more than seven listed entities and none of the whole-time directors or managing director of the company serving as an independent director in more than three listed entities.

a) Board composition:

As on March 31, 2026 Board of Directors comprises of ten (10) directors which includes one (01) Executive Managing Director, two (02) Whole-time Directors, two (02) Executive Directors and five (05) Non-Executive Independent Directors. As on date of this report board of directors of the company are as follows:

Name of Directors	Category	Designation
Mr. Amit Dalmia	Executive	Chairman and Managing Director
Mr. Rajkumar Mangilal Borana	Executive	Director
Mr. Deepak Dalmia	Executive	Whole-time Director
Mr. Ankur Mangilal Borana	Executive	Director
Mr. Nimit Dalmia	Executive	Whole-time Director
Mrs. Anita Pankaj Jain	Non-Executive	Independent Director
Mr. Kanav Sham Sunder Arora	Non-Executive	Independent Director
Mr. Krishna Omprakash Agarwal	Non-Executive	Independent Director
Mr. Arvind Kumar Rathi	Non-Executive	Independent Director
Mrs. Nitika Abhishek Soni*	Non-Executive	Independent Director

*Appointment of Mrs. Nitika Abhishek Soni w.e.f. 15th May, 2025.

b) The details attendance of directors at the board meetings and last annual general meeting held during the financial year 2025-26 are as follows:

SN	Name of the Directors	No. of board meetings			Attendance at last AGM held on August 11, 2025
		Meetings held during the year 2025-26	Meetings eligible to attend	Meetings attended	

1.	Mr. Amit Dalmia	10	10	10	YES
2.	Mr. Rajkumar Mangilal Borana	10	10	9	YES
3.	Mr. Deepak Dalmia	10	10	10	YES
4.	Mr. Ankur Mangilal Borana	10	10	9	YES
5.	Mr. Nirmitt Dalmia	10	10	10	YES
6.	Mrs. Anita Pankaj Jain	10	10	10	YES
7.	Mr. Kanav Sham Sunder Arora	10	10	10	YES
8.	Mr. Krishna Omprakash Agarwal	10	10	10	YES
9.	Mr. Arvind Kumar Rathi	10	10	10	YES
10.	Ms. Nitika Abhishek Soni*	10	7	7	YES
11.	Ms. Radhika Arun Kanodiya**	10	3	3	NA

*Mrs. Nitika Abhishek Soni was appointed w.e.f. 15th May, 2025 as an Additional Independent Director

**Ms. Radhika Arun Kanodiya has resigned from the company w.e.f. 15th May, 2025.

c) Details of directorship/ committee membership in other companies:

In accordance with Regulation 26 of the Listing Regulations, none of the directors are members in more than 10 committees excluding membership in private limited companies, foreign companies, high value debt listed entities and companies under Section 8 of the Act or acts as chairperson of more than 5 committees across all listed entities in which he/she is a director.

The details of the directorship of the directors as on March 31, 2026 and memberships/chairmanships including any changes in their positions are given below:

SN	Name of the Directors	No. of positions held in other companies			Directorship in other Listed entities (Category of directorship)
		In board	In committees		
			Chairperson	Member	
1.	Mr. Amit Dalmia	2	0	0	0
2.	Mr. Rajkumar Mangilal Borana	4	1	4	Borana Weaves Limited: • Whole Time Director Aether Industries Limited: • Independent Director
3.	Mr. Deepak Dalmia	2	0	0	0
4.	Mr. Ankur Mangilal Borana	4	0	2	Borana Weaves Limited: • Whole Time Director

5.	Mr. Nirmitt Dalmia	1	0	0	0
6.	Mrs. Anita Pankaj Jain	0	0	0	0
7.	Mr. Kanav Sham Sunder Arora	2	1	2	Borana Weaves Limited: • Independent Director
8.	Mr. Krishna Omprakash Agarwal	0	0	0	0
9.	Mr. Arvind Kumar Rathi	1	1	1	Borana Weaves Limited: • Independent Director
10.	Nitika Abhishek Soni	1	1	1	Borana Weaves Limited • Independent Director

d) Details of number of board meetings held in the financial year:

During the financial year 2025-2026, 10 (Ten) meetings of the board of directors were held on the following dates:

Board meetings held during FY 2025-26							
1.	02-04-2025	2.	21-04-2025	3.	15-05-2025	4.	16-06-2025
5.	11-07-2025	6.	11-08-2025	7.	12-09-2025	8.	14-11-2025
9.	14-02-2026	10.	16-03-2026				

e) Disclosure of relationships between directors inter-se:

No other Directors are related to each other except as mentioned below:

- I. Mr. Amit Dalmia, Chairman and Managing Director of the company and Mr. Deepak Dalmia, Whole-time director of the company are related to each other as brothers.
- II. Mr. Amit Dalmia, Chairman and Managing Director of the company is the father of Mr. Nirmitt Dalmia, Whole-time director of the company.
- III. Mr. Rajkumar Mangilal Borana, Executive Director of the company and Mr. Ankur Mangilal Borana, Executive Director of the company are related to each other as brothers.

f) Number of shares and convertible instruments held by Non-Executive Directors:

None of the Non-Executive Directors hold any share in the company.

g) Familiarization to Independent Directors:

The independent directors of the company have been made familiarized with the various aspects of the company like overview of company's business model, strategy, operations and functions of the company, roles, rights and responsibilities of the independent director, term of reference of different committees of board of directors, duties of the independent director, statutory policies of the company and other important regulatory aspects as relevant for the directors.

The company, through its company secretary, executive directors or manager as well as other senior managerial personnel, conducts presentations/ programs to familiarize the independent directors with the strategy, operations and functions of the company inclusive of important developments in business. The details of the number of programmes attended and the cumulative hours spent by an independent director are uploaded on the website of the company. The web link is as follow: www.rnbdenims.com/uploads/reports/policies/13_familiarization-program-for-independent-director.pdf

h) Meeting of independent directors:

The company's independent directors met twice in a financial year without the presence of executive directors and management personnel to review the performance of non-independent

directors and board as whole. The company has devised the Policy on Familiarization Programme for Independent Director and the same is available on the website of the company at: www.rnbdnims.com/uploads/reports/policies/12_familiarization-policy-of-independent-directors.pdf

During the financial year 2025-26, 02 (two) meetings of Independent Directors were held on the date 02/03/2026 and 31/03/2026

Attendance of directors at Independent Directors meeting held during the financial year is asunder:

Name of Independent Director	Category	No. of meetings held	No. of meetings attended
Anita Pankaj Jain	Chairperson	2	2
Krishna Omprakash Agarwal	Member	2	2
Kanav Sham Sunder Arora	Member	2	2
Nitika Abhishek Soni	Member	2	2

i) Matrix highlighting core skills/expertise/competencies of the Board of Directors:

The board of directors have identified the following skills required for the company and the availability of such skills with the Board:

Sr. No.	Essential Core skills/ expertise/ competencies required for the company	Core skills/ expertise/ competencies of the Board of Directors
1.	Finance expertise	The board has eminent business leaders with deep knowledge of finance and business.
2.	Personal Values	Personal characteristics matching the company's values, such as integrity, accountability, and high-performance standards.
3.	Good Corporate Governance	Experience in developing and implementing good corporate governance practice, maintaining board and management accountability, managing stakeholder's interest and company's responsibility towards customer's employees, supplier, regulatory bodies and the community in which it operates.
4.	Knowledge and Expertise	The directors have profound knowledge of: 1. designing, production, marketing and business development 2. knowledge of the textile sector and the related value chains 3. expertise in technical management i.e. manufacturing sites 4. knowledge and experience in marketing 5. future planning 6. developing strategies to grow sales and market share, build brand awareness and enhance enterprise reputation.

j) Names of directors who have such skills / expertise / competence as on March 31, 2026:

Director	Qualifications						
	Knowledge about Industry	Accounting and Finance	Sale and Marketing	Technology	Regulatory	Diversity	Leadership

Mr. Amit Dalmia	√	√	√	√	√	√	√
Mr. Rajkumar Mangilal Borana	√	√	√	√	√	√	√
Mr. Deepak Dalmia	√		√	√		√	√
Mr. Ankur Mangilal Borana	√		√	√		√	√
Mr. Nirmal Dalmia			√	√		√	
Mrs. Anita Pankaj Jain		√			√		
Mr. Kanav Sham Sunder Arora			√		√	√	
Ms. Nikita Abhishek Soni		√			√		
Mr. Krishna Omprakash Agarwal	√	√			√		
Mr. Arvind Kumar Rathi	√	√			√		

k) Confirmation by the board of directors:

The company has received the declaration from all the independent directors under provisions of section 149(7) of the Companies Act, 2013 ('the Act') and under provisions of regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; confirming that they are satisfying the criteria of independence as prescribed under the provisions of section 149(6) of the Act & Regulation 16(1)(b) of the aforesaid Regulations. The board of directors of the company confirm that all the directors satisfy the criteria of independence as prescribed under provisions of section 149(6) of the Companies Act, 2013 and under provisions of regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the independent directors have enrolled with the Indian Institute of Corporate Affairs at Manesar. All the independent directors have cleared online self-assessment test as conducted by the said institute.

Terms and conditions for appointment of independent directors are available on the website of the company at web link: www.rnbdenims.com/uploads/reports/policies/8_terms-and-condition-of-appointment-of-independent-director.pdf

l) Detailed reasons of the resignation of an independent director before expiry of his tenure and confirmation by the board:

During the Financial year, Ms. Radhika Arun Kanodiya resigned before the expiry of her tenure w.e.f. close of business hours on May 15, 2025 citing pre-occupation and other commitments. The company has also obtained confirmation from her that there was no material reason for her resignation other than as mentioned above.

3. AUDIT COMMITTEE

The audit committee of the company comprises of four members inculcating three independent directors and one Managing director of the company. all the members of the committee possess sound knowledge in finance, accounts and law.

The composition of audit committee at the end of the year is as follows:

SN	Name of Directors	Category	Designation
1.	Krishna Omprakash Agarwal	Chairperson	Independent Director
2.	Arvind Kumar Rathi	Member	Independent Director
3.	Amit Dalmia	Member	Managing Director
4.	Kanav Sham Sunder Arora	Member	Independent Director

During the year, audit committee met 9 times and not more than one hundred and twenty days lapsed between two consecutive meetings of the audit committee of the board. The dates of the meetings are as under:

1. 02-04-2025	2. 21-04-2025	3. 15-05-2025	4. 16-06-2025
5. 11-07-2025	6. 11-08-2025	7. 12-09-2025	8. 14-11-2025
9. 14-02-2026			

The details of participation of the members at the meetings of the committee during the year are as under:

SN	Name	No. of meetings held during the year	No. of meetings attended during the year
1.	Ms. Radhika Arun Kanodiya	3	3
2.	Mrs. Anita Pankaj Jain	3	3
3.	Mr. Krishna Omprakash Agarwal	9	9
4.	Mr. Rajkumar Mangilal Borana	3	3
5.	Mr. Kanav Sham Sunder Arora	6	6
6.	Mr. Arvind Kumar Rathi	6	6
7.	Mr. Amit Dalmia	6	6

The composition of the Audit Committee was changed on May 15, 2025

The terms of reference of audit committee of the company are in accordance with Section 177 of the Companies Act 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter-alia, include the following:

The scope of audit committee shall include, but shall not be restricted to, the following;

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b) changes, if any, in accounting policies and practices and reasons for the same;
 - c) major accounting entries involving estimates based on the exercise of judgment by management;
 - d) significant adjustments made in the financial statements arising out of audit findings;

- e) compliance with listing and other legal requirements relating to financial statements;
- f) disclosure of any related party transactions;
- g) modified opinion(s) in the draft audit report;
- 5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
- 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- 7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- 8. Approval or any subsequent modification of transactions of the listed entity with related parties;
- 9. Scrutiny of inter-corporate loans and investments;
- 10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- 11. Evaluation of internal financial controls and risk management systems;
- 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- 14. Discussion with internal auditors of any significant findings and follow up there on;
- 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 18. To review the functioning of the whistle blower mechanism;
- 19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- 20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- 21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower

including existing loans / advances / investments existing as on the date of coming into force of this provision

- 22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- 23. The Audit Committee shall mandatorily review the following information:
 - a) Management discussion and analysis of financial information and results of operations;
 - b) Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - c) Internal audit reports relating to internal control weaknesses; and
 - d) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.
 - e) Statement of Deviations:
 - i. Quarterly Statement of Deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - ii. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

4. NOMINATION AND REMUNERATION COMMITTEE

The company has formulated nomination and remuneration committee comprising of four non-executive independent directors.

The composition of nomination and remuneration committee at the end of the year is as follows:

SN	Name of Directors	Category	Designation
1.	Mrs. Anita Pankaj Jain	Chairperson	Independent Director
2.	Mr. Kanav Sham Sunder Arora	Member	Independent Director
3.	Mr. Krishna Omprakash Agarwal	Member	Independent Director
4.	Mr. Arvind Kumar Rathi	Member	Independent Director
5.	Ms. Nitika Abhishek Soni	Member	Independent Director

During the year, nomination and remuneration committee met 4 (Four) times. The dates of the meetings are as under:

1. 21-04-2025	2. 15-05-2025	3. 11-07-2025	4. 12-09-2025
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The details of participation of the members at the meetings of the committee during the year are as under:

SN	Name	No. of meetings held during the year	No. of meetings attended during the year
1.	Ms. Radhika Arun Kanodiya,	2	2
2.	Mrs. Anita Pankaj Jain	4	4
3.	Mr. Krishna Omprakash Agarwal	4	4
4.	Mr. Kanav Sham Sunder Arora	4	4
5.	Mr. Arvind Kumar Rathi	2	2
6.	Ms. Nitika Abhishek Soni	2	2

The composition of the Audit Committee was changed on May 15, 2025

The term of reference of Nomination & Remuneration Committee is as below:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - use the services of an external agencies, if required;
 - consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - consider the time commitments of the candidates.
3. Formulation of criteria for evaluation of performance of independent directors and the board;
4. Devising a policy on Board diversity, if any;
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance.
6. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
7. Recommend to the board, all remuneration, in whatever form, payable to Directors, Key Managerial Personnel and Senior Management.
8. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

9. To ensure the policy includes the following guiding principles:
 - The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully,
 - Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
 - Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
10. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
11. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
12. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

The performance evaluation criteria for Independent Directors along with the evaluation framework is determined by the Nomination and Remuneration Committee, on the basis of which the performance of the Independent Directors was evaluated. The performance evaluation of the independent director was evaluated by the board without the presence of independent director being evaluated, after seeking inputs from all the executive directors on the basis of the criteria such as participation in decision making and rendering unbiased opinion; participation in initiating new ideas and planning of the company, etc.

The directors expressed their satisfaction with the evaluation process. The company has robust policy for performance evaluation of Board of Director, and the same is available on the website of the company at web link www.rnbdnims.com/uploads/reports/policies/11_performance-evaluation-policy.pdf

5. STAKEHOLDER SHAREHOLDER AND INVESTOR GRIEVANCE COMMITTEE

To resolve the investors' grievances company has formulated Stakeholder, Shareholder and Investor Grievance Committee comprising of one executive director and two non-executive independent directors.

The composition of stakeholder shareholder and investor grievance committee at the end of the year is as follows:

SN	Name of Director	Category	Designation
1.	Mrs. Anita Pankaj Jain	Chairperson	Independent Director
2.	Mr. Krishna Omprakash Agarwal	Member	Independent Director
3.	Mr. Amit Dalmia	Member	Managing Director

During the year, stakeholder shareholder and investor grievance committee met 4 (four) times. The dates of the meetings are as under:

1. 15-05-2025	2. 11-08-2025	3. 14-11-2025	4. 14-02-2026
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The details of participation of the members at the meetings of the committee during the year are as under:

SN	Name	No. of meetings held during the year	No. of meetings attended during the year
1.	Mrs. Anita Pankaj Jain	4	4
2.	Mr. Krishna Omprakash Agarwal	4	4
3.	Mr. Amit Dalmia	4	4

The term of reference of stakeholder, shareholder and investor grievance committee is as below:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Name and Designation of the Compliance Officer:

Mrs. Sujata Chirag Dudharejiya

Company Secretary & Compliance Officer

Pursuant to the Regulation 13(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015; the details regarding investor's complaints are as follows:

Status of Complaints pending, received, disposed and unresolved:

Number of Shareholders' Complaints pending at the beginning of the year	NIL
Number of Shareholders' Complaints received during the year	30
Number of Shareholders' Complaints disposed during the year	20
Number of Shareholders' Complaints remain unresolved during the year	10

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Your company has constituted a corporate social responsibility committee ("CSR Committee"). The committee is primarily responsible for formulating and recommending to the Board of Directors a Corporate Social Responsibility (CSR) Policy and monitoring the same from time to time, amount of expenditure to be incurred on the activities pertaining to CSR and monitoring CSR activities.

The composition of corporate social responsibility committee at the end of the year is as follows:

SN	Name of Directors	Category	Designation
1.	Mr. Amit Dalmia	Chairperson	Managing Director
2.	Mr. Ankur Mangilal Borana	Member	Executive Director
3.	Mrs. Anita Pankaj Jain	Member	Independent Director

During the year, corporate social responsibility committee met 2 (two) times. The dates of the meetings are as under:

1. 16-06-2025	2. 16-03-2026
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The details of participation of the members at the meetings of the committee during the year are as under:

SN	Name	No. of meetings held during the year	No. of meetings attended during the year
1.	Mr. Amit Dalmia	2	2
2.	Mr. Ankur Mangilal Borana	2	2
3.	Mrs. Anita Pankaj Jain	2	2

The terms of reference of the CSR committee include the following:

1. Formulating and recommending to the Board of Directors the CSR Policy and indicating activities to be undertaken
2. Recommending the amount of expenditure for the CSR activities

3. Monitoring CSR activities from time to time

7. SENIOR MANAGEMENT

Details of the Senior management are as follows:

Name	Designation
Mr. Parkin Khushmanbhai Jariwala	Chief Financial Officer
Mrs. Sujata Chirag Dudharejiya	Company Secretary & Compliance Officer
Alpeshkumar Punamchand Patel	Plant Head

8. REMUNERATION OF DIRECTORS

During the year, the company paid following remuneration and sitting fees to the directors:

Name	Category	Remuneration (Rs.)	Sitting Fees (Rs.)
Mr. Amit Dalmia	Executive Managing Director	30,00,000	-
Mr. Rajkumar Mangilal Borana	Executive Director	22,20,000	-
Mr. Deepak Dalmia	Executive Whole-Time Director	10,20,000	-
Mr. Ankur Mangilal Borana	Executive Director	18,00,000	-
Mr. Nirmal Dalmia	Executive Whole-Time Director	48,00,000	-
Mrs. Anita Pankaj Jain	Non-Executive Independent Director	-	50,000
Mr. Kanav Sham Sunder Arora	Non-Executive Independent Director	-	50,000
Ms. Radhika Arun Kanodiya	Non-Executive Independent Director	-	15,000
Mr. Krishna Omprakash Agarwal	Non-Executive Independent Director	-	50,000
Mr. Arvind Kumar Rathi	Non-Executive Independent Director	-	50,000
Mrs. Nitika Abhishek Soni	Non-Executive Independent Director	-	35,000

REMUNERATION POLICY

The company has adopted and implemented the nomination and remuneration policy devised in accordance with Section 178(3) and (4) of the Companies Act, 2013 which is available on the website of the company at: www.rnbdenims.com/uploads/reports/policies/3_nomination-and-remuneration-policy.pdf

The remuneration payable to Directors, Key Managerial Personnel and Senior Management Person will involve a balance between fixed and incentive pay reflecting short term and long-term performance objectives appropriate to the working of the company and support in the achievement of corporate goals.

Presently the company pays sitting fees to its non-executive director. The criteria for making payment to the non-executive director is available on the website of the company at: www.rnbdenims.com/uploads/reports/policies/3_nomination-and-remuneration-policy.pdf and www.rnbdenims.com/uploads/reports/policies/8_terms-and-condition-of-appointment-of-independent-director.pdf

S N	Particulars	Mr. Rajkumar Mangilal Borana	Mr. Amit Dalmia	Mr. Deepak Dalmia	Mr. Ankur Mangilal Borana	Mr. Nirmal Dalmia
1	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors	Rs. 2,85,000/- per month exclusive of all perquisite	Rs. 3,50,000/- per month exclusive of all perquisite	Rs. 85,000/- per month exclusive of all perquisite	Rs. 1,50,000/- per month exclusive of all perquisite	Rs. 4,00,000/- per month exclusive of all perquisite
2	Details of fixed component and performance linked incentives along with the performance criteria	The above mentioned is the fixed component and there is no performance-based incentive.				
3	Service contracts, notice period, severance fees	As per WTD & MD Agreements executed and provisions of Companies Act, 2013				
4	Stock option details, if any	NIL				

9. GENERAL BODY MEETING

a) The details of Annual General Meetings held during the last three years are as follows:

Year	Day, Date and Time	Venue
2022-23	Friday, September 29, 2023 at 03:00 P.M.	Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India
2023-24	Monday, September 30, 2024 at 11.30 A.M.	Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India
2024-25	Monday, August 11, 2025 at 11.30 A.M.	Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India

b) The details of special resolution(s) which were passed in the last three Annual General Meetings ("AGM") of the company along with details of voting pattern are as follows:

Date of AGM	Special Resolution	Favor		Against	
		Ballot	e-voting	Ballot	e-voting
29 th September, 2023	To enhance the borrowing limits of the company	9388490	47856843	0	300
	To enhance the lease/ encumbrance limits on the properties of the company	9388490	47856843	0	300
	Approval of loans, investments, guarantee or security under Section 185 of Companies Act, 2013	9388490	47856843	0	300
	Authorizing the board of directors for advancing loans in excess of limits specified under section 186 of Companies Act, 2013	9388490	47856843	0	300
	Appointment of Mr. Krishna Omprakash Agarwal (DIN: 10278104) as a Director	9388490	47856843	0	300

	in the category of (Non-Executive Independent Director) of the company				
	Appointment of Mr. Kanav Sham Sunder Arora (DIN: 00933401) as a Director in the category of (Non-Executive Independent Director) of the Company.	9388490	47856843	0	300
	Appointment of Ms. Radhika Arun Kanodiya (DIN: 07862908) as a Director in the category of (Non-Executive Independent Director) of the Company	9388490	47856843	0	300
	To consider and approve issuance of Warrant Convertible into Equity Shares on Preferential Basis to Non-Promoter/ Public Category Shareholder of the Company	9388490	47235826	0	300
30 th September, 2024	Appointment of Mr. Arvind Kumar Rathi (DIN: 07842066) as an Independent Director of the company.	0	60194393	0	0
	Appointment of Mr. Nirmal Dalmia (DIN:10751198) as the Whole Time Director of the company.	0	60194393	0	0
	Adoption of New Set of Memorandum of Association as per Companies Act, 2013.	0	60194393	0	0
	Adoption of New Set of Articles of Association as per Companies Act, 2013.	0	60194393	0	0
	Authorizing the Board of Directors for Advancing Loans in excess of limits specified under Section 185 of the Companies Act, 2013.	0	60194393	0	0
	Approval of Loans, Investments, Guarantee or Security under Section 186 of the Companies Act, 2013.	0	60194393	0	0
11 th August, 2025	NA				

c) Extra-ordinary General Meeting

The details of Extra-ordinary General Meeting held during the financial year 2025-26 are as follows:

Year	Day, Date and Time	Venue
2025-26	Friday, March 13, 2026 at 11:30 am	Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India

The details of special resolution(s) which were passed in the Extra-ordinary General Meetings ("EGM") of the company along with details of voting pattern are as follows:

Date of EGM	Special Resolution	Favor		Against	
		Ballot	e-voting	Ballot	e-voting
March 13, 2026	Sub-division of equity shares from the face value of Rs. 2/- per share to Re. 1/- per share.	0	46569728	0	27843
	Increase in the authorised share capital of the company and alteration of capital clause of Memorandum of Association of the company.	0	46575046	0	23075
	Issue of Bonus Shares.	0	46586566	0	12368

d) Name and address of scrutinizer or the person who conducted the remote e-voting and ballot exercise:

CS Bhaveshkumar Arjunkumar Rawal

Practicing Company Secretary,
306, 3rd Floor, Sankalp, Chowki Street,
Nanpura, Surat-395001, Gujarat
Email: brawal1011@gmail.com
Ph: +91 8905485323

e) Postal Ballot

During the financial year 2025-26, no resolution was passed through postal ballot process.

Also, the company has not proposed any resolution through Postal Ballot for the financial year 2026-27 till the 16th AGM.

10. MEANS OF COMMUNICATION

Financial Results: R & B Denims Limited believes in publishing all the financial information to stakeholders within the stipulations provided under the law. During the year, company has declared all financial results within the timeline provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Yearly/half yearly/ quarterly financial results: The yearly/half yearly/ quarterly financial results of the company are published in website of the company i.e. on www.rnbdenims.com/. Financial results for the year 2025-26 have been submitted to stock exchange within stipulated timelines from the conclusion of board meeting in which financial results have been approved. During the year, following quarterly, half yearly and yearly financial results have been submitted to the Stock exchanges.

Period of Financial Results	Date
Unaudited Financial Results for the quarter ended June 30, 2025	August 11, 2025
Unaudited Financial Results for the quarter and half year ended September 30, 2025	November 14, 2025
Unaudited Financial Results for the quarter and nine month ended December 31, 2024	February 14, 2025
Audited Financial Results for the quarter and year ended March 31, 2026	May 29, 2026

Hence, company has published above mentioned financial results in the following newspapers:

1. English Daily: "Free Press Gujarat"
2. Regional Language Daily: "Lokmitra"

News release/ presentation made to the investors: All the press release and the presentation made to institutional investor/ analysts are uploaded on the official website of the company www.rnbdenims.com

Website: Company's official website www.rnbdenims.com contains separate tab "Investor Relationship" for investors, in which notices of the board meetings, annual reports, investor presentations, shareholding pattern and other announcements made to stock exchange are displayed in due course for the shareholders information.

Email IDs for investors: The company has formulated separate email-id: compliance@rnbdenims.com for investor service. Investor can also contact share Registrar and Transfer Agent (RTA) of the company on their email id investor@bigshareonline.com and the same is available on website of the company www.rnbdenims.com

SEBI SCORES: For investor compliant redressal SEBI has developed SCORES platform in which investor can lodge any complaint against the company for any grievance. The company also uploads the action taken report in the SCORES platform for redressal of investor complaint.

11. GENERAL SHAREHOLDER INFORMATION

a) Details of Annual General Meeting:

Annual General Meeting	16 th Annual General Meeting
Date, Time and Venue of AGM	Wednesday, August 05, 2026 at 11.30 AM, through Video Conferencing /Other Audio-Visual Means (VC/OAVM)

b) Financial year:

The financial year of the company is from April 01, 2025 to March 31, 2026 of the following year.

c) Dividend Details:

The company has not declared dividend for the reporting financial year and the company does not have any unpaid dividend.

d) Listing on stock exchange:

The equity shares of the company as on the date are listed on the Main Board of BSE Limited () and National Stock Exchange of India Limited. The company confirms that it has paid annual listing fee for the financial year 2025-26 to the stock exchanges. The details of stock exchange are as mentioned below:

Name and Address of Stock Exchange	ISIN	Code
BSE Limited (Main Board) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001	INE012Q01039	538119
National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400051		RNBDENIMS

e) In case the securities are suspended from trading, the directors' report shall explain the reason thereof: Not Applicable

f) Registrar & Transfer Agents:

Bigshare Services Private Limited
Address: Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre,
Mahakali Caves Road, Andheri (East), Mumbai-400093, Maharashtra.
Telephone: 022-62638200
Email: investor@bigshareonline.com
Website: www.bigshareonline.com

g) Share Transfer System:

The company's shares are compulsorily traded in dematerialized mode. The dematerialized shares are transferable through the depository system. The power of share transfer has been delegated to the designated officials of Registrar & Transfer Agent of the company, **BIGSHARE SERVICES PRIVATE LIMITED**. The Registrar & Transfer Agent processes the share transfers within a period of fifteen days from the date of receipt of the transfer documents.

The company has also carried out quarterly secretarial audit for reconciliation of share capital audit as required under SEBI circular no. 16 dated December 31, 2002.

However, as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further vide its press release PR No.:12/2019 dated March 27, 2019 clarified that transfer of shares (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, shareholders are requested to take dematerialize the shares on expedite manner.

Moreover, pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, it was clarified that transfer deeds lodged prior to deadline of April 01, 2019 and rejected/returned due to deficiency in the documents may be re-lodged with requisite documents. SEBI has further decided to fix March 31, 2021 as the cut-off date for re-lodgement of transfer deeds. To facilitate shareholders for trading in demat form, company has entered into agreement with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

h) Distribution of shareholdings as on March 31, 2026 (Based on BENPOS)

1) On the basis of Shareholdings

Shareholding of nominal	No. of shareholders	% of Shareholders	Shares Amount	% of Shares Amount
1-5000	42287	95.70	22675114	12.60
5001-10000	1055	2.39	7463256	4.15
10001-20000	510	1.15	7112966	3.95
20001-30000	134	0.30	3269998	1.82
30001-40000	59	0.13	2055270	1.14
40001-50000	39	0.09	1737816	0.96
500001-100000	50	0.12	3483422	1.94
Above 100000	53	0.12	132149038	73.44
	44187	100	179946880	100

2) On the basis of Category

Category	Number of Shareholders	No. of Shares held	Share holding %
a. Promoter Holding			
Directors & Relatives	18	41508390	46.13
Bodies Corporate	2	10125000	11.25
b. Non-Promoter Holding			
<u>Institutions (Domestic)</u>			
Alternative Investment Funds	2	158600	0.18
<u>Institutions (Foreign)</u>			
Foreign Portfolio Investor (Corporate)-Category I	5	1866617	2.07
<u>Non-Institutions</u>			
Resident Individual (upto Rs. 2 Lakhs)	43589	23615380	26.25
Resident Individual (Excess of Rs. 2 Lakhs)	14	6506032	7.23
HUF	324	1508127	1.68
Key Managerial Person	1	111	0.00
Foreign Individuals or NRI	172	392216	0.44
Bodies Corporate	50	4266855	4.74
Firm	2	15000	0.02
Clearing Member	8	11112	0.01
Total*	44187	89973440	100

i) Dematerialization of shares and liquidity:

As on March 31, 2026, total of 8,99,73,440 equity shares equivalent to 99.99% of the total issued, subscribed and paid-up equity share capital of the company were in dematerialized form and total of 50 equity shares equivalent to 0.00007% of the total issued, subscribed and paid-up equity share capital of the company were in physical form. The equity shares of the company are traded on BSE and NSE Main Board.

Those shareholders who hold shares in physical form are requested to dematerialize their shares at earliest. 50 equity shares of the company are still in physical form. An investor intending to dematerialise its securities is requested to contact Depository Participant.

j) Outstanding GDRS/ADRS/Warrants/Any Other Convertible Instruments:

The company does not have any outstanding instruments of the captioned type.

k) Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:

Nil

l) Investor Helpdesk:

Shareholders/Investors can also send their queries through e-mail to the company at compliance@rnbdenims.com. This designated e-mail has also been displayed on the company's website www.rnbdenims.com under the section investor contact.

m) Nomination Facility:

It is in the interest of the shareholders to appoint nominee for their investments in the company. Those members, who are holding shares in physical mode and have not appointed nominee or want to change the nomination, are requested to send us nomination form duly filed in and signed by all the joint holders

n) Proceeds from public Issue / Rights Issue / Preferential Issue / Warrant Conversion:

Not Applicable

o) Utilisation of IPO Proceeds:

Not Applicable

p) Plant Location:

Block No.467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat, India.

q) Address for Correspondence:

(a) Bigshare Services Private Limited

Office No S6-2, 6th Floor,
Pinnacle Business Park, Next to Ahura Centre,
Mahakali Caves Road Andheri (East), Mumbai-
400093, Maharashtra
Email: investor@bigshareonline.com
Website: www.bigshareonline.com
Ph: No. 022-62638200
Fax: 022-62638299

(b) Registered Office

Block No. 467, Sachin Palsana
Road Palsana, Surat-394315
Email: info@rnbdenims.com
Website: www.rnbdenims.com
Ph. No.: 0261-2349892
CIN: L17120GJ2010PLC062949

r) Credit Rating:

No credit rating has been obtained in the last financial year

12. DISCLOSURES

a) Disclosure of Accounting Treatment in Preparation of Financial Statement:

In preparation of the financial statements, the company has followed the Indian Accounting Standards (Ind As) issued by the Institute of Chartered Accountants of India (ICAI). The significant accounting policies which are consistently applied have been set out in the Notes to the Accounts.

b) Related Party Transaction:

The list of related party transactions entered by the company during the year is mentioned in Related Party Disclosures (As identified by management) of the financial statement. All related party transactions are being monitored by audit committee of the company. The Audit Committee has also granted omnibus approval for entering into related party transaction and the same is reviewed quarterly by the members of Audit Committee. Company's policy on related party transaction is available on below link: www.rnbdenims.com/uploads/reports/policies/10_related-party-transaction-policy.pdf

c) Risk Management:

The company has to frame a formal Risk Management Framework for risk assessment and risk minimization to ensure smooth operation and effective management control. The Audit Committee has to review the adequacy of the risk management framework of the company, the key risks associated with the business and to measure the steps to minimize the same.

d) Statutory Compliance, penalties and strictures:

The company has complied with the requirements of the Stock Exchanges /Securities and Exchange Board of India (SEBI) / and Statutory Authorities to the extent applicable, and accordingly no penalties have been levied or strictures have been imposed on the company on any matter related to capital markets during the last three years.

e) Whistle Blower Policy/Vigil Mechanism Policy:

The company has adopted a Whistle Blower Policy to provide a formal mechanism to the directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the chairman of the audit committee. It is affirmed that no personnel of the company have been denied access to the audit committee. The Whistle Blower Policy has been posted on the website of the company at www.rnbdenims.com/uploads/reports/policies/5_vigil-mechanism-whistle-blower-policy.pdf

f) Mandatory & Non-Mandatory Requirements:

The company has complied with all the mandatory requirements of Corporate Governance and endeavours to adopt good corporate governance practices which help in adoption of non-mandatory requirements.

g) Material Subsidiary:

The company has two material subsidiaries and one subsidiary. The details of all the subsidiaries are as follows:

Sr. No.	Name of material subsidiaries	Date of Incorporation	Place of Incorporation
1.	RB Industries	01/05/2015	Surat
2.	Ricon Industries	30/06/2014	Surat
Sr. No.	Name of subsidiary	Date of Incorporation	Place of Incorporation
1.	Ricon Textile Limited	04/01/2024	Surat

The company's policy on material subsidiary as available on link www.rnbdenims.com/uploads/reports/policies/5_vigil-mechanism-whistle-blower-policy.pdf

h) Disclosure of commodity price risks and commodity hedging activities:

Not Applicable

i) Utilisation of funds raised through Preferential Allotment or Qualified Institutions Placements:

During the year, the company has not raised funds through Preferential Allotment or Qualified Institutions Placements.

j) Certification from Company Secretary in Practice:

Mr. Bhaveshkumar Arjunkumar Rawal, Practicing Company Secretary, Surat has issued a certificate required under the listing regulations, confirming that none of the directors on the board of the company has been debarred or disqualified from being appointed or continuing as director of the company by SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed as **Annexure-12**.

k) Recommendations of Committees of the Board:

There were no instances during the financial year 2025-26 wherein the Board had not accepted the recommendations made by any Committee of the Board.

l) Fees to Statutory Auditor:

Total fees paid by the company and its subsidiaries to the statutory auditor as mentioned below:

(Amount in lakhs)

Payment to Statutory Auditor	FY 2025-26	FY 2024-25
Audit Fees	5	5

m) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The details of complaints filed; disposed & pending are given below:

Number of Complaints filed during the year: NIL

Number of Complaints disposed of during the year: NIL

Number of Complaints pending as on end of the financial year: NIL

n) Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount':

Nil

o) Code of Conduct for Prevention of Insider Trading:

The company has adopted the Code of Conduct for regulating, monitoring and reporting of Trading by Insiders in accordance with the requirement of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Companies Act, 2013. The code of internal procedures and conduct for regulating, monitoring and reporting of trading by insiders is available on: www.rnbdenims.com/uploads/reports/policies/14_prohibition-of-insider-trading-policy.pdf

p) Compliance Certificate from either the Auditors or Practicing Company Secretaries regarding Compliance of Conditions of Corporate Governance:

The compliance certificate on corporate governance for the year ended March 31, 2026, issued by M/s. R P R & Co., Statutory Auditors of the company forms part of the Corporate Governance Report. The certificate is enclosed as **Annexure-11**

q) Update e-mails for receiving notice/documents in e-mode:

The Ministry of Corporate Affairs (MCA) has through its circulars issued in 2011, allowed service of documents by companies including Notice calling General Meeting(s), Annual Report etc. to their shareholders through electronic mode. This green initiative was taken by MCA to reduce

paper consumption and contribute towards a green environment. As a responsible citizen, your company fully supports the MCA's endeavour.

In accordance of the same, your company had proposed to send Notice calling General Meetings, Annual Report and other documents in electronic mode in future to all the shareholders on their email addresses. It was also requested to inform the Company in case the shareholders wish to receive the above documents in physical form. Accordingly, the Annual Report along with Notice will be sent to the shareholders in electronic mode at their email addresses.

The shareholders may register their email addresses with their Depository through Depository Participant.

r) Disclosure with respect to Demat Suspense Account/Unclaimed Suspense Account:

There are 150 shares lying in unclaimed suspense account.

s) Update your Correspondence Address/ Bank Mandate/Pan/ Email-Id:

Shareholder(s) holding shares in dematerialized form are requested to notify changes in Bank details/ address/ email ID directly with their respective DPs.

t) Compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company has framed policies which are available on company's website i.e. www.rnbdenims.com/policies

u) Quote Folio No. / DP ID No.:

Shareholders/ Beneficial owners are requested to quote their DP ID no. in all the correspondence with the company. Shareholders are also requested to quote their Email ID and contact number for prompt reply to their correspondence.

v) Reconciliation of Share Capital:

As stipulated by the Securities and Exchange Board of India (SEBI), a Practicing Company Secretary shall carry out audit of Reconciliation of Share Capital and provide a report to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The audit inter- alia, confirms that the total listed and paid- up capital of the company is in agreement with the aggregate of the total number of shares in dematerialized form and total number of shares in physical form. This reconciliation is carried out for every quarter and report of Practicing Company Secretary is submitted to Stock Exchanges and is also placed before the Board to take a note of the same.

w) Code of Conduct:

The board of directors has laid down a 'Code of Conduct' (code) for all the board members and the senior management of the company and this code is posted on the website of the company at www.rnbdenims.com/uploads/reports/policies/7_code-of-conduct.pdf. Annual declaration is obtained from every person covered by the code.

x) CEO/ CFO Certification:

In terms of regulation 17(8) of the Listing Regulations, the CEO / CFO made a certification to the Board of Directors which has been reviewed by the Audit Committee and taken on record by the Board and enclosed as **Annexure-8** to this Annual Report.

13. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT

All the requirements of corporate governance report have been duly complied.

14. DISCRETIONARY REQUIREMENTS

The Board

The chairman of the company is an executive director.

Shareholder Rights

Quarterly, half yearly and yearly declaration of financial performance is uploaded on the website of the company at www.rnbdenims.com/financial-results as soon as it is intimated to the stock exchanges.

Modified opinion(s) in audit report

Standard practices and procedures are followed to ensure unmodified financial statements.

Reporting of internal auditor:

The internal auditor reports to the audit committee periodically with internal audit report prepared on annual basis.

Independent Directors:

The independent directors of the company had met twice in a financial year 2025-26, without the presence of non-independent directors and members of the management and all the independent directors as on the date of meeting were duly present.

15. THE DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2)

The company has complied with the provisions of regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Date: July 11, 2026
Place: Surat

For and on behalf of the Board of Directors
R & B Denims Limited

Sd/-
Amit Dalmia
Chairman & Managing Director
DIN: 00034642

ANNEXURE-3

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2026

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
 The Members,
R & B DENIMS LIMITED
 CIN: L17120GJ2010PLC062949
 Block No. 467 Sachin Palsana Road,
 Palsana, Surat 394315

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. R & B Denims Limited**, (hereinafter called the "company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification on test check basis of the **M/s. R & B Denims Limited's** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **March 31, 2026** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. R & B Denims Limited**, for the financial year ended on **March 31, 2026** according to the provisions of:

- The Companies Act, 2013 (the Act) and the rules made there under;
- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable during the year: -
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **the regulation is not applicable during the Financial Year 2025-26**
 - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **the regulation is not applicable during the Financial Year 2025-26**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **the regulation is not applicable during the Financial Year 2025-26**
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **the regulation is not applicable during the Financial Year 2025-26** and;
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **the regulation is not applicable during the Financial Year 2025-26**
- Other Laws Specifically Applicable to Company:
 - a. Income Tax Act, 1961
 - b. Goods and Service Tax Act, 2017 and other indirect taxes
 - c. Labour Laws

- d. Air (Prevention and Control of Pollution) Act, 1981
- e. Factories Act, 1948.

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards with regard to the Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with BSE Limited Stock Exchange of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review, the company has generally complied with the provisions of the act, rules, regulations and guidelines mentioned above subject to the following observations:

- The Company had revised the financial results for the quarter and half year ended September 30, 2025, as the names of the subsidiaries whose financial results were consolidated had not been mentioned in the originally submitted results.
- The Company had submitted the XBRL filing pertaining to the outcome of the Board Meeting dated February 14, 2026 with a delay of 2 days.
- The Company failed to intimate the outcome of the Board Meeting dated April 06, 2026, regarding allotment of bonus shares to both the stock exchanges within the prescribed time limit of 30 minutes from the conclusion of the Board Meeting.
- NSE sought clarification regarding the mismatch between the names of promoters as disclosed in the System Driven Disclosures (SDD) and the names of promoters appearing in the Shareholding Pattern filed by the Company. NSE stipulated a response time of 5 working days. However, the Company failed to furnish its reply/clarification within the prescribed timeline, thereby resulting in non-compliance of Regulation 30(10) of SEBI (LODR) Regulations, 2015.
- The company was unable to comply with certain provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in relation to its subsidiaries. As M/S. RB Industries and M/s. Ricon Industries have been identified as subsidiary by the company, which are partnership firms, not required to follow the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further report that, based on the information provided by the company, its officers and authorised representative during the conduct of the audit, and also on the review of reports by CS/CFO and Statutory Auditor of the company, in my opinion, adequate systems and processes and control mechanism exist in the company to monitor and ensure compliance with applicable general laws.

I further report that, the compliance by the company of applicable financial laws, like direct, indirect tax laws, pollution control, labour laws and other acts as mentioned in point (vi), has not been reviewed in this audit since the same have been subject to review by statutory financial auditor and other designated professionals.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act & Regulation as applicable.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except those held on shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. The board meetings have been conducted with shorter notice than seven days, after taking consent of all directors and with the presence of all independent directors.

As per the minutes of the meetings duly recorded and signed by the chairman, the decisions of the board were unanimous and no dissenting views have been recorded.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I report further that, during the audit period, there were no specific events/actions in pursuance of the aforesaid laws, rules, regulations, etc. having a major bearing on the company's affairs except the following:

- a. The Company has sub-divided its equity shares from the face value of Rs. 2/- per share to Re. 1/- per share and has further allotted Bonus Shares in the ratio of 1:2 (one bonus share for every two shares held) to the shareholders whose names appeared in the Register of Members as on the Record Date of 3rd April, 2026.
- b. A search and seizure operation were conducted pursuant to the order of the Special Judge, SEBI, in connection with the investigation relating to the "trading activities of certain entities in certain scrips" at the Registered Office of the Company as well as at the premises of the Promoters and Chief Financial Officer (CFO) on April 22, 2026 and April 23, 2026.

Date: July 11, 2026
Place: Surat

Sd/-
Bhaveshkumar Arjunkumar Rawal
FCS No.: 8812
C P No.: 10257
UDIN: F008812H000808347
PR: 5653/2024

This report is to be read with our letter dated July 11, 2026 which is annexed and forms an integral part of this report.

To,
The Members,
R & B DENIMS LIMITED
(CIN: L17120GJ2010PLC062949)
Block No. 467 Sachin Palsana Road,
Palsana, Surat 394315

My Secretarial Audit report dated July 11, 2026 is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: July 11, 2026
Place: Surat

Sd/-
Bhaveshkumar Arjunkumar Rawal
FCS No.: 8812
C P No.: 10257
UDIN: F008812H000808347
PR: 5653/2024

ANNEXURE-4

ENERGY CONSERVATION MEASURES, TECHNOLOGY ABSORPTION AND R&D EFFORTS AND FOREIGN EXCHANGE EARNINGS AND OUTGO

{Pursuant to Rule 8 of Companies (Accounts) Rules, 2014}

A. CONSERVATION OF ENERGY

1. The steps taken or impact on conservation of energy:
 - a. Identification and monitoring of operation of High energy consuming load centre and also specific loads like Compressors, & Diesel Generators etc., daily monitoring of consumption of 'A' class loads.
 - b. Use of Energy Efficient Lighting systems
 - c. Switching off machines / equipment when not in use and switching off lights in areas not having adequate activity by regrouping/repositioning the activity so that there will not be any wastage of energy due to lighting.
 - d. Monitoring of utilization of energy in lighting and other auxiliary equipment.
 - e. Creating awareness among employees about the necessity of energy conservation by celebrating energy conservation week.
2. The steps taken by the company for utilising alternate sources of energy: The company has generated renewable energy in-house through roof-top solar PV, off-site captive wind farms. A combined renewable energy of solar and wind will be around 12076545 units in a Year. This would be equivalent to 93.62% of total power consumption of the Company
3. The capital investment on energy conservation equipment: During the year the company has not made any additional investment in solar and wind energy. The company invested in solar and wind energy in FY 2021-22.

B. TECHNOLOGY ABSORPTION

1. The efforts made towards technology absorption
 - Efforts towards technology absorption included continued efforts for process improvements and improved formulation types/strengths to improve the efficacy, productivity and profitability of the company.
 - The company has contributed an amount of Rs. 74.35 lakhs as a measure of environment protection for treating the waste water generated in the process of making Denim.
2. The benefits derived like product improvement, cost reduction, product development or import substitution; Product development, value addition and sustainable or import +substitution
 - In case of imported technology (imported during last three years reckoned from the beginning of the financial year)
 - The details of technology imported: The company has not imported any technology during the last three financial years
 - The year of import: Not applicable
 - Whether the technology been fully absorbed: Not applicable.
3. If not fully absorbed areas where absorption has not taken place & reasons thereof: Not Applicable
4. The expenditure incurred on research & development during the year 2025-26: NIL

C. FOREIGN EXCHANGE EARNING AND OUTGO

Sr. No.	Particulars	F.Y. 2025-26	F.Y. 2024-25
1	Foreign exchange earnings	10,69,82,704	16,24,89,900
2	Foreign exchange Outgo	0	44,55,210

Date: July 11, 2026
Place: Surat

For and on behalf of the Board of Directors
R & B Denims Limited

Sd/-
Amit Dalmia
Chairman & Managing Director
DIN: 00034642

ANNEXURE-5

ANNUAL REPORT ON CSR ACTIVITIES FOR FINANCIAL YEAR 2025-26

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1.	Brief outline on CSR policy of the company: R & B Denims Limited is committed to conduct business in a socially, economically and environmentally responsible and sustainable manner, which enables the creation and distribution of wealth for the betterment of all its stakeholders, internal as well as external, through the implementation and integration of ethical systems and sustainable management practices. For this, company had laid a balanced emphasis on all aspects of corporate social responsibility and sustainability with regard to its internal operations, activities and processes, as well as undertake initiatives and projects to facilitate awareness program for preventing disease and building immunity, promoting education, eradicating hunger, poverty and malnutrition, environment protection, promotion of green and energy efficient technologies and upliftment of the marginalized and underprivileged sections of the society. The CSR provisions of the Companies Act 2013, Schedule VII, or the CSR rules are inviolable. The CSR Committee so constituted formulated Policy on Corporate Social Responsibility (CSR Policy) on 28/06/2018 and the Board of Directors of the company ('Board') has approved the same as per recommendation of CSR Committee.				
2.	Composition of the CSR Committee:				
	Sr. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.		Mr. Amit Dalmia	Chairman Managing Director	2	2
2.		Mr. Ankur Mangilal Borana	Member Executive Director	2	2
3.		Mrs. Anita Pankaj Jain	Member Non – Executive Independent Director	2	2
3.	The web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: www.rnbdenims.com/uploads/reports/policies/15_csr-policy.pdf				
4.	Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.: Not Applicable				
5.	a. Average net profit of the company for last three financial year: - Profit calculated as per provisions of Section 198 of the Companies Act, 2013 for last three years: 2022-2023: Rs. 17,66,23,425/- 2023-2024: Rs. 24,30,49,351 /- 2024-2025: Rs. 26,69,72,031/- Average Net Profit: Rs 22,88,81,602/-				

	b.	Two percent of average net profit of the Company as per Section 135(5) i.e. for last three financial years: Rs. 45,77,632/-				
	c.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL				
	d.	Amount required to be set-off for the financial year, if any: 34,82,322/-				
	e.	Total CSR obligation for the financial year (5b+5c-5d): Rs. 10,95,310/-				
6.	a)	Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Company spent on CSR Projects other than Ongoing Project and details are mentioned in Annexure-A				
	b)	Amount spent in Administrative Overheads: NIL				
	c)	Amount spent on Impact Assessment, if applicable: NIL				
	d)	Total amount spent for the Financial Year (a+b+d+e): Rs. 15,00,000/-				
	e)	CSR amount spent or unspent for the Financial Year: NIL				
		Amount unspent (in Rs.)				
	Total Amount Spent for the Financial Year (in Rs.)	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
		Amount	Date of Transfer	Name of Fund	Amount	Date of Transfer
	Rs. 15,00,000/-	--	--	--	--	--
	f) Excess amount for set-off, if any					
	Sr. No.	Particular				Amount in Rs.
	(1)	(2)				(3)
	i.	Two percent of average net profit of the company as per Section 135(5)*				10,95,310
	ii.	Total amount spent for the financial year				15,00,000
	iii.	Excess amount spent for the financial year [(ii)-(i)]				4,04,690
	iv.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any				0
	v.	Amount available for set-off in succeeding financial years [(iii)-(iv)]				4,04,690
	*Note: After setting off surplus of previous year of Rs. 34,82,322/-					
7.	Details of unspent CSR amount for the preceding three financial years: Not Applicable					
8.	Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year: No					
9.	Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5): Not Applicable					

Date: July 11, 2026

Place: Surat

For and on behalf of the Board of Directors

R & B Denims Limited

Sd/-

Amit Dalmia

Chairman & Managing Director

DIN: 00034642

Annexure: A

1	2	3	4	5	
S. N.	Name of Project	Item from the list of activities in schedule VII of the act	Local area yes/no	Location of the project	
				State	Dist.
1	Promoting Education	(ii)	Yes	Gujarat	Surat
2	Promoting Education	(ii)	No	Gujarat	Narmada

6	7	8	9	10	
Amount allocated for the project (in Rs.)	Amount spent in the current financial year	Amount transferred to unspent CSR account for the project as per Section 135(6)	Mode of implementation - Direct (Yes/No)	Mode of implementation - through agency	
				Name	CSR Registration No.
12,00,000	12,00,000	NIL	NIL	Agarwal Samaj Vidya Vihar Trust	CSR00014518
3,00,000	3,00,000	NIL	NIL	Friends of Tribal Society	CSR00001898

Date: July 11, 2026
Place: Surat

For and on behalf of the Board of Directors
R & B Denims Limited

Sd/-
Amit Dalmia
Chairman & Managing Director
DIN: 00034642

ANNEXURE-6

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

DISCLAIMER

Statements in the Directors' Report & Management Discussion and Analysis describing the company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the company's operations include raw material availability and its prices, cyclical demand and pricing in the company's principal markets, changes in government regulations, tax regimes, economic developments within India and the countries in which the company conducts business and other ancillary factors.

1. INDUSTRY STRUCTURE AND DEVELOPMENTS:

a) Global Denim Industry Structure

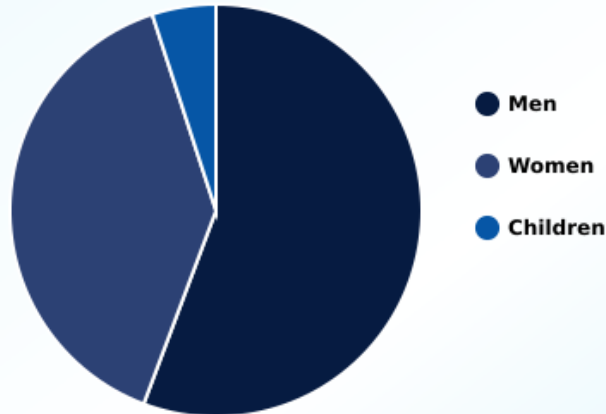
The denim jeans market is undergoing a significant transformation, propelled by sustainable innovation and digital transformation. A core driver is the industry-wide pivot to a circular economy, focusing on textile recycling and the use of low-impact fibers to reduce environmental footprints. This shift is not merely a response to regulatory pressure but a strategic move to mitigate risks from raw material scarcity. Concurrently, AI-powered personalization and the adoption of a direct-to-consumer model are reshaping the retail landscape. For instance, a business scenario involves leveraging a unified commerce environment where first-party data on consumer preferences for artisanal denim or specific sculptural silhouettes is used to optimize inventory and reduce waste, improving margins by over 5% compared to traditional wholesale models. However, the industry grapples with challenges like raw material price volatility and complex global supply chains. Success hinges on balancing heritage branding with technological advancement, creating a resilient and consumer-centric market. The integration of digital product passports and blockchain technology is becoming crucial for ensuring transparent supply chains and building consumer trust in an increasingly eco-conscious environment.

The denim jeans market size is valued to increase by **USD 27.43 billion, at a CAGR of 6.7% from 2025 to 2030**. Sustainable innovation and circular economy will drive the denim jeans market.

The men segment is estimated to witness significant growth during the forecast period. The men's segment remains foundational, driven by a focus on durability and functional style. While classic fits are staples, there is growing interest in performance features like enhanced stretch. A key shift is toward a direct-to-consumer model, where a focus on a denim lifestyle yields significant returns, with some entities seeing organic **net revenue growth of 7%** in this category. Companies are leveraging this model for the premiumization of their offerings, using artisanal denim and eco-friendly materials. To appeal to eco-conscious consumers, brands are integrating waterless technology and low-impact fibers. This strategy, combined with celebrity influence and offerings on a second hand platform, helps capture market share and aligns with the trend of a slow fashion movement.

Global Denim Jeans Market 2026-2030

Share by End-user (%)



Market Dynamics

With 2025 as the base year, along with the key drivers, trends, and challenges. A holistic analysis of drivers will help companies refine their marketing strategies to gain a competitive advantage. Understanding the impact of AI-powered personalization in retail is critical as companies navigate the global denim jeans market 2026-2030. The benefits of a circular economy in fashion are compelling firms to reconsider their entire value chain. However, the challenges of supply chain complexity in apparel persist, making the integration of blockchain for supply chain traceability a strategic priority. The role of digital product passports in transparency is becoming non-negotiable for brands aiming to build consumer trust. Strategies for brand revitalization through collaboration, particularly the influence of celebrity endorsements on denim sales, are proving effective. Consumer trends driving sustainable innovation in denim are pushing the demand for recycled fibers in textile manufacturing and the adoption of waterless technology in denim production. The premiumization trends in the global denim market are shifting focus to quality over quantity. The growth of direct-to-consumer models in apparel, where margins can be up to 15% higher than in wholesale channels, is fundamentally altering retail dynamics. Concurrently, firms are learning how virtual try-on tools reduce return rates and how to optimize inventory with unified commerce environments. Navigating regulatory compliance for sustainability standards and the impact of raw material price volatility on margins remain key boardroom conversations, pushing some to adopt nearshoring as a strategy to mitigate logistics disruption.

b) Indian Denim Industry Structure

Despite strong consumer demand, the supply base for denim in India remains fragmented and traditional. Bridging this gap through investment in modern manufacturing technology, efficient supply chains, and sustainable practices is increasingly vital for market leaders and challengers alike. Unlike mature global markets, the Indian denim industry in 2025 offers substantial room for expansion in volume and value, as evidenced by emerging trends. Women's denim wear, once a small segment, is now gaining prominence and driving growth. Meanwhile, Tier-2 and Tier-3 cities are fueling rising demand, benefiting from higher disposable incomes, greater digital access, and evolving lifestyle aspirations. Modernization and sustainability are no longer optional. The adoption of AI-based forecasting, automated finishing, sustainable materials, and water-efficient processes has become essential to maintaining competitiveness. Larger, well-capitalized firms are able to adapt, whereas smaller players continue to face the pressure of meeting new industry standards. Recent policy initiatives such as the Production Linked Incentive (PLI) scheme and new trade agreements are

reshaping India's competitive position, unlocking fresh opportunities for export and sectoral investment. As a result, the Indian denim market in 2025 is not only expanding in size, it is evolving. Driven by shifts in consumer demand, technology, sustainability, and supportive government policies, India's denim industry is steadily becoming more organized, modern, and globally competitive.

India's Denim Market 2025 Growth Projections



CAGR at which India's denim apparel sector, currently valued at USD 5.4 bn, is expected to grow through 2030, as per The Knowledge Company estimates

On the global stage, India plays a dual role: it is solidifying its position as both a key manufacturing hub and a critical growth market.

- **Manufacturing Power:** India is the world's second-largest denim fabric producer, with an installed capacity of 1,734 million meters per annum in 2024. This massive capacity services a domestic consumption of nearly one billion meters annually while also supporting a sizable export footprint.
- **The Strategic Gap:** Despite its manufacturing scale, India has not yet established globally recognized indigenous denim brands. The country is a powerhouse supplier and manufacturer, but it is not yet a global brand originator or denim trendsetter.
- **Export Headwinds:** The export market has faced recent pressure, with denim fabric exports contracting by ~21% from 2022 to 2024. This reflects a combination of global economic slowdowns, inflationary pressures, and geopolitical issues.

The next phase of India's growth will depend on its ability to move up the value chain, evolving beyond production strength to build brand-led, innovation-driven leadership.

The 2025 Duality: Demand vs. Supply

The Indian denim market in 2025 is defined by this duality: robust, modernizing consumer demand on one side, and an uneven, traditional supply environment on the other. The companies most likely to succeed will be those that can build modern, agile, and technology-enabled supply chains capable of meeting this rising demand efficiently and profitably

Developments and Trends in Indian Denim Industry:

- Growing demand for casual and lifestyle apparel across all age groups.
- Increasing adoption of sustainable and eco-friendly denim manufacturing processes.
- Rising preference for stretch, lightweight, and performance denim fabrics.

- Expansion of organized retail and e-commerce channels.
- Increased focus on premium and value-added denim products.
- Growing export opportunities supported by global sourcing diversification.
- Technological advancements in dyeing, finishing, and fabric processing.

2. OPPORTUNITIES AND THREATS:

a) Opportunities:

- **China Plus One Sourcing Strategy**
Global apparel brands are increasingly diversifying their sourcing base beyond China, creating significant opportunities for Indian denim manufacturers to strengthen their presence in international markets.
- **Growing Preference for Sustainable Denim**
Rising consumer awareness regarding environmental sustainability is driving demand for eco-friendly denim fabrics manufactured through water-efficient, energy-efficient, and recycled material-based processes.
- **Premiumisation of Denim Products**
Increasing disposable incomes and evolving fashion preferences are accelerating demand for premium, performance-based, and value-added denim fabrics, offering higher margin opportunities for manufacturers.
- **Expansion of Organized Retail and E-Commerce**
The rapid growth of organized retail chains and digital commerce platforms is expanding market access and driving consumption of denim apparel across urban and semi-urban markets.
- **Favourable Demographic Profile**
India's young population, increasing urbanization, and rising fashion consciousness continue to support long-term growth in denim consumption.
- **Technical and Functional Denim Innovation**
Growing demand for stretch, lightweight, moisture-management, and performance-oriented denim fabrics provides opportunities for product differentiation and innovation.
- **Government Support for Textile Sector**
Various government initiatives, including Production Linked Incentive (PLI) schemes, PM MITRA Parks, and export promotion measures, are expected to enhance the competitiveness of the Indian textile industry.
- **Global Shift Towards Responsible Supply Chains**
International brands are increasingly prioritizing suppliers with strong ESG credentials, traceability systems, and sustainable manufacturing practices, creating opportunities for compliant and responsible manufacturers.
- **Increasing Demand from Emerging Markets**
Rising consumption of denim products in Asia, Africa, Latin America, and the Middle East presents new avenues for export growth and market diversification.
- **Value Chain Integration Opportunities**

Enhanced integration across spinning, weaving, processing, and garmenting operations can improve operational efficiencies, strengthen margins, and create long-term competitive advantages.

- **Technology-Led Manufacturing Excellence**

Adoption of automation, digital manufacturing systems, artificial intelligence, and data-driven production planning can significantly improve productivity, quality consistency, and cost competitiveness.

- **Import Substitution and Domestic Manufacturing Growth**

Government emphasis on strengthening domestic manufacturing under initiatives such as 'Make in India' is expected to create additional opportunities for domestic textile and denim producers.

b) Threats:

- **Volatility in Raw Material Prices**

Fluctuations in the prices of cotton, yarn, dyes, chemicals, and other inputs may adversely impact production costs and operating margins.

- **Intense Global & Regional Competition**

Indian mills face pricing pressure from low-cost producers like Bangladesh, Pakistan, and Vietnam. Pakistan's lower labour costs and streamlined export policies present a tangible competitive threat. Despite looming U.S. tariffs on Bangladesh, the sustained price competition requires India to constantly optimize cost and efficiency.

- **Supply Chain Disruptions & Trade Slowdowns**

Global disruptions such as the Red Sea shipping crisis spiked freight rates by up to 5× via the Suez Canal, squeezing timelines and increasing working capital cycles for Indian exporters. Softening demand in developed regions (e.g., Europe, Japan) during late 2023 and early 2024 weakened overall export volumes.

- **Regulatory and Labour Hindrances**

Complex labour laws and high compliance burdens (e.g., licenses, shift restrictions, worker facilities) obstruct scalability and inflate operational costs. Cumbersome export-import processes and high duties on textile inputs (e.g., synthetic yarns) hinder competitiveness.

- **Environmental and Social Compliance Pressures**

Denim manufacturing is under scrutiny for high water usage (~22,500 L per kg cotton), disruptive dyeing waste, fossil-fuel energy consumption, and chemical pollution. Failure to meet global ESG norms could result in lost business, especially from brands prioritizing sustainability certifications and low environmental footprints.

- **Domestic Demand Challenges**

Despite rising aspirations, India's discretionary consumer base is limited: only ~130–140 million Indians fall into the real consumer class, constraining growth in premium denim. Competitive threat from fast fashion entrants is intensifying price pressures in the value segment.

- **Counterfeiting & Intellectual Property Risks**

The prevalence of counterfeit or unbranded denim erodes margins and brand equity for authentic players.

- **Customer Concentration and Demand Cyclicalities**

Dependence on specific markets, customers, or economic sectors may expose the business to fluctuations in demand and market conditions.

3. SEGMENT WISE OR PRODUCT-WISE PERFORMANCE PERFORMANCE:

The revenue performance is as under:

(Amount in lakhs)				
F.Y.	Denim Fabric	Garment	Yarn	Services
2024-25	20012.68	-	935.22	2353.27
2025-26	24848.21	87.68	2681.23	1158.67

4. OUTLOOK:

The Indian denim industry is experiencing robust growth, projected to reach between **\$3.76 and \$9 billion** as the market expands at a **6% to 9% CAGR**. This trajectory is driven by rising domestic disposable incomes, booming e-commerce, and a shift in demand from Tier II and III cities

Regional Dominance: Gujarat remains the undisputed powerhouse of Indian denim production, housing a vast majority of the country's manufacturing capacity. India produces over 1.1 billion meters of denim fabric annually, making it a highly competitive global player.

Shift in Demographics: While men's denim historically dominated the market, women's and children's segments are now the fastest-growing sectors. Younger millennials and Gen Z are driving demand for diverse fits (such as slim, relaxed, and stretchable fabrics).

Sustainability and Innovation: Manufacturers are shifting toward eco-friendly practices to meet both domestic demands and stringent international export standards. Key initiatives include water-saving dyeing techniques, laser distressing, and the use of recycled or organic fibers.

Low Domestic Penetration: Despite massive production capabilities, domestic consumption is only about 0.4 pairs of jeans per person annually. This presents immense long-term upside as urbanization and changing cultural norms position denim as everyday wear rather than just casual wear.

R & B Denims is well-positioned due to its capacity, sustainability initiatives, and improved profitability. The management plans to continue leveraging its integrated, eco-friendly model while expanding into higher-margin denim segments, so that the company can outperform peers in the evolving Indian denim landscape.

5. RISK AND CONCERNS:

The Company's operations are exposed to various risks including fluctuations in raw material prices, changing consumer preferences, competitive pressures, foreign exchange volatility, regulatory changes, and macroeconomic uncertainties. The management continuously evaluates these risks and implements suitable mitigation strategies through prudent procurement practices, cost optimization initiatives, diversified customer relationships, and efficient inventory management.

The list of the potential risks the industry is exposed to domestically/internationally is given below:

- a. **Raw Material Price Risk:** The denim manufacturing industry is inherently dependent on key raw materials such as cotton, yarn, dyes, chemicals, and other inputs. Volatility in commodity prices

arising from market imbalances, climatic conditions, or geopolitical developments may impact production costs and operating margins.

- b. **Global Economic and Market Risk:** Macroeconomic uncertainties, inflationary pressures, geopolitical conflicts, and fluctuations in consumer spending patterns across major economies may influence demand for textile and apparel products, thereby affecting industry growth prospects.
- c. **Foreign Exchange Risk:** Given the industry's exposure to international trade, fluctuations in foreign currency exchange rates may impact export realizations, import costs, and overall competitiveness in global markets.
- d. **Competitive Intensity Risk:** The Indian textile sector competes with both domestic and international manufacturers. Increased competition from low-cost manufacturing countries and changing global sourcing patterns may exert pressure on pricing, market share, and profitability.
- e. **Regulatory and Sustainability Compliance Risk:** The increasing focus on environmental stewardship, social responsibility, and governance standards has led to stricter regulatory requirements globally. Compliance with evolving environmental, labour, and sustainability regulations may require continuous investments in technology, systems, and processes.
- f. **Supply Chain and Logistics Risk:** The industry relies on efficient procurement and distribution networks. Disruptions arising from geopolitical tensions, transportation constraints, raw material shortages, or global trade disturbances may impact operational continuity and delivery schedules.
- g. **Energy and Utility Cost Risk:** Manufacturing operations require significant consumption of power, fuel, water, and other utilities. Any substantial increase in utility costs may affect operational efficiency and cost competitiveness.
- h. **Financial Risk:** It is the uncertainty associated with how firms finance its business like by issue of shares, debentures, taking loans from government / financial institutions etc. Such financial transactions also include risk of default in payment of interest, dividend or repayment of capital due to various internal or external factors like increase in credit days of debtors, inflation, interest rate fluctuations, change in government policies etc. It may lead to loss of liquidity, falling assets value, significant change in cash inflow and outflow etc.
- i. **Liquidity Risk:** Liquidity Risk reflects the possibility/position that a party may have insufficient funds to settle an obligation for full value when due because of insufficient capital or difficulty in selling as asset or an investment to generate capital, but will have funds to cover settlement obligations on some unspecified date thereafter. In non-bankruptcy situations, the allowable methods to cover short positions are generally driven by local market conventions. As a result, liquidity could be adversely affected by prohibitions on transactions such as Repos, Reverse Repos, Securities Lending and other allied components.
- j. **Global Risk:** Global risk refers to an uncertain event or condition that can cause significant negative impact to several countries or industries for a long period of time. India is still emerging in the market of textile industries. There is a tremendous competition around the world. Indian manufacturers will have to face a tough fight to sustain in the competition. Due to poor infrastructure facilities, the production and transaction cost remain high in India. Also, India's logistic disadvantage due to its geographical location can give it a major thumb-down in global trade. As a result, high cost of shipments and longer lead time coupled with lack of infrastructure

facility may prove to be a major hindrance. To overcome this problem, India needs to increase the size of its industrial infrastructure to capture the efficiencies of the economies of scale and it must cluster the textile production.

- k. Political Risk:** Political risk may be defined as the probability that a political event will impact adversely on a firm's profit. It represents the financial risk that a country's government will suddenly change its policies. A new law or a change in an existing could have a significant impact on an investment. Whatever laws the government passes today may be extinct tomorrow. This risk covers restriction on remittances in the buyer's country or any government action which may block or delay payment to the exporter, war, revolution or civil commotion in the buyer's country, cancellation or imposition of new export / import licensing restrictions in the buyer's country, any other kind of loss occurring either in India or outside India which is not within the control of the exporter or the buyer.
- l. Technology and Innovation Risk:** Rapid advancements in manufacturing technologies, automation, and digitalization require continuous modernization and innovation. Failure to adopt emerging technologies may affect productivity, product quality, and competitive positioning.

6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has established adequate internal control systems commensurate with the size and nature of its business to ensure efficient operations, safeguarding of assets, accuracy of financial reporting, and compliance with applicable laws and regulations. These controls are regularly reviewed through internal audits to ensure their effectiveness and continuous improvement. The management believes that the internal control framework is adequate and operating effectively to support the Company's business objectives and governance standards.

7. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

During the current year, your company recorded total revenue of Rs. 29,108.03 Lakhs against Rs. 23,613.76 Lakhs in the previous year, representing an increase of 23.26% during the year but Net Profit for the year 2025-26 stood at Rs. 1,444.15 Lakhs as compared to Rs. 2,091.85 Lakhs in financial year 2024-25 which has decrease by 30.96% (Standalone basis)

During the current year, your company recorded total revenue of Rs. 46,592.14 Lakhs against Rs. 36,678.27 Lakhs in the previous year, representing an increase of 27.03% during the year and Net Profit for the year 2025-26 stood at Rs. 2,476.18 Lakhs as compared to Rs. 2,747.40 Lakhs in financial year 2024-25 which has decrease by 9.87%. (Consolidated basis)

To conserve resources for the company's future growth plans, no dividend is being recommended by the Directors for the year ended March 31, 2026.

8. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES:

At R & B Denims Limited, employees are recognized as the cornerstone of the Company's success and sustainable growth. The Company remains committed to fostering a positive, inclusive, and performance-driven work environment that encourages continuous learning, innovation, and professional development. During the year under review, focused efforts were made towards skill enhancement, employee engagement, leadership development, and workplace safety through various training and development initiatives. The Company continues to promote a culture of collaboration, accountability, and operational excellence while ensuring employee well-being and welfare. Industrial relations remained cordial and

harmonious throughout the year, reflecting the Company's commitment to maintaining a motivated and empowered workforce aligned with its long-term business objectives.

9. DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIO:

Ratio	2025-26	2024-25	Variance
Debtor's Turnover Ratio	6.06	5.31	14.08%
Inventory Turnover Ratio	7.11	7.32	-2.93%
Interest Coverage Ratio	8.10	12.14	33.27%
Current Ratio	1.98	1.51	31.20%
Debt-Equity Ratio	0.19	0.26	-27.34%
Operating Profit Ratio	7.65%	12.92%	-40.77%
Net Profit Ratio	4.96%	8.86%	-43.99%

Explanation for Change in the Ratio by more than 25% as compared to previous year:

Current Ratio: The variance is due to substantial rise in Current assets.

Interest Coverage Ratio: The variance is due to substantial decrease in debt.

Debt-Equity Ratio: The variance is due to substantial decrease in debt.

Operating Profit Ratio: The variance is due to substantial rise in sales during the period.

Net Profit Ratio: The variance is due to decrease in net profit.

10. RETURN ON NET WORTH AS COMPARE TO IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF:

Financial Year	2025-26	2024-25
Net Profit after tax	1,444.15	2,091.85
Average Shareholder's Equity	19,750.85	16,732.29
Return on Net Worth	07.31%	12.50%

There is a variance of -41.51% due to substantial decrease profit after tax during the period.

11. SUSTAINABLE DEVELOPMENT:

Sustainability has been deeply embedded into the Company's business and has become an integral part of its decision-making process while considering social, economic and environmental dimensions. During the year 2025-26, a Sustainable Development Strategy was developed with a focus on the following areas:

- **Water Pollution Control Measures**

Our company is a member of Gujarat Eco-Textile Park (GETP) since 2014; The Park helps us to reduce water pollution. The company has made sure that it implements various measures across all its operations to control fugitive emissions from polluting our water bodies.

- **Air Pollution Control Measures**

Initiatives have been taken to reduce air pollution which is caused due to production processes. Our company has obtained a license from Gujarat Pollution Control Board (GPCB) to ensure pollution control. Gujarat Pollution Control Board (GPCB) ensures that the pollution control limits are maintained by surprise inspections at the factory. These inspection samples are then

tested in their own laboratory and report is issued. The Company has also installed Air Receiver in the weaving department to reduce and control on toxin emissions.

12. HEALTH & SAFETY:

The Company places the highest priority on the health, safety, and well-being of its employees. Adequate safety measures, including fire protection systems, first-aid facilities, proper ventilation, and workplace safety infrastructure, are maintained across its operations. Regular safety awareness and training programs are conducted to promote a safe working environment and ensure compliance with applicable health and safety standards. These initiatives contribute to employee well-being, operational efficiency, and sustainable business growth.

13. INFRASTRUCTURE:

The company is equipped with modern infrastructure facilities which assist in smooth production. The company's manufacturing unit is outfitted with advanced machines and equipment and a trained staff, who have years of experience behind them. To sell products to the clients, the company has facilitated a smooth transportation mechanism through a strong base of transporters and traders.

14. CAUTIONARY STATEMENT:

The above Management Discussion and Analysis contain certain forward-looking statements within the meaning of applicable security laws and regulations. These pertain to the Company's future business prospects and business profitability, which are subject to several risks and uncertainties and the actual results could materially differ from those in such forward-looking statements. The risks and uncertainties relating to these statements include, but are not limited to, risks and uncertainties, regarding a fluctuation in earnings, our ability to manage growth, competition, economic growth in India, ability to attract and retain highly skilled professionals, time and cost over runs on contracts, government policies and actions with respect to investments, fiscal deficits, regulation etc. In accordance with the Code of Corporate Governance approved by the Securities and Exchange Board of India, shareholders and readers are cautioned that in the case of data and information external to the Company, no representation is made on its accuracy or comprehensiveness though the same are based on sources thought to be reliable. The company does not undertake to make any announcement in case any of these forward-looking statements become materially incorrect in future or update any forward-looking statements made from time to time on behalf of the company.

Date: July 11, 2026
Place: Surat

For and on behalf of the Board of Directors
R & B Denims Limited

Sd/-
Amit Dalmia
Chairman & Managing Director
DIN: 00034642

ANNEXURE – 7

The disclosures pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 are as under:

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2025-26, ratio of the remuneration of the employees of the company for the financial year 2025-26 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the company are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration [^] of Director/KMP for F.Y. 2025-26	% increase in Remuneration in the F.Y. 2025-26	Ratio of Remuneration of each Director/to median remuneration of employees
1	Mr. Amit Dalmia Executive Chairman & Managing Director	3,50,000 p.m.	133%	12.5: 1
2	Mr. Rajkumar Mangilal Borana Executive Director	2,85,000 p.m.	235%	10.18: 1
3	Mr. Deepak Dalmia Executive Whole-Time Director	85,000 p.m.	N.A.	3.04: 1
4	Mr. Ankur Mangilal Borana Executive Director	1,50,000 p.m.	N.A.	5.36: 1
5	Mr. Nimit Dalmia Executive Whole-Time Director	4,00,000 p.m.	N.A.	14.28: 1
6	Mrs. Anita Pankaj Jain Non-Executive Independent Director	NIL	NIL	N.A.
7	Mr. Kanav Sham Sunder Arora Non-Executive Independent Director	NIL	NIL	N.A.
8	Ms. Nikita Abhishek Soni Non-Executive Independent Director	NIL	NIL	N.A.
9	Mr. Krishna Omprakash Agarwal Non-Executive Independent Director	NIL	NIL	N.A.
10	Mr. Arvind Kumar Rathi Non-Executive Independent Director	NIL	NIL	N.A.
11	Mr. Parkin Khushmanbhai Jariwala Chief Financial Officer	75,000 p.m.	N.A.	N.A.
12	Mrs. Sujata Chirag Dudharejiya Company Secretary & Compliance Officer	12,500 p.m.	N.A.	N.A.

[^]Remuneration excludes sitting fees.

- i. Names of the top ten employees in terms of remuneration drawn from the company in the financial year 2025-26:

S N	Name and Designation	Qualification and Experience	Remuneration (Rs.)	Date of Appointment	Age (In years)	Particulars of Last Employment	Relative of Director/ Manager	% of Equity Shares as on March 31, 2026
1	Nirmit Dalmia- Whole-time director	Bachelor of Science (with Honours) in Economics (2 years)	4,00,000	30/09/2024	24	N.A.	Son of Amit Dalmia	-
2	Amit Dalmia - Chairman & Managing Director	B. Com (25 years)	30,00,000	17/11/2010	48	N.A.	Brother of Deepak Dalmia & Father of Nirmit Dalmia	10.03%
3	Rajkumar Mangilal Borana - Executive Director	B.Com (25 years)	22,20,000	17/10/2010	48	N.A.	Brother of Ankur Mangilal Borana	11.41%
4	Ankur Mangilal Borana - Executive Director	B. Com (23 years)	18,00,000	17/10/2010	45	N.A.	Brother of Rajkumar Mangilal Borana	09.13%
5	Alpeshkumar Punamchand Patel- Plant Head	Diploma Textiles (26 years)	12,25,000	01/04/2012	50	Tarachand Impex	N.A.	-
6	Sudhaben Patel - Technical Executive	H.S.C. (22 years)	12,15,000	01/04/2015	49	Tarachand Impex	N.A.	-
7	Sanjay Jotiram Patel - Weaving Manager	Diploma Textiles (21 years)	11,35,800	01/07/2015	47	Soma Textiles	N.A.	-
8	Deepak Dalmia - Whole-time Director	B.Com (23 years)	10,20,000	17/10/2010	46	N.A.	Brother of Amit Dalmia	10.11%
9	Parkin Jariwala - CFO	B.Com (26 years)	9,00,000	01/04/2014	49	N.A.	N.A.	0.01%
10	Surya Narayan Samanta - PPC Executive	Diploma Textile (19 years)	8,54,800	01/07/2016	44	Jindal Denims Inc	N.A.	-

- ii. The median remuneration of employees of the company during the financial year was Rs. 28,000/- p.m. (Calculated based on salary as on March 31, 2026)
- iii. In FY 2025-26, the median remuneration of employees is increased by 7.32%. (Calculated based on salary as on March 31, 2026 and March 31, 2025)
- iv. There were 354 permanent employees on the rolls of the company as on March 31, 2026.
- v. Average percentage increase made in the salaries of employees other than the managerial personnel in comparison of the last financial year is 9%. There is an average increase of 90% in the managerial remuneration in comparison to the last financial year.
- vi. Employees who are employed throughout the year and in receipt of remuneration aggregating Rs. 1,02,00,000/- (One Crore and Two Lakh Rupees) or more per year: NIL.
- vii. Employees who are employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than Rs. 8,50,000/- (Eight Lakh and Fifty Thousand Rupees) per month: NIL
- viii. Employees who are employed throughout the year or part thereof, is in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that

drawn by the Managing Director or Whole Time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company : NIL.

- ix. The remuneration of KMP is as per the recommendations of the Nomination & Remuneration Committee.
- x. It is hereby affirmed that the remuneration paid is as per the remuneration policy for Directors, Key Managerial Personnel and other Employees.

Date: July 11, 2026

Place: Surat

For and on behalf of the Board of Directors

R & B Denims Limited

Sd/-

Amit Dalmia

Chairman & Managing Director

DIN: 00034642

ANNEXURE - 8

Certificate in terms of Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Board of Directors
R & B Denims Limited

Dear Sir(s)/Madam,

In accordance with Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I certify that:

I, Parkin Khushmanbhai Jariwala, Chief Financial Officer of M/s R & B Denims Limited, certify that:

- (A) I have reviewed the financial statements and the cash flow statement of R & B Denims Limited for the year ended March 31, 2026 and that to the best of my knowledge and belief:
- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - ii. These statements together present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (B) There are, to the best my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (C) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the listed entity pertaining to financial reporting. I have not come across any reportable deficiencies in the design or operation of such internal controls.
- (D) I have indicated to the auditors and the audit committee:
- i. There has not been any significant change in internal control over financial reporting during the financial year ended March 31, 2026;
 - ii. There has not been any significant change in accounting policies during the financial year ended March 31, 2026; and
 - iii. I am not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the company's internal control system over financial reporting.

For and on behalf of the Board of Directors
R & B Denims Limited

Date: July 11, 2026
Place: Surat

Sd/-
Parkin Khushmanbhai Jariwala
Chief Financial Officer

ANNEXURE - 9

STATEMENT ON RISK MANAGEMENT

Our Company recognizes that effective risk management is integral to achieving our strategic objectives and ensuring sustainable growth. As a textile manufacturing company operating in a dynamic and competitive environment, we are exposed to a wide range of internal and external risks that could impact our operational and financial performance.

We have established a robust Risk Management Framework that identifies, assesses, monitors, and mitigates key risks across all levels of the organization. The framework is designed in line with the principles of good corporate governance and the regulatory requirements under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The key risks identified and addressed by our risk management process include:

- **Raw Material Price Volatility:** Fluctuations in the prices of cotton, yarn, dyes, and chemicals could significantly impact our cost structure. We mitigate this through strategic procurement, maintaining buffer stocks, and entering into long-term contracts where feasible.
- **Regulatory & Compliance Risks:** Changes in environmental laws, labour regulations, and export-import policies may affect operations. We ensure regular monitoring and compliance through a dedicated legal and compliance team.
- **Market and Demand Risks:** Demand variations in domestic and international markets can influence sales. Our diversified product range, strong brand presence, and continuous market research help us adapt proactively.
- **Environmental and Sustainability Risks:** Being a high water- and energy-intensive industry, we are conscious of our environmental footprint. We have adopted eco-friendly production techniques, energy-efficient machinery, and waste management practices to reduce environmental risks.
- **Technological Disruptions:** Technological changes in manufacturing and consumer preferences could render existing processes obsolete. We invest in continuous modernization and innovation to stay competitive.
- **Labour and Human Resource Risks:** Labour unrest or shortage of skilled workers can disrupt operations. We maintain a positive employee relationship climate and focus on training and skill development.

The Risk Management Committee, along with the senior management, reviews the risk exposure periodically and ensures the implementation of appropriate mitigation strategies. Our commitment to proactive risk management helps us protect stakeholder interests and ensures business continuity under various scenarios.

Date: July 11, 2026

Place: Surat

For and on behalf of the Board of Directors

R & B Denims Limited

Sd/-

Amit Dalmia

Chairman & Managing Director

DIN: 00034642

ANNEXURE - 10**DECLARATION BY MANAGING DIRECTOR THAT THE MEMBERS OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL HAVE AFFIRMED WITH THE CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT**

All the members of the Board of Directors of the company and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year ended March 31, 2026 as applicable to them as laid down in Companies Act, 2013 with the code of conduct of board members and senior management personnel.

Date: July 11, 2026
Place: Surat

For and on behalf of the Board of Directors
R & B Denims Limited

Sd/-
Amit Dalmia
Chairman & Managing Director
DIN: 00034642

ANNEXURE – 11

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
R & B Denims Limited.

We have examined the compliance of the conditions of Corporate Governance by **R & B Denims Limited** (The Company); for the year ended March 31, 2026 as stipulated in Regulation 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of the conditions of Corporate Governance is the responsibility of the company's management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statement of the company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the directors and the management and considering the relaxations granted by the ministry of corporate affairs and Securities and Exchange Board of India, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2026.

We state that no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the Stakeholder, Shareholders and Investors Grievances Committee.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with the management has conducted the affairs of the company.

For R P R & Co.
Chartered Accountants

Sd/-
Raunaq Kankaria
Partner
M. No. 138361
FRN No. 131964W
UDIN: 26138361LUCASK6750

Place: Surat
Date: July 11, 2026

ANNEXURE - 12

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
R & B DENIMS LIMITED
(CIN: L17120GJ2010PLC062949)
Block No. 467 Sachin Palsana Road,
Palsana, Surat, Gujarat, India, 394315

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **R & B DENIMS LIMITED** having CIN: L17120GJ2010PLC062949 and having registered office at Block No. 467 Sachin Palsana Road, Palsana, Surat, Gujarat, India, 394315 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me by the company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on March 31, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	Name of Director	DIN	Date of appointment in Company
1.	AMIT DALMIA	00034642	17/11/2010
2.	DEEPAK DALMIA	00050547	17/11/2010
3.	ANKUR MANGILAL BORANA	01091164	17/11/2010
4.	RAJKUMAR MANGILAL BORANA	01091166	17/11/2010
5.	NIRMIT DALMIA	10751198	30/09/2024
6.	ANITA PANKAJ JAIN	08010993	27/12/2017
7.	KANAV SHAM SUNDER ARORA	00933401	01/09/2023
8.	NITIKA ABHISHEK SONI	10708045	15/05/2025
9.	KRISHNA OMPRAKASH AGARWAL	10278104	01/09/2023
10.	ARVIND KUMAR RATHI	07842066	30/09/2024

Ensuring the eligibility for the appointment / continuity of every director on the board is the responsibility of the management of the company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

Date: July 11, 2026
Place: Surat

Sd/-
Bhaveshkumar Arjunkumar Rawal
FCS No.: 8812
C P No.: 10257
UDIN: F008812H000808512

ANNEXURE-13

Form AOC-1

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies Accounts) Rules, 2014)

Part "A": Subsidiaries

(In Rs.)

Sr. No.	Particulars	Details	Details	Details
1.	Name of the Subsidiary	RB Industries	Ricon Industries	Ricon Textile Limited
2.	The date since when subsidiary was acquired	01/05/2015	01/09/2023	01/04/2025
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01/04/2025 to 31/03/2026	1/04/2025 to 31/03/2026	1/04/2025 to 31/03/2026
4.	Reporting currency and Exchange rate as on the last Date of the relevant Financial year in the case of foreign subsidiaries	N.A.	N.A.	N.A.
5.	Capital	36,35,60,684.49	98,93,62,972.32	5,00,00,000
6.	Reserves & Surplus	-	-	2,19,06,860
7.	Total Assets	41,69,35,878.22	1,37,17,26,690.63	24,06,69,945
8.	Total Liability	5,33,75,193.66	47,06,94,423.94	16,87,63,085
9.	Investments (quoted & unquoted)	10,62,76,031.45	18,18,84,000.00	-
10.	Turnover	61,93,87,977.60	2,21,54,14,719.61	33,37,35,806
11.	Profit before taxation	1,07,43,839.79	11,00,75,084.13	2,50,08,189
12.	Provision for taxation	53,19,018.54	2,14,50,072.58	44,78,929
13.	Profit after taxation	54,24,821.15	8,86,25,011.55	2,05,29,259
14.	Proposed Dividend	-	-	-
15.	Extent of shareholding (in %)	20%	20%	67%

Notes:

- Names of subsidiaries which are yet to commence operations-N.A
- Names of subsidiaries which have been liquidated or sold during the year-N.A

Part "B": Associate and Joint Ventures: N.A.

Notes:

- Names of associates or joint ventures which are yet to commence operations-N.A
- Names of associates or joint ventures which have been liquidated or sold during the year-N.A

Date: July 11, 2026
Place: Surat

For and on behalf of the Board of Directors
R & B Denims Limited

Sd/-
Amit Dalmia
Chairman & Managing Director
DIN: 00034642

FINANCIAL STATEMENTS

— 2025-2026 —



R P R & Co.

Chartered Accountants

9001, World Trade Center, Near Udhna Darwaja, Ring Road, Surat - 395002

Email: rpr@rprandco.com, Ph: 0261-3591630

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF
R & B DENIMS LIMITED****Report on the Audit of Standalone Financial Statements:****Opinion**

We have audited the accompanying standalone financial statements of R & B Denims Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2026, and its profit (including other comprehensive income/ (loss)), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have not identified any matter to be a key audit matter for the purpose of it to be communicated in our report.

Information other than the Standalone Financial Statements and Auditor's Report thereon

R P R & Co.

Chartered Accountants

9001, World Trade Center, Near Udhna Darwaja, Ring Road, Surat - 395002

Email: rpr@rprandco.com, Ph: 0261-3591630

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including the accounting standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

R P R & Co.

Chartered Accountants

9001, World Trade Center, Near Udhna Darwaja, Ring Road, Surat - 395002

Email: rpr@rprandco.com, Ph: 0261-3591630

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error; to design and perform audit procedures responsive to those risks; and to obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economics decisions of a reasonably knowledgeable user of the financial statement may be influenced. We consider quantitative materiality and qualitative factor in (i) planning the scope of our audit work and in evaluating the result of our work and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law

R P R & Co.

Chartered Accountants

9001, World Trade Center, Near Udhna Darwaja, Ring Road, Surat - 395002

Email: rpr@rprandco.com, Ph: 0261-3591630

or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 (hereinafter referred to as 'order'), and on the basis of test check as we considered appropriate and according to information and explanation provided to us, we enclose in the Annexure "A" statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. As required by section 143(3) of the Act, based on our audit we report that:
 - 2.1 We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - 2.2 In our opinion, proper books of account as required by law have been kept by the Company as far as appears from our examination of those books.
 - 2.3 The Company does not have any branches therefore the reporting under this clause is not applicable.
 - 2.4 The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flows dealt with by this report are in agreement with the relevant books of account.
 - 2.5 In our opinion, the aforesaid financial statements comply with the Ind As specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - 2.6 There are no observations or comments on financial transactions or matters which have any adverse effect on the functioning of the Company.
 - 2.7 On the basis of written representations received from the directors, as on March 31, 2026, taken on record by the Board of directors, none of the directors are disqualified as on March 31, 2026 from being appointed as a director under section 164(2) of the Act.
 - 2.8 With respect to the adequacy of internal financial controls over financial reporting of the company and the operative effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
 - 2.9 With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
 - 2.10 With respect to the other matters to be included in the auditor's report in accordance with Rule 11 of the companies (audit and auditors) rules 2014, in our opinion and to the best of our information and according to the explanations given to us.

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- (i) There were no pending litigations which would impact the financial position of the company.
- (ii) The company did not have any material foreseeable losses on long term contracts including derivative contracts.
- (iii) There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company.
- (iv)
 - (i) As per management's representation, no funds other than disclosed by way of notes to accounts have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (ii) As per management's representation, There were no funds which have been received by the company from any person(s) or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- (v) No dividend has been declared by the Company during the year.
- (vi) Based on our examination of the books of account and other relevant records of the Company, and according to the information and explanations given to us, we report that the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility.

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Further, in accordance with the requirements of the proviso to rule 3(1) of the Companies (Accounts) Rules, 2014, applicable with effect from April 1, 2023, the audit trail feature has been operated throughout the financial year ended March 31, 2026, for all transactions recorded in the software, and the audit trail has not been tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For R P R & Co.

Chartered Accountants

Firm Reg. No. 131964W

Place: Surat

Date: 29/05/2026

Sd/-

CA Raunaq Kankaria

(Partner)

Membership Number: 138361

PAN: AANFR3923J

UDIN: 2613832261NLFWQC4525

Annexure "A" to Auditors' Report

(Referred to in our report of even date to the members of R & B DENIMS LIMITED as on the financial statements for the year ended March 31, 2026)

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of audit, we state that:

1 Property, Plant, Equipment and Intangible Assets

(a)	Whether the company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant, equipment and intangible assets.	Yes
(b)	Whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;	The management conducted physical verification of certain fixed assets in accordance with its policy of physical verification in a phased manner. In our opinion, such frequency is reasonable having regard to the size of the Company and the nature of its fixed assets. As explained to us, the discrepancies noticed on physical verification as compared to book records maintained, were not material and have been properly dealt with in the books of account.
(c)	Whether title deeds of immovable properties are held in the name of the company. If not, provide details thereof.	NA
(d)	Whether the company has revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year and, if so, whether the revaluation is based on the valuation by a Registered Valuer.	No
(e)	Whether any proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.	No

2 Inventories

(a)	Whether physical verification of inventory has been conducted at reasonable intervals by the management and whether any material discrepancies were noticed and if so, how they have been dealt with in the books of account;	The management conducted physical verification of inventory in accordance with its policy of physical verification in a phased manner. In our opinion, such frequency is reasonable having regard to the size of the Company and the nature of its inventory. As explained to us, the discrepancies noticed on physical verification as compared to book records maintained, were not material and have been properly dealt with in the books of account.
(b)	Whether Company has availed Working Capital Loan(s) from banks or financial institutions by pledging current assets and the sanction limit(s) by combining limit of all banks or financial institutions exceed Rs 5 Crore and if so. Whether quarterly result or statement filed by the company with such banks or financial institutions are in line with the accounting books.	Yes except for small differences as reported

3 Loan Granted

	Whether the company has made investment in, provide any guarantee or security or granted any loans, secured or unsecured to companies, firms, LLPs or any other parties.	Yes
(a)	Whether the investment made, guarantees provided, security given and terms and conditions of the grant of such loans are not prejudicial to the company's interest;	As per explanation provided to us, Yes.
(b)	Whether receipt of the principal amount and interest are regular. If not provide details thereof; and	Yes
(c)	if amount is overdue then total amount overdue for more than 90 days and whether reasonable steps have been taken by the company for recovery of the principal and interest;	NA
(d)	Whether any loan or advances granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loan given to the same party, If so, specify the aggregate amount of such dues renewed or extended or settled by fresh loan and the percentage of the aggregate to the total loans or advances in the nature of loan granted during the year.	No

	(e) whether the company has granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, if so, specify the aggregate amount, percentage thereof to the total loans granted, aggregate amount of loans granted to promoters, related parties as defined in clause (76) of the section 2 of the companies Act 2013	Yes												
4	<u>Loans, Investments and guarantees</u>													
	In respect of loans, investments and guarantees, whether provisions of Section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide details thereof.	As explained to us and from the records verified, the company has generally complied the provision of section 185 and 186 of The Companies Act, 2013.												
5	<u>Deposit</u>													
	In case the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable, have been complied with? If not, the nature of such contraventions be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?	Nil												
6	<u>Cost Records</u>													
	Whether maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and whether such accounts and records have been so made and maintained;	Yes												
7	<u>Statutory dues</u>													
(a)	whether the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, , service tax, duty of customs, duty of excise, value added tax, and any other statutory dues with the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated by the auditor.	According to the information and explanations given to us and the record examined by us, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employee's State Insurance, Income-tax, Sales-tax and other material Statutory Dues applicable to it. There were no arrears as at, 31st March, 2026 for a period of more than six months from the date they became payable.												
(b)	Where dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not be treated as a dispute).	NA												
	<table><tr><td>Particulars</td><td>F.Y.</td><td>AMOUNT (In Rs.)</td><td>STATUS</td></tr><tr><td></td><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td><td></td></tr></table>	Particulars	F.Y.	AMOUNT (In Rs.)	STATUS									
Particulars	F.Y.	AMOUNT (In Rs.)	STATUS											
	<u>Income Disclosed in Tax Assessment but not properly accounted in Books of Accounts.</u>													
8	Whether any transactions not recorded in books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, if so, whether the previously unrecorded income has been properly recorded by the company in the books of accounts during the year.	NA												
9	<u>Default in Repayment</u>													
(a)	Whether the company has defaulted in repayment of dues to a financial institution or bank or debenture holders? If yes, the period and amount of default to be reported (in case of banks and financial institutions, lender wise details to be provided).	No												
(b)	Whether the company has been disclosed wilful defaulter by any financial institution (including Banks)	No												

(c)	Whether term loan were applied for the purpose for which the loans were obtained, if not, the amount of loan so diverted and the purpose for which it is used.	Yes
(d)	Whether fund raised on short term basis have been utilised for long term purpose, if yes, the nature and amount to be indicated	No
(e)	Whether the company has taken any fund from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures, if so, details thereof with nature of such transaction and the amount in each case.	No
(f)	Whether the company has raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies, if so, provide details thereof and also report if the company has defaulted in repayment of such loan raised.	No

10 Money raised

(a)	Whether moneys raised by way of initial public offer or further public offer (including debt instrument) were applied for the purposes for which those are raised. If not, the details together with delays / default and subsequent rectification, if any, as may be applicable, be reported;	NA
(b)	Whether the company has made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year under review and if so, as to whether the requirement of Section 42 and section 62 of the Companies Act, 2013 have been complied with and the fund raised have been used for the purpose for which the fund were raised, if not , the details in respect of amount involved and nature of non compliances.	NA

11 Fraud

(a)	Whether any fraud by the company or any fraud on the Company by its officers/ employees has been noticed or reported during the year; If yes, the nature and the amount involved be indicated.	To the best of our knowledge and according to the information and explanations given to us, there have been no cases of fraud on or by the Company noticed or reported during the year under report
(b)	whether any report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;	No
(c)	whether the auditor has considered whistle-blower complaints, if any, received during the year by the company	No

12 Nidhi Company

	Whether the Nidhi Company has complied with the Net Owned Fund in the ratio of 1:20 to meet out the liability and whether the Nidhi Company is maintaining 10% liquid assets to meet out the unencumbered liability.	NA
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13 Related Parties Transactions

	Whether all transactions with the related parties are in compliance with Section 188 and 177 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc as required by the accounting standards and Companies Act, 2013.	As per the information and explanation provided to us and records produced before us, the company has generally complied with the provisions.
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14	<u>Internal Audit</u>	
	Whether the company has an internal audit system commensurate with the size and nature of its business, if Yes, whether the reports of the Internal Auditors for the period under audit were considered.	Yes
15	<u>Non-cash Transactions</u>	
	Whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether provisions of Section 192 of Companies Act, 2013 have been complied with.	NA
16	<u>Registration with RBI</u>	
(a)	Whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration is obtained.	NA
(b)	Whether the company has conducted Non-Banking or Housing Finance activities without a valid Certificate of Registration (CoR) from RBI as per Reserve Bank of India Act, 1934	NA
(c)	Whether the company is Core Investment Company (CIC) as defined in the regulations made by the RBI, if so, whether it continues to fulfill the criteria of a CIC, and in case the company is an exempted or unregistered CIC, whether it continues to fulfill such criteria.	NA
17	<u>Cash Losses</u>	
	Whether the company has incurred cash losses in the financial year and in the immediately preceding financial year if so the amount of cash losses.	No
18	<u>Resignation of Previous Statutory Auditor</u>	
	Whether there has been any resignation of the Statutory Auditor during the year, if so, whether consideration has been taken for the issues, objections or concerns raised by the outgoing auditors.	No
19	<u>Material Uncertainty</u>	
	On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, whether the auditor is of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;	Yes
20	<u>Corporate Social Responsibility</u>	
(a)	whether, in respect of other than ongoing projects, the company has transferred unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act;	No
(b)	whether any amount remaining unspent under sub-section (5) of section 135 of the Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance with the provision of sub-section (6) of section 135 of the said Act;	No
21	<u>Qualification or Adverse Remark for CFS Companies</u>	
	Whether there have been any qualification or adverse remark by the respective auditors in the Companies (Auditor's Report) order (CARO) reports of the companies included in the Consolidated Financial Statement, if yes the details of the companies and the paragraph number of the CARO report containing the qualifications or adverse remark.	No

For RPR & CO
Chartered Accountants

Sd/-
Raunaq Kankaria
Partner
M No: 138361
FRN: 131964W

Date: 29/05/2026
Place: Surat

ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **R & B DENIMS LIMITED** ("The Company") as of 31 March 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Standalone Financial Statements

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to the Standalone Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such controls were operating effectively as at 31 March 2026, based on internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For RPR & Co.
Chartered Accountants
Firm Reg. No. 131964W

Place: Surat
Date: 29/05/2026

Sd/-
CA Raunaq Kankaria
(Partner)
Membership Number: 138361
PAN: AANFR3923J

R & B DENIMS LIMITED

CIN: L17120GJ2010PLC062949

Regd. Off.: Block No. 467 Sachin Palsana Road, Palsana Surat, Gujarat, India, 394315.

Website: www.rnbdenims.com | Email: info@rnbdenims.com

STANDALONE STATEMENT OF ASSETS AND LIABILITIES AS AT MARCH 31, 2026**(Rs. in Lakhs)**

SR. NO.	PARTICULARS	NOTE NO.	As at March 31, 2026	As at March 31, 2025
I.	Assets			
(1)	Non-Current Assets			
	(a) Property, Plant and Equipment	3	3,427.02	3,704.14
	(b) Capital Work-in-Progress	4	-	124.77
	(c) Goodwill			
	(d) Other Intangible Assets	5	0.22	0.22
	(e) Financial Assets			
	(i) Investments	6	9,129.91	8,156.86
	(ii) Trade Receivables		-	-
	(iii) Loans	7	2,458.98	4,125.85
	(iv) Other Financial Assets	8	104.35	217.94
	(f) Deferred Tax Assets (net)		-	-
	(g) Other Non-Current Assets	9	4.16	8.64
	Total Non-Current Assets		15,124.63	16,338.42
(2)	Current Assets			
	(a) Inventories	10	3,519.45	3,105.91
	(b) Financial Assets			
	(i) Investments	6	525.08	244.30
	(ii) Trade Receivables	11	5,685.72	3,922.71
	(iii) Cash and Cash Equivalents	12	3.25	12.26
	(iv) Bank Balances other than (iii) above	13	26.09	517.62
	(v) Loans	7	3.72	6.56
	(vi) Other Financial Assets		-	-
	(c) Current Tax Assets (Net)	14	48.64	-
	(d) Other Current Assets	15	589.53	677.85
	Total Current Assets		10,401.48	8,487.22
	Total Assets		25,526.11	24,825.64
II.	Equity and Liabilities			
(1)	Equity			
	(a) Share Capital	16	1,799.47	1,799.47
	(b) Other Equity	17	17,951.38	16,497.14
	Total Equity		19,750.85	18,296.61

R & B DENIMS LIMITED

CIN: L17120GJ2010PLC062949

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Website: www.rnbdenims.com | Email: info@rnbdenims.com

STANDALONE STATEMENT OF ASSETS AND LIABILITIES AS AT MARCH 31, 2026

(Rs. in Lakhs)

SR. NO.	PARTICULARS	NOTE NO.	As at March 31, 2026	As at March 31, 2025
(2)	Liabilities			
	Non-Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	18	356.08	698.49
	(ii) Lease Liabilities			
	(iii) Trade Payables			
	(A)			
	total outstanding dues of micro and small enterprises; and		-	-
	(B) total outstanding dues of creditors other than micro and small enterprises.		-	-
	(iv) Other Financial Liabilities		-	-
	(b) Provisions	19	29.16	27.54
	(c) Deferred Tax Liabilities (Net)	20	149.85	193.04
	(d) Other Non-Current Liabilities		-	-
	Total Non-Current Liabilities		535.08	919.08
	Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	18	3,376.84	4,060.70
	(ii) Lease Liabilities			
	(iii) Trade Payables	21		
	(A)		1,143.94	123.15
	total outstanding dues of micro and small enterprises; and			
	(B) total outstanding dues of creditors other than micro and small enterprises.		471.28	959.75
	(iv) Other Financial Liabilities	22	8.35	16.07
	(b) Other Current Liabilities	23	175.06	393.10
	(c) Provisions	19	64.71	56.93
	(d) Current Tax Liabilities (Net)	14	-	0.25
	Total Current Liabilities		5,240.18	5,609.95
	Total Liabilities		5,775.26	6,529.02
	Total Equity and Liabilities		25,526.11	24,825.64

The accompanying notes 1 - 43 form an integral part of these Standalone Financial Statements.

As per our report of even date

For RPR & Co.

Chartered Accountants

Firm Reg. No.: 131964W

Sd/-

Raunaq Kankaria

Partner

Membership no.: 138361

Date:29/05/2026

Place: Surat

For and on behalf of Board of Directors of**R & B DENIMS LIMITED**

Sd/-

Amit Dalmia

Managing Director

DIN: 00034642

Sd/-

Sujata Dudharejiya

Company Secretary

Date:29/05/2026

Place: Surat

Sd/-

Rajkumar Borana

Director

DIN: 01091166

Sd/-

Parkin Jariwala

Chief Financial Officer

R & B DENIMS LIMITED

CIN: L17120GJ2010PLC062949

Regd. Off.: Block No. 467 Sachin Palsana Road, Palsana Surat, Gujarat, India, 394315.

Website: www.rnbdenims.com | Email: info@rnbdenims.com

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in Lakhs)

SR. NO.	PARTICULARS	NOTE NO.	As at March 31, 2026	As at March 31, 2025
I.	Revenue from Operations	24	29,108.03	23,613.76
II.	Other Income	25	933.34	1,183.42
III.	Total Income [I + II]		30,041.37	24,797.18
IV.	Expenses			
	(a) Cost of materials consumed	26	22,418.85	19,645.37
	(b) Purchases of Stock-in-Trade		-	-
	(c) Changes in inventories of Finished Goods and Work-in-Progress	27	1,131.81	(1,644.50)
	(d) Employee benefit expenses	28	1,430.46	1,303.32
	(e) Finance Costs	29	281.90	325.21
	(f) Depreciation and Amortization Expenses	30	605.19	703.30
	(g) Other Expenses	31	2,222.42	1,726.36
	Total Expenses		28,090.64	22,059.05
V.	Profit / (Loss) before exceptional and extraordinary items and tax [III-IV]		1,950.74	2,738.14
VI.	Exceptional and Extraordinary items	32	-	(1.55)
VII.	Profit / (Loss) before tax [V-VI]		1,950.74	2,739.69
VIII.	Tax Expense:	33		
	(1) Current Year Tax		563.99	692.66
	(2) Deferred Tax		(46.59)	(45.20)
	(3) Earlier Year Tax		(10.82)	0.38
IX.	Profit / (Loss) for the period from continuing operations [VII-VIII]		1,444.15	2,091.85
B.	Discontinuing Operations :			
X.	Profit / (Loss) from Discontinuing Operations		-	-
XI.	Tax Expenses of Discontinuing Operations		-	-
XII.	Profit / (Loss) for the period from discontinuing operations		-	-
XIII.	Profit / (Loss) for the period [IX+XII]		1,444.15	2,091.85
XIV.	Other Comprehensive Income:	34		
	A (i) Items that will not be reclassified to profit or loss		13.48	5.85
	(ii) Income tax relating to items that will not be reclassified to profit or loss		(3.39)	(1.47)
	B (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	Total Other Comprehensive Income (A+B)		10.09	4.37
XV.	Total Comprehensive Income for the period [XIII+XIV]		1,454.24	2,096.22

R & B DENIMS LIMITED

CIN: L17120GJ2010PLC062949

Regd. Off.: Block No. 467 Sachin Palsana Road, Palsana Surat, Gujarat, India, 394315.

Website: www.rnbdenims.com | Email: info@rnbdenims.com

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2026**(Rs. in Lakhs)**

SR. NO.	PARTICULARS	NOTE NO.	As at March 31, 2026	As at March 31, 2025
XVI.	Earnings per equity share from continuing operations (in INR)	35		
	(1) Basic		1.62	2.33
	(2) Diluted		1.62	2.33
XVII.	Earnings per equity share from discontinuing operations (in INR)			
	(1) Basic		-	-
	(2) Diluted		-	-
XVIII.	Earnings per equity share from total operations (in INR)			
	(1) Basic		1.62	2.33
	(2) Diluted		1.62	2.33

The accompanying notes 1 - 43 form an integral part of these Standalone Financial Statements.

As per our report of even date

For RPR & Co.

Chartered Accountants

Firm Reg. No.: 131964W

Sd/-

Raunaq Kankaria

Partner

Membership no.: 138361

**For and on behalf of Board of Directors of
R & B DENIMS LIMITED**

Sd/-

Amit Dalmia

Managing Director

DIN: 00034642

Sd/-

Sujata Dudharejiya

Company Secretary

Date:29/05/2026

Place: Surat

Sd/-

Rajkumar Borana

Director

DIN: 01091166

Sd/-

Parkin Jariwala

Chief Financial Officer

Date:29/05/2026

Place: Surat

R & B DENIMS LIMITED

CIN: L17120GJ2010PLC062949

Regd. Off.: Block No. 467 Sachin Palsana Road, Palsana Surat, Gujarat, India, 394315.

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STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in Lakhs)

Particulars	Year ended	Year ended
	31st March, 2026	31st March, 2025
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	1,950.74	2,739.69
Adjustment For:		
Depreciation	605.19	703.30
(Profit)/Loss on sale of Fixed Assets	(1.16)	(43.22)
Dividend Income	(4.14)	(3.01)
Sub-lease income	(0.15)	(0.30)
Interest Income	(1,103.14)	(1,031.62)
Profit on sale of Investments	(57.42)	(6.83)
Share of profit from partnership firm	(64.22)	(113.40)
Unrealised Gain / (Loss) on Financial Assets	258.27	(24.35)
Gratuity provisioning charged to P&L	15.31	-
Interest Expense	274.67	308.85
Operating Profit before Working Capital Changes	1,873.96	2,529.11
Adjustment For:		
(Increase)/decrease in trade receivables	(1,763.01)	1,047.09
(Increase)/decrease in inventories	(413.54)	(1,296.34)
(Increase)/decrease in other current assets	88.32	229.10
Increase/(decrease) in trade payables	532.31	(799.61)
Increase/(decrease) in other current financial liabilities	(7.71)	15.18
Increase/(decrease) in other current liabilities	(218.04)	(173.49)
Increase/(decrease) in Current Tax Liabilities (Net)	-	(64.33)
Increase/(decrease) in provisions	7.57	13.15
Cash Generated From Operations before taxes	99.85	1,499.88
Income taxes paid	(602.06)	(594.35)
NET CASH FLOW FROM OPERATING ACTIVITIES (A)	(502.21)	905.52
B CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	(216.83)	(119.94)
Adjustment/Sale of Fixed Assets	14.69	126.00
(Investment)/Drawings from partnership firm (net)	(365.76)	(1,863.80)
Investment (made) / sold during the year	(1,088.92)	(341.32)
(Increase)/decrease in other non-current assets	4.49	(8.50)
Profit on sale of Investments	-	6.83
Share of profit from partnership firm	64.22	113.40
Sub - lease income	0.15	0.30
Dividend Income	4.14	3.01
Interest Received	1,103.14	1,031.62
(Increase)/decrease in Loans & Advances & deposits	1,669.62	(580.05)
NET CASH USED IN INVESTING ACTIVITIES (B)	1,188.93	(1,632.45)
C CASH FLOW FROM FINANCING ACTIVITIES:		
Share Capital & Security Premium Received	-	-
Increase/(decrease) in short term borrowings (net)	(683.86)	2,041.64
Increase/(decrease) in long term borrowings (net)	(342.41)	(537.06)
Interest Paid	(274.67)	(308.85)
NET CASH FLOW FROM FINANCING ACTIVITIES (C)	(1,300.95)	1,195.73

Net Increase in Cash & Cash equivalents [A+B+C]	(614.22)	468.80
D Cash and Cash equivalents at the beginning of the year (D)	681.33	212.53
E Cash and Cash equivalents at the end of the year (E)	67.11	681.33
Components of the Cash and Cash Equivalents		
Cash on Hand	2.67	11.85
With Banks - in form of current accounts	0.58	0.42
With Banks - in form of demand deposits	63.86	669.07
Cash and Cash equivalents in Cash Flow Statement	67.11	681.33

The accompanying notes 1 - 43 form an integral part of these Standalone Financial Statements.

Note: The above statement of Cash Flow has been prepared under the "Indirect method" as set out in Ind AS - 7 - Statement of Cash Flows.

As per our report of even date

For RPR & Co.

Chartered Accountants

Firm Reg. No.: 131964W

Sd/-

Raunaq Kankaria

Partner

Membership no.: 138361

Date: 29/05/2026

Place: Surat

**For and on behalf of Board of Directors of
R & B DENIMS LIMITED**

Sd/-

Amit Dalmia

Managing Director

DIN: 00034642

Sd/-

Rajkumar Borana

Director

DIN: 01091166

Sd/-

Sujata Dudharejiya

Company Secretary

Sd/-

Parkin Jariwala

Chief Financial Officer

R & B DENIMS LIMITED

CIN: L17120GJ2010PLC062949

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STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in Lakhs)

A. EQUITY SHARE CAPITAL (Refer Note 16):

PARTICULARS	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the period	1,799.47	1,799.47
Addition during the year	-	-
Reduction during the year	-	-
Balance at the end of the period	1,799.47	1,799.47

B. OTHER EQUITY (Refer Note 17):

PARTICULARS	RESERVES & SURPLUS		OTHER COMPREHENSIVE INCOME	TOTAL
	SECURITY PREMIUM RESERVE	RETAINED EARNINGS		
Balance as at March 31, 2024	7,442.44	6,958.49	-	14,400.92
Add: Profit / (Loss) for the year	-	2,091.85	-	2,091.85
Add: Other Comprehensive Income /(Loss) for the year	-	-	4.37	4.37
Balance as at March 31, 2025	7,442.44	9,050.33	4.37	16,497.14
Add: Profit / (Loss) for the year	-	1,444.15	-	1,444.15
Add: Other Comprehensive Income /(Loss) for the year	-	-	10.09	10.09
Balance as at March 31, 2026	7,442.44	10,494.48	14.46	17,951.38

The accompanying notes 1 - 43 form an integral part of these Standalone Financial Statements.

As per our report of even date

For RPR & Co.

Chartered Accountants

Firm Reg. No.: 131964W

Sd/-

Raunaq Kankaria

Partner

Membership no.: 138361

Date:29/05/2026

Place: Surat

**For and on behalf of Board of Directors of
R & B DENIMS LIMITED**

Sd/-

Amit Dalmia

Managing Director

DIN: 00034642

Sd/-

Sujata Dudharejiya

Company Secretary

Date:29/05/2026

Place: Surat

Sd/-

Rajkumar Borana

Director

DIN: 01091166

Sd/-

Parkin Jariwala

Chief Financial Officer

R & B DENIMS LIMITED**CIN: L17120GJ2010PLC062949**

Registered Office- Block No. 467 Sachin Palsana Road, Palsana, Surat, Gujarat, India, 394315

Website: www.rnbdenims.com, Email: info@rnbdenims.com, Tel No: +91 9601281648

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.**1. CORPORATE INFORMATION**

R & B Denims Limited (Corporate Identity Number: L17120GJ2010PLC062949) (“the Company” or “R&B”) having its registered office at Block No. 467, Sachin Palsana Road, Palsana, Surat, Gujarat, India – 394 315, is a public Company incorporated and domiciled in India. The Company was incorporated on November 11, 2010 under the provisions of erstwhile Companies Act, 1956.

The Company is engaged in the business of manufacturing of Denim Fabrics both for sale and rendering job-work services.

The Equity shares of the Company are listed on Bombay Stock Exchange (“BSE”).

2. BASIS OF PREPARATION & PRESENTATION OF FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES**2.1. Statement of Compliance with Indian Accounting Standards (“Ind AS”)**

The standalone financial statements of the Company as at and for the year ended March 31, 2026 (“financial statements”) have been prepared and presented in accordance with Indian Accounting Standards (“Ind AS”) notified under Section 133 of the Companies Act, 2013 (“the Act”) [Companies (Indian Accounting Standards) Rules, 2015] and presentation requirements of Division II of Schedule III to the Companies Act, 2013 as amended from time to time, guidelines issued by the Securities and Exchange Board of India (“SEBI”) and other relevant provisions of the Act and accounting principles generally accepted in India. These standalone financial statements have been prepared by the Company on a going concern basis.

The Standalone Financial Statements of the Company comprises of its Standalone Statement of Assets and Liabilities as at March 31, 2026, and Standalone Statement of Profit and Loss, Standalone Statement of Changes in Equity and Standalone Statement of Cash Flows for the year then ended.

The Standalone Statement of Cash Flows has been prepared and presented as per the “Indirect Method” prescribed under Ind AS 7 – Statement of Cash Flows.

2.2. Statement of Consistency of Accounting Policy

The accounting policies are applied consistently to all the periods presented in the financial statements, except where a newly issued accounting standard is initially adopted or a revision to an existing standard requires a change in the accounting policy hitherto in use.

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.**2.3. Functional and Presentation Currency and rounding of amounts**

The financial statements are presented in Indian Rupee (Rs.) which is also the functional currency of the Company. All amounts disclosed in the financial statements and notes have been rounded-off to the nearest lakh with two decimal thereof as per the requirement of Schedule III, unless otherwise stated.

2.4. Basis of Measurement

The financial statements have been prepared on a historical cost basis and on accrual basis, except for the following:

- Financial assets and liabilities are measured at fair value or at amortised cost depending on classification;
- Derivative financial instruments and contingent consideration is measured at fair value;
- Assets held for sale – measured at fair value less cost to sell;
- Defined benefit plans – plan assets measured at fair value;
- Lease liability and Right-of-use assets – measured at fair value; and
- Asset and liabilities assumed as part of business combination – measured at fair value.

A historical cost is a measure of value used for accounting in which the price of an asset on the balance sheet is based on its historical cost, it is generally fair value of consideration given in exchange for goods and services at the time of transaction or original cost when acquired by the company.

Fair value is the price that is likely to be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the company takes into account the characteristics of the asset or liability that market participants would take into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the financial statements is determined on such a basis, except for share based payment transactions that are within the scope of Ind AS 102 – Share Based Payment and leasing transactions that are within the scope of Ind AS 116 – Leases.

Fair value measurements under Ind AS are categorised into fair value hierarchy based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are prescribed as follows:

- Level one quoted prices (unadjusted) in active markets for identical assets or liabilities that the company can access on measurement data;

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.

- Level two inputs, other than quoted price is included within level one, that are observable for the asset or liability, either directly or indirectly; and
- Level three where observable inputs are used for the valuation of assets or liabilities.

2.5. Key Accounting Estimates and Judgements

The preparation of financial statements requires management of the Company to make judgements, estimates and assumptions that affect the reported assets and liabilities, revenue and expenses and disclosures relating to contingent liabilities. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Estimates and underlying assumptions are reviewed by management at each reporting date. Actual results could differ from these estimates. Any revision of these estimates is recognised prospectively in the current and future periods.

Following are the critical judgements made by the Management while compiling the financial statements of the Company:

a) Income Taxes

Significant judgements are involved in determining the provision for income taxes including judgement on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods. The recognition of taxes that are subject to certain legal or economic limits or uncertainties is assessed individually by Management based on the specific facts and circumstances.

In assessing the realisability of deferred tax assets, Management considers whether some portion or all of the deferred tax assets will not be realised. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, Management believes that the Company will realise the benefits of those deductible differences. The amount of the deferred income tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.**b) Provisions and Contingent Liabilities**

The Company exercises judgement in determining if a particular matter is possible, probable or remote. The Company also exercises judgement in measuring and recognising provisions and the exposures to contingent liabilities related to pending litigation or other outstanding claims subject to negotiated settlement, mediation, government regulation, as well as other contingent liabilities. Judgement is necessary in assessing the likelihood that a pending claim will succeed, or a liability will arise and to quantify the possible range of the financial settlement. Because of the inherent uncertainty in this evaluation process, actual losses may be different from the originally estimated provision. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

c) Leases

Ind AS 116 - Leases requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

Following are the critical estimates made by the Management while compiling the financial statements of the Company:

a) Useful lives of property, plant and equipment and intangible assets

Property, plant and equipment and intangibles assets represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

b) Expected credit loss

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Website: www.rnbdenims.com, Email: info@rnbdenims.com, Tel No: +91 9601281648**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.**

In accordance with Ind AS 109 - Financial Instruments, the Company applies ECL model for measurement and recognition of impairment loss on the trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115 - Revenue from Contracts with Customers.

For this purpose, the Company follows 'simplified approach' for recognition of impairment loss allowance on the trade receivable balances, contract assets and lease receivables. The application of simplified approach requires expected lifetime losses to be recognised from initial recognition of the receivables based on lifetime ECLs at each reporting date.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

In case of other assets, the Company determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to twelve months ECL is measured and recognised as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognised as loss allowance

c) Accounting for defined benefit plans

In accounting for post-retirement benefits, several statistical and other factors that attempt to anticipate future events are used to calculate plan expenses and liabilities. These factors include expected return on plan assets, discount rate assumptions and rate of future compensation increases. To estimate these factors, actuarial consultants also use estimates such as withdrawal, turnover and mortality rates which require significant judgement. The actuarial assumptions used by the Company may differ materially from actual results in future periods due to changing market and economic conditions, regulatory events, judicial rulings, higher or lower withdrawal rates, or longer or shorter participant life spans.

d) Impairment of Non-Financial Assets

An impairment loss is recognised for the amount by which an asset's or cash-generating unit's carrying amount exceeds its recoverable amount. To determine the recoverable amount, management estimates expected future cash flows from each asset or cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring expected future

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.

cash flows, management makes assumptions about future operating results. These assumptions relate to future events and circumstances. The actual results may vary and may cause significant adjustments to the Company's assets.

In most cases, determining the applicable discount rate involves estimating the appropriate adjustment to market risk and the appropriate adjustment to asset-specific risk factors.

e) Fair value of Financial Instruments

Management uses valuation techniques in measuring the fair value of financial instruments where active market quotes are not available. Details of the assumptions used are given in the notes regarding financial assets and liabilities. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

2.6. Significant Accounting Policies**a) Current and Non-Current Classification**

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is classified as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within 12 months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

- It is Expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within 12 months after the reporting period, or

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has determined its operating cycle, as explained in schedule III of the Companies Act, 2013, as twelve months, having regard to the nature of business being carried out by the Company. The same has been considered for classifying assets and liabilities as current and non-current while preparing the financial statements.

b) Property, Plant and Equipment and Capital work-in-progress**Recognition and Measurement**

Property, plant and equipment, is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any.

Cost of acquisition or construction of property, plant and equipment comprises its purchase price including import duties and non-refundable purchase taxes net of trade discounts, rebates and any directly attributable cost of bringing the item to its working condition for its intended use, including relevant borrowing costs and any expected costs of decommissioning.

Property, plant and equipment acquired in a business combination, other than common control combination, are recognised at fair value at the acquisition date. Property, plant and equipment acquired under common control combination are recognised at carrying value at the acquisition date.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance cost are charged to the standalone statement of profit and loss during the period in which they are incurred.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.

Material items such as spare parts, stand-by equipment and service equipment are classified as property, plant and equipment when they meet the definition of property, plant and equipment as specified in Ind AS 16 – Property, Plant and Equipment.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as ‘Capital work-in-progress’. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under ‘Other Non-Current Assets’.

Capital work-in-progress included in non-current assets comprises of direct costs, related incidental expenses and attributable interest. Capital work-in-progress are not depreciated as these assets are not yet available for use.

De-recognition

An item of property, plant and equipment, is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the standalone statement of profit and loss.

c) Intangible Assets**Recognition and Measurement**

Intangible assets such as marketing intangibles, trademarks, technical know-how, brands, customer relationship, computer software, product related intangibles, distribution network and non – compete rights acquired separately are measured on initial recognition at cost. Further, payments to third parties for in-licensed products, generally take the form of up-front and milestones payments and are capitalised following a cost accumulation approach to variable payments (milestones) when receipt of economic benefits out of the separately purchased transaction is considered to be probable. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment loss, if any. Subsequent expenditures are capitalised only when they increase the future economic benefits embodied in the specific asset to which they relate.

Acquired research and development intangible assets that are under development are recognised as In-Process Research and Development assets (“IPR&D”) or Intangible assets under development. IPR&D assets are not amortised but evaluated for potential impairment on an annual basis or when there are indications that the carrying value may not be recoverable. Subsequent expenditure on an In-Process

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.

Research or Development project acquired separately or in a business combination and recognised as an intangible asset is:

- recognised as an expense when incurred, if it is research expenditure;
- capitalised if the cost can be reliably measured, the product or process is technically and commercially feasible and the Company has sufficient resources to complete the development and to use and sell the asset;

Expenditure for obtaining regulatory approvals and registration of products for overseas markets is charged to the standalone statement of profit and loss.

De-recognition

Intangible assets are de-recognised either on their disposal or where no future economic benefits are expected from their use. Losses arising on such de-recognition are recorded in the profit or loss and are measured as the difference between the net disposal proceeds, if any and the carrying amount of respective intangible assets as on the date of de-recognition.

d) Investment Properties

Property that is held for long-term rental yields or for capital appreciation or both and that is not occupied by the Company, is classified as investment properties. Investment property is measured initially at its cost, including related transaction costs and borrowing costs where applicable. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably.

Investment properties are depreciated using the straight-line method over their estimated useful lives. Investment properties generally have a useful life of 5-60 years. The useful life has been determined based on technical evaluation performed by the management's expert.

e) Inventories

Inventories consist of raw materials and packing materials, work-in-progress, stock-in-trade, finished goods, stores and spares, which are valued at lower of cost or net realisable value. The Company used First-In-First-Out (FIFO) for valuing its inventory.

Cost of inventory comprises all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and the estimated cost necessary to make the sale.

The Company reviews the condition of its inventories and makes provision against obsolete and slow – moving inventory items which are identified as no longer suitable for sale or use. Obsolete and slow – moving items are valued at cost or estimated net realisable value, whichever is lower. Any write down of inventories is recognised as an expense during the year.

f) Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand and cash at bank including fixed deposit with original maturity period of three months or less and short-term highly liquid investments with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

g) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets**Classification**

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), or fair value through profit or loss. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them.

Initial recognition and measurement

All financial assets excluding trade receivables are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, in which case they are recognised at fair value. The Company's trade receivables do not contain any significant financing component and hence are measured at the transaction price measured under Ind AS 115 "Revenue from Contracts with Customers".

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.**Subsequent Measurement***Financial assets carried at amortised cost*

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset for collecting contractual cash flows and the contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the Statement of Profit or Loss. The losses arising from impairment are recognised in the Statement of Profit or Loss.

Financial assets carried at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets and the contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the company recognizes interest income, impairment losses and reversals in the Profit and Loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Profit and Loss. Interest earned whilst holding FVTOCI asset is reported as interest income using the EIR method.

Equity instruments, except for the ones held for trading, could also be classified as at FVTOCI, if the Company makes an irrevocable election to do so at the time of initial recognition. Such election is made on instrument-to-instrument basis. In case of equity instruments classified as at FVTOCI, all the fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. The Company has designated certain equity instruments as at FVTOCI.

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.**Financial assets carried at fair value through profit or loss (FVTPL)**

A financial asset which is not categorized as at amortised cost or as FVTOCI, is classified and subsequently measured as at FVTPL.

As per the requirements of Ind AS 109 - "Financial Instruments", all investments in equity instruments and contracts on those instruments are to be measured at FVTPL unless designated at FVTOCI. However, there might be situations where cost may be an appropriate estimate of fair value. That may be the case if insufficient information is available to measure fair value, or if there is a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

De-recognition

A financial asset (or, where applicable, a part of a financial asset) is primarily de-recognised (i.e., removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in OCI and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

Financial Liabilities

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.**Classification**

Financial liabilities are classified, at initial recognition, as subsequently measured at amortised cost, except for financial liabilities specifically classified and subsequently measured as at fair value through profit and loss.

Initial recognition and measurement

The Company initially measures a financial liability at its fair value plus, in the case of a financial liability not at fair value through profit or loss, transaction costs.

Subsequent measurement**Financial liabilities carried at amortised cost**

The Company measures its financial liabilities at amortised cost using the effective interest rate method. The effective interest rate is the rate that exactly discounts, estimated future cash payments (including all fees, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost on initial recognition.

The interest expense (calculated based on effective interest method) and any gain or loss on derecognition is recognised in the Statement of Profit and Loss.

Financial assets carried at fair value through profit or loss (FVTPL)

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or is a derivative (except for effective hedge) or are designated upon initial recognition as FVTPL. Gains or losses, including any interest expense on liabilities held for trading are recognised in the Statement of Profit and Loss.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.**h) Leases**Where Company is Lessee:

The Company's lease asset classes primarily consist of leases for land, factory building and office building. The Company assesses whether a contract is or contains a lease, at the inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset;
- the Company has substantially all of the economic benefits from use of the asset through the period of the lease; and
- the Company has the right to direct the use of the asset.

The right-of-use asset is a lessee's right to use an asset over the life of a lease. At the date of commencement of the lease, the Company recognises a right-of-use asset ('ROU') and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases of low value assets. For these leases of low value assets, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease. The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

Lease liability is initially measured at the present value of future lease payments. Lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability and reducing the carrying amount to reflect the lease payments made. A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Where Company is lessor:

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The Company has given certain premises under operating lease or leave and license agreement. The Company retains substantially all risks and benefits of ownership of the leased asset and hence classified as operating lease. Lease income on such operating lease is recognised in profit or loss under 'Rent' as Other income.

i) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet and adjusted to reflect the current best estimates.

j) Contingent Assets & Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. The Company does recognise a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

k) Taxes

Income tax expense comprises of current tax expense and deferred tax expense/benefit. Current and deferred taxes are recognised in the standalone statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity.

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Website: www.rnbdenims.com, Email: info@rnbdenims.com, Tel No: +91 9601281648**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.***Current Income Tax*

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the applicable income tax law of the respective jurisdiction. The current tax is calculated using tax rates that have been enacted or substantively enacted, at the reporting date and any adjustment to tax payable in respect of previous years. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred Tax

Deferred tax is recognised using the Balance Sheet approach on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be recovered or settled.

The Company recognises deferred tax liability for all taxable temporary differences associated with investments in subsidiaries and associates, except to the extent that both of the following conditions are satisfied:

- When the Company is able to control the timing of the reversal of the temporary difference; and
- It is probable that the temporary difference will not reverse in the foreseeable future.

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Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities.

I) Employee Benefit Expenses**Short-Term Employee Benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and are measured on undiscounted basis. Benefits such as salaries, wages, etc. and the expected cost of ex gratia are recognised in the period in which the employee renders the related service. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Post-Employment Benefits**Defined Contribution Plan**

Post-retirement contribution plans such as Employees' Pension scheme, Labour Welfare Fund, Employee State Insurance Corporation (ESIC) are charged to the standalone statement of profit and loss for the year when the contributions to the respective funds accrue. The Company does not have any obligation other than the contribution made.

Defined Benefit Plans**Employee's Provident Fund**

In accordance with the Employees' Provident Fund and Miscellaneous Provision Act, 1952, all eligible employees of the Company are entitled to receive benefits under the provident fund plan in which both the employee and employer (at a determined rate) contribute monthly to Employee's Provident Fund, a Fund set up by the Government. The contributions made by the Company are recognised as an expense in the standalone statement of profit and loss under "Employee benefits expense".

Gratuity Obligations

Post-retirement benefit plans such as gratuity for eligible employees of the Company are calculated using projected unit credit method on the basis of actuarial valuation made by an independent actuary as at the reporting date. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is included in retained earnings and will not be reclassified to the standalone statement of profit and loss.

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The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the standalone statement of profit and loss.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the standalone statement of profit and loss as past service cost.

m) Revenue Recognition

The Company derives revenue primarily from sale of Denim Fabrics and rendering of job-work service towards the same. Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. Revenue excludes amounts collected on behalf of government authorities such as Goods and Service Tax (GST), returns, trade allowances, rebates and amounts collected on behalf of third parties. To recognize revenues, the Company applies the following five step approach:

- Identify the contract with a customer,
- Identify the performance obligations in the contract,
- Determine the transaction price,
- Allocate the transaction price to the performance obligations in the contract, and
- Recognize revenues when a performance obligation is satisfied.

Sale of Goods

The Company recognizes revenue from sale of goods measured upon satisfaction of performance obligation which is at a point in time when control of the goods is transferred to the customer, generally on delivery of the goods. Depending on the terms of the contract, which differs from contract to contract, the goods are sold on a reasonable credit term. As per the terms of the contract, consideration that is variable, according to Ind AS 115, is estimated at contract inception and updated thereafter at each reporting date or until crystallisation of the amount.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, rebates, scheme allowances, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method

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based on accumulated experience and underlying schemes and agreements with customers). Due to the short nature of credit period given to customers, there is no financing component in the contract.

Rendering of Service

Revenue from services rendered is recognised in the standalone statement of profit and loss as the underlying services are performed. Upfront non-refundable payments received under these arrangements are deferred and recognised as revenue over the expected period over which the related services are expected to be performed.

n) Other Income*Interest Income*

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividends

Dividend income from investments is recognised when the right to receive payment has been established, provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

Other (Other than Interest and Dividend Income)

Other Income consists of rent income, insurance claim, vendor settlement income and miscellaneous income and is recognised when it is probable that the economic benefits will flow to the Company and amount of income can be measured reliably.

o) Finance Costs

General and specific borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of such asset till such time the asset is ready for its intended use and borrowing cost are being incurred. A qualifying asset is an asset that necessarily takes a substantial time to get ready for its intended use. All other borrowing costs are recognised as an expense in the period they are incurred.

Borrowing cost includes interest expense, amortisation of discounts and ancillary costs incurred in connection with borrowing of funds. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.**p) Depreciation and Amortization***Depreciation*

Depreciation on property, plant and equipment (other than freehold land) is calculated on pro-rata on the straight line method based on the useful life of the assets as indicated under Part C of Schedule II of the Companies Act, 2013 except for certain assets where management believes and based on the technical evaluation and assessment that the useful lives adopted by it best represent the period over which an asset is expected to be available for use.

Freehold land has an unlimited useful life and therefore is not depreciated.

Depreciation on additions is provided on a pro – rata basis from the month of installation or acquisition and in case of projects from the date of commencement of commercial production. Depreciation on deductions / disposals is provided on a pro-rata basis up to the month preceding the month of deduction / disposals.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and, if expectations differ from previous estimates, the changes are accounted for as a change in an accounting estimate and adjusted prospectively.

The estimated useful lives are as follows:

Property, plant and equipment	Useful Life
Buildings	30 years
Plant and Equipment	15 years
Furniture and Fixtures	10 years
Vehicles	8 years
Computer	3 years

Amortisation

The Company amortises intangible assets with a finite useful life using the straight-line method over the following useful lives:

Intangible Asset	Useful Life
Software	3 years
Trademark	10 years

The amortisation period and the amortisation method for intangible assets with a finite useful life are reviewed at each reporting date and adjusted prospectively, if appropriate.

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The amortisation expense on intangible assets with finite life is recognised in standalone statement of profit and loss under the head depreciation, impairment and amortisation expense.

q) Impairment***Impairment of Financial Assets***

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are measured at amortised cost
- Financial assets that are measured at FVTOCI
- Trade or other contractual receivables resulting from transactions that are within the scope of Ind AS 115

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade or other contractual receivables resulting from transactions that are within the scope of Ind AS 115. This approach doesn't require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

The Company follows 'general approach' for recognition of impairment loss allowance, on other financial assets, wherein the Company provides for 12-month ECL on 'Low Credit Risk' financial assets and lifetime time ECL on 'Moderate Credit Risk' and 'High Credit Risk' financial assets.

If, in a subsequent period, credit quality of the financial asset improves such that there is no longer a significant credit risk, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected

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life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.
- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.

Impairment of Non-Financial Assets

The carrying amounts of the Company's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. For goodwill and intangible assets that have indefinite lives or that are not yet available for use, an impairment test is performed each year at 31st March.

An asset's recoverable amount is the higher of an asset's or cash generating unit's (CGU) fair value less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash-generating unit. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generate cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

The goodwill acquired in a business combination is, for the purpose of impairment testing, allocated to cash-generating units that are expected to benefit from the synergies of the combination.

An impairment loss is recognised in the standalone statement of profit and loss if the estimated recoverable amount of an asset or its cash-generating unit is lower than its carrying amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

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Website: www.rnbdenims.com, Email: info@rnbdenims.com, Tel No: +91 9601281648**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.**

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Goodwill that forms part of the carrying amount of an investment in an associate is not recognised separately and therefore is not tested for impairment separately. Instead, the entire amount of the investment in an associate is tested for impairment as a single asset when there is objective evidence that the investment in an associate may be impaired.

r) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The average weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

s) Investment in subsidiary, associate and joint venture

The Company has opted for accounting its investment in subsidiaries, associates and joint ventures at cost less impairment loss (if any), in accordance with Ind AS 27 – "Separate Financial Statements".

t) Exceptional Items

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Company is treated as an exceptional item and the same is disclosed in standalone statement of profit and loss and in the notes forming part of the standalone financial statements.

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**(Rs. in Lakhs)****3 Property, Plant and Equipment**

PARTICULARS		BUILDINGS	PLANT & MACHINERY	FURNITURE & FITTINGS	MOTOR VEHICLES	COMPUTERS	ELECTRICAL EQUIPMENTS	Total
GROSS CARRYING VALUE								
Balance as at March 31, 2024		648.98	7,323.45	-	20.09	13.18	192.72	8,198.43
Adj.:	Additions during the year	64.79	35.03	-	-	3.06	17.06	119.94
	Deletions during the year	-	(252.27)	-	-	-	-	(252.27)
	Other Adjustments	-	-	-	-	-	-	-
Balance as at March 31, 2025		713.78	7,106.21	-	20.09	16.24	209.78	8,066.09
Adj.:	Additions during the year	42.83	168.23	11.50	1.05	9.73	108.26	341.60
	Deletions during the year	-	(52.41)	-	-	(0.55)	-	(52.96)
	Other Adjustments	-	-	-	-	-	-	-
Balance as at March 31, 2026		756.61	7,222.02	11.50	21.14	25.42	318.04	8,354.74
ACCUMULATED DEPRECIATION								
Balance as at March 31, 2024		351.04	3,138.78	-	17.64	11.46	143.13	3,662.05
Adj.:	Depreciation charged for the year	29.52	655.85	-	0.64	1.47	12.42	699.90
	Disposals made during the year	-	-	-	-	-	-	-
	Other Adjustments	-	-	-	-	-	-	-
Balance as at March 31, 2025		380.56	3,794.63	-	18.28	12.93	155.55	4,361.95
Adj.:	Depreciation charged for the year	33.97	545.27	1.66	0.50	3.93	19.86	605.19
	Disposals made during the year	-	(39.09)	-	-	(0.33)	-	(39.42)
	Other Adjustments	-	-	-	-	-	-	-
Balance as at March 31, 2026		414.53	4,300.81	1.66	18.78	16.54	175.41	4,927.72
NET CARRYING VALUE								-
Balance as at March 31, 2026		342.08	2,921.22	9.84	2.36	8.88	142.63	3,427.01
As at March 31, 2025		333.22	3,311.58	-	1.81	3.31	54.23	3,704.14

Notes:

- (1) The title deeds of immovable properties are held in the name of the Company.
- (2) The Company has not revalued its property, plant and equipment.
- (3) Moveable fixed assets are hypothecated against the borrowings .

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in Lakhs)

4 Capital Work-in-Progress

PARTICULARS	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	124.77	-
Adj.: Additions during the year	-	124.77
Assets capitalised during the year	(124.77)	-
Balance at the end of the year	-	124.77

a Capital work-in-progress ageing schedule:

CWIP as at March 31, 2026

(Rs. in Lakhs)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Suspended projects	-	-	-	-	-
Total	-	-	-	-	-

CWIP as at March 31, 2025

(Rs. in Lakhs)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in progress	124.77	-	-	-	124.77
Suspended projects	-	-	-	-	-
Total	124.77	-	-	-	124.77

- (1) There are no projects under capital work-in-progress, whose completion is either overdue or has exceeded its cost compared to its original plan as on 31st March, 2026 and 31st March, 2025.

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**(Rs. in Lakhs)****5 Other Intangible Assets**

Particulars		Trademark
GROSS CARRYING VALUE		
Balance as at March 31, 2024		0.24
Adj.:	Additions during the year	-
	Deletions during the year	-
	Other Adjustments	-
Balance as at March 31, 2025		0.24
Adj.:	Additions during the year	-
	Deletions during the year	-
	Other Adjustments	-
Balance as at March 31, 2026		0.24
ACCUMULATED DEPRECIATION		
Balance as at March 31, 2024		0.02
Adj.:	Amortization charged for the year	0.00
	Disposals made during the year	-
	Other Adjustments	-
Balance as at March 31, 2025		0.03
Adj.:	Amortization charged for the year	-
	Disposals made during the year	-
	Other Adjustments	-
Balance as at March 31, 2026		0.03
NET CARRYING VALUE		
Balance as at March 31, 2026		0.22
As at March 31, 2025		0.22

Notes:

- (1) The Company has not revalued its intangible assets.

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**(Rs. in Lakhs)****6 Investments**

PARTICULARS	As at March 31, 2026	As at March 31, 2025
A. Non-Current Investments:		
(a) Investments measured at Cost:		
<i>(i) Investment in Partnership Firms:</i>		
1 RB Industries	2,983.42	3,318.29
2 Ricon Industries	5,419.09	4,718.46
<i>(ii) Investment in Subsidiary Company:</i>		
1 Ricon Textile Private Limited	335.00	-
<i>(iii) Other Unquoted Investments</i>	20.09	20.11
(b) Investments measured at Fair Value through Profit and Loss:		
<u>Quoted Investments:</u>		
(i) Units of AIFs	372.31	100.00
Total	9,129.91	8,156.86
(Less): Provision for diminution in value of Investments	-	-
Total Investments	9,129.91	8,156.86
Aggregate amount of investment in partnership firms	8,402.50	8,036.75
Aggregate amount of unquoted investments	355.09	20.11
Aggregate market value of quoted investments	372.31	100.00
B. Current Investments:		
<u>Quoted Investments:</u>		
(a) Investments measured at Fair Value through Profit and Loss:		
(i) Equity Instruments:	525.08	244.30
Total	525.08	244.30
(Less): Provision for diminution in value of Investments	-	-
Net Current Investments	525.08	244.30
Aggregate amount of unquoted investments	-	-
Aggregate market value of quoted investments	525.08	244.30

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in Lakhs)

7 Loans

PARTICULARS	As at March 31, 2026	As at March 31, 2025
A. Non-Current Loans:		
(a) <u>Unsecured Loans, Considered Good</u>		
Loans to related parties	367.69	-
Loans to other parties	2,091.29	4,125.85
	2,458.98	4,125.85
Less: Allowance for bad and doubtful debts	-	-
Sub-Total (b)	2,458.98	4,125.85
Total Non-Current Loans and Advances	2,458.98	4,125.85
B. Current Loans:		
(a) <u>Unsecured Loans, Considered Good</u>		
Loan to employees	3.72	6.56
	3.72	6.56
Less: Allowance for bad and doubtful debts	-	-
Sub-Total (b)	3.72	6.56
Total Current Loans and Advances	3.72	6.56

Notes:

- (1) Disclosure relating to related parties to whom the said loans have been extended is made at note 37.
- (2) Loan to related parties and other parties represents loans given by the company at the interest rate of 9% p.a. and is repayable on demand.

8 Other Financial Assets

PARTICULARS	As at March 31, 2026	As at March 31, 2025
A. Non-Current - Other Financial Assets:		
(a) Bank deposits with remaining maturity of more than 12 months (refer note 1 below)	37.77	151.45
(b) <u>Other Security Deposits:</u>		
(i) Utility Connection Security Deposits	57.53	57.53
(ii) Other Security Deposits	9.05	8.96
Total	104.35	217.94

Notes:

- (1) Bank deposits amounting to ₹ 37.77 lakhs have been classified as non-current assets as they are under lien against bank guarantees and are not available for use by the Company during this period.

9 Other Non-Current Assets

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Custom Duty (Refundable)	0.34	0.34
(b) Capital Advances	3.82	8.31
Total	4.16	8.64

Notes:

- (1) Advances are non-interest bearing and are generally paid for upto 180 days in advance.

10 Inventories

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Yarn	1,638.49	106.28
(b) Grey Fabric	-	46.20
(c) Garmenting	-	1.32
(d) Colour Chemical	144.10	101.12
(e) Finished Fabrics	1,330.96	2,648.46
(f) Work in Progress	343.48	157.79
(g) Coal / Lignite	19.92	4.23
(h) Stores & Packing Material	42.51	40.51
Total	3,519.45	3,105.91

Notes:

- (1) Inventory has been hypothecated against borrowings.

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**Ageing schedule for outstanding trade receivables:****(Rs. in Lakhs)****11.1 Ageing Schedule as at March 31, 2026:**

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed:							
(a) Considered Good	-	5,685.66	0.06	-	-	-	5,685.72
(b) Having significant Credit Risk	-	-	-	-	-	-	-
(c) Credit Impaired	-	-	-	-	-	-	-
Disputed:							
(a) Considered Good	-	-	-	-	-	-	-
(b) Having significant Credit Risk	-	-	-	-	-	-	-
(c) Credit Impaired	-	-	-	-	-	-	-
Total	-	5,685.66	0.06	-	-	-	5,685.72
Less: Provision for ECL	-	-	-	-	-	-	-
Net Trade Receivables	-	5,685.66	0.06	-	-	-	5,685.72

Ageing Schedule as at March 31, 2025:

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed:							
(a) Considered Good	-	3,917.81	0.18	-	0.02	4.70	3,922.71
(b) Having significant Credit Risk	-	-	-	-	-	-	-
(c) Credit Impaired	-	-	-	-	-	-	-
Disputed:							
(a) Considered Good	-	-	-	-	-	-	-
(b) Having significant Credit Risk	-	-	-	-	-	-	-
(c) Credit Impaired	-	-	-	-	-	-	-
Total	-	3,917.81	0.18	-	0.02	4.70	3,922.71
Less: Provision for ECL	-	-	-	-	-	-	-
Net Trade Receivables	-	3,917.81	0.18	-	0.02	4.70	3,922.71

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**(Rs. in Lakhs)****11 Trade Receivables**

PARTICULARS	As at March 31, 2026	As at March 31, 2025
Secured Receivables - Considered good		-
Unsecured Receivables - Considered good	5,685.72	3,922.71
Receivables having significant increase in Credit Risk	-	-
Credit Impaired Receivables	-	-
	5,685.72	3,922.71
Less: Allowance for expected credit loss (using Simplified Approach)	-	-
Total	5,685.72	3,922.71
Current Trade Receivables	5,685.72	3,922.71
Non-Current Trade Receivables	-	-
Total	5,685.72	3,922.71

Notes:

- (1) Trade receivables are non-interest bearing and are generally due upto 60 days.
- (2) There are no debts due by Directors or other Officers of the Company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any Director is a Partner or a Director or a Member except as disclosed in note 37.
- (3) Trade Receivables have been hypothecated against borrowings .
- (4) Ageing schedule for outstanding trade receivables.(Refer note 11.1)

12 Cash and Cash Equivalents

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Cash on hand	2.67	11.85
(b) Balances with Banks	0.58	0.42
Total	3.25	12.26

13 Bank Balance other than Cash and Cash Equivalents

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Fixed Deposits with Banks (remaining maturity more than 3 months but less than 12 months)	26.09	517.62
Total	26.09	517.62

Notes:

- (1) Fixed Deposits are lien marked against the bank guarantees availed by the Company.

14 Current Tax Assets / (Liabilities) (Net)

PARTICULARS	As at March 31, 2026	As at March 31, 2025
Advance Tax paid	455.00	580.00
TDS / TCS receivable for current period	157.63	112.41
	612.63	692.41
Less: Provision for Tax for the period	(563.99)	(692.66)
Total	48.64	(0.25)

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**(Rs. in Lakhs)****15 Other Current Assets**

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Advance to Suppliers, Unsecured Considered Good	117.46	197.46
(b) Balance with Government Authorities		
Interest Subsidy Receivable	6.50	-
SGST Subsidy Receivable	34.89	1.55
DGVCL - WM units Receivable	56.44	75.14
GST input credit receivable	278.72	285.11
Income Tax Refund Receivable	41.88	41.73
GST refund receivable	18.04	35.78
Duty drawback receivable	1.43	2.78
Others Receivable	4.37	18.15
(c) Excess expenditure on CSR Activities	4.05	-
(d) Prepaid Expenses	24.75	20.16
(e) Prepaid rent	1.02	-
Total	589.53	677.85

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in Lakhs)

16 Share Capital

PARTICULARS	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	Amount	No. of Shares	Amount
Authorised Capital*				
Equity Shares of Face Value INR 1/- each.	30,00,00,000	3,000.00	12,75,00,000	2,550.00
Issued, Subscribed Capital*				
Equity Shares of Face Value INR 1/- each.	17,99,46,880	1,799.47	8,99,73,440	1,799.47
Paid-Up Capital*				
Equity Shares of Face Value INR 2/- each.	8,99,73,440	1,799.47	8,99,73,440	1,799.47

*During the financial year ended March 31, 2026, the Board of Directors of the Company vide resolution dated February 14, 2026 proposed and agreed to increase the authorised capital of the Company from existing Rs.25,50,00,000 comprising of 12,75,00,000 equity shares of Face Value Rs. 2/- each to Rs. 30,00,00,000 comprising of 30,00,00,000 equity shares of Face Value Rs. 1/- each.

In the same board meeting, it was further proposed to split each existing equity share of the Company having Face Value Rs. 2/- each into 2 equity shares of Face Value Re. 1/- each. Further, it was also proposed to issue bonus shares of the Company in the ratio of 1:2 post giving effect to share split, i.e., 1 bonus equity share of the Company of Face Value Re. 1/- against 2 equity shares of the Company of Face Value Re. 1/- held by the shareholder.

The above proposed increase in authorised capital, share split and issue of bonus shares was approved by the members of the Company at their Extra Ordinary General Meeting held on March 13, 2026. Further, the same was also intimated to the Registrar of Companies (RoC) Ahmedabad, vide filig of Form SH-7 by the Company on March 28, 2026.

However, the same got effective on April 02, 2026 post approval from stock exchange. And accordingly, the proposed bonus equity shares were issued on April 06, 2026 to the respective shareholders of the Company.

Accordingly, the effect of share split and bonus issue which got effective post the closure date of financials for F.Y. 2025-26 has not been given effect to in the current financial statements.

a Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	Amount	No. of Shares	Amount
Opening Balance	8,99,73,440	1,799.47	8,99,73,440	1,799.47
Add: Issued during the year	-	-	-	-
(Less): Buy-back during the year	-	-	-	-
Add / (Less): Others adjustments				
Closing Balance	8,99,73,440	1,799.47	8,99,73,440	1,799.47

b Terms / Rights attached to shares:

The Company has only one class of equity shares having a par value of Rs. 2 per share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

c Details of shareholders holding more than 5% shares in Company:

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	Holding %	No. of Shares	Holding %
Rajkumar Mangilal Borana	1,02,64,605	11.41%	1,02,64,605	11.41%
Amitkumar Anandbhai Dalmia	90,25,855	10.03%	90,25,855	10.03%
Deepak A Dalmia	90,95,840	10.11%	90,95,840	10.11%
Ankur Mangilal Borana	82,17,090	9.13%	81,64,590	9.07%
Rawatkheddia Silk Mills Llp	75,00,000	8.34%	75,00,000	8.34%

d Details of shares issued without consideration or bought-back during last 5 years:

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
No. of Equity Shares of Face Value INR 2/- each allotted as fully paid	-	-	-	-	-
No. of Equity Shares of Face Value INR 2/- each allotted as fully paid	-	-	-	-	-
No. of Equity Shares of Face Value INR 2/- each bought back	-	-	-	-	-

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in Lakhs)

e Details of Shares held by Promoters and Promoter Group:**For the year ended March 31, 2026:**

Particulars	As at March 31, 2026		As at March 31, 2025		% change during period
	No. of Shares	Holding %	No. of Shares	Holding %	
Rajkumar Mangilal Borana	1,02,64,605	11.41%	1,02,64,605	11.41%	0.00%
Amitkumar Anandbhai Dalmia	90,25,855	10.03%	90,25,855	10.03%	0.00%
Deepak A Dalmia	90,95,840	10.11%	90,95,840	10.11%	0.00%
Ankur Mangilal Borana	82,17,090	9.13%	81,64,590	9.07%	0.64%
Rawatkhedha Silk Mills Llp	75,00,000	8.34%	75,00,000	8.34%	0.00%
Rajkumar Mangilal Borana HUF	9,15,000	1.02%	9,15,000	1.02%	0.00%
Amitkumar Anandbhai Dalmia HUF	30,000	0.03%	30,000	0.03%	0.00%
Deepak A Dalmia HUF	30,000	0.03%	30,000	0.03%	0.00%
Ankur Mangilal Borana HUF	4,27,500	0.48%	4,27,500	0.48%	0.00%
Sharmila Rajkumar Borana	52,500	0.06%	52,500	0.06%	0.00%
Deepa Amitkumar Dalmia	30,000	0.03%	30,000	0.03%	0.00%
Sunaina Deepak Dalmia	30,000	0.03%	30,000	0.03%	0.00%
Dhwani Ankur Borana	7,65,000	0.85%	7,65,000	0.85%	0.00%
Mayfair Vinimay Private Limited	26,25,000	2.92%	26,25,000	2.92%	0.00%
Rawatkhedha Processors Pvt.Ltd.	-	0.00%	75,00,000	8.34%	-100.00%
Mohini devi Mangilal Borana	-	0.00%	52,500	0.06%	-100.00%
Mangilal Ambalal Borana HUF	11,25,000	1.25%	15,00,000	1.67%	-25.00%
Mangilal Ambalal Borana	15,00,000	1.67%	11,25,000	1.25%	33.33%

For the year ended March 31, 2025:

Particulars	As at March 31, 2025		As at March 31, 2024		% change during period
	No. of Shares	Holding %	No. of Shares	Holding %	
Rajkumar Mangilal Borana	1,02,64,605	11.41%	1,02,64,605	11.41%	0.00%
Amitkumar Anandbhai Dalmia	90,25,855	10.03%	89,95,855	10.00%	0.33%
Deepak A Dalmia	90,95,840	10.11%	90,95,840	10.11%	0.00%
Ankur Mangilal Borana	81,64,590	9.07%	81,64,590	9.07%	0.00%
Rawatkhedha Silk Mills Llp	75,00,000	8.34%	75,00,000	8.34%	0.00%
Rajkumar Mangilal Borana HUF	9,15,000	1.02%	9,15,000	1.02%	0.00%
Amitkumar Anandbhai Dalmia HUF	30,000	0.03%	30,000	0.03%	0.00%
Deepak A Dalmia HUF	30,000	0.03%	30,000	0.03%	0.00%
Ankur Mangilal Borana HUF	4,27,500	0.48%	4,27,500	0.48%	0.00%
Sharmila Rajkumar Borana	52,500	0.06%	52,500	0.06%	0.00%
Deepa Amitkumar Dalmia	30,000	0.03%	30,000	0.03%	0.00%
Sunaina Deepak Dalmia	30,000	0.03%	30,000	0.03%	0.00%
Dhwani Ankur Borana	7,65,000	0.85%	7,65,000	0.85%	0.00%
Shashi Anand Dalmia	-	0.00%	30,000	0.03%	-100.00%
Mayfair Vinimay Private Limited	26,25,000	2.92%	18,75,000	2.08%	40.00%
Rawatkhedha Processors Pvt.Ltd.	75,00,000	8.34%	75,00,000	8.34%	0.00%
Mohini devi Mangilal Borana	52,500	0.06%	52,500	0.06%	0.00%
Mangilal Ambalal Borana HUF	15,00,000	1.67%	15,00,000	1.67%	0.00%
Mangilal Ambalal Borana	11,25,000	1.25%	11,25,000	1.25%	0.00%

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in Lakhs)

17 Other Equity

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Securities Premium Account*		
Opening Balance	7,442.44	7,442.44
Add: Credited during the year	-	-
(Less): Utilised during the year	-	-
Closing Balance	7,442.44	7,442.44
(b) Surplus in Statement of Profit and Loss		
Opening Balance	9,050.33	6,958.49
Add: Profits / (Loss) for the year	1,444.15	2,091.85
(Less): Dividend paid during the year	-	-
Closing Balance	10,494.48	9,050.33
(c) Other Comprehensive Income		
Opening Balance	4.37	-
Add: Profits / (Loss) for the year	10.09	4.37
(Less): Transfers to other reserves	-	-
Closing Balance	14.46	4.37
Total Reserves and Surplus	17,951.38	16,497.14

Notes:

- (a) During the financial year ended March 31, 2026, the Board of Directors of the Company vide resolution dated February 14, 2026 proposed and agreed to increase the authorised capital of the Company from existing Rs.25,50,00,000 comprising of 12,75,00,000 equity shares of Face Value Rs. 2/- each to Rs. 30,00,00,000 comprising of 30,00,00,000 equity shares of Face Value Rs. 1/- each.

In the same board meeting, it was further proposed to split each existing equity share of the Company having Face Value Rs. 2/- each into 2 equity shares of Face Value Re. 1/- each. Further, it was also proposed to issue bonus shares of the Company in the ratio of 1:2 post giving effect to share split, i.e., 1 bonus equity share of the Company of Face Value Re. 1/- against 2 equity shares of the Company of Face Value Re. 1/- held by the shareholder.

The above proposed increase in authorised capital, share split and issue of bonus shares was approved by the members of the Company at their Extra Ordinary General Meeting held on March 13, 2026. Further, the same was also intimated to the Registrar of Companies (RoC) Ahmedabad, vide filig of Form SH-7 by the Company on March 28, 2026.

However, the same got effective on April 02, 2026 post approval from stock exchange. And accordingly, the proposed bonus equity shares were issued on April 06, 2026 to the respective shareholders of the Company.

Accordingly, the effect of bonus issue which got effective post the closure date of financials for F.Y. 2025-26 has not been given effect to in securities premium account in the current financial statements.

- (b) Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends, or other distributions paid to shareholders.

- (c) Other Comprehensive Income includes impact of remeasurement gain/(losses) net of taxes on defined benefit plans on account of changes in actuarial assumptions or experience adjustments within the plans.

- (d) Securities premium is used to record the premium on issue of shares or debentures. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

18 Borrowings

PARTICULARS	As at March 31, 2026	As at March 31, 2025
A. Non-Current Borrowings		
(a) Secured Borrowings		
(i) Term Loan from Banks	207.95	1,041.26
Less: Current Maturities of Term Borrowings	(207.95)	(698.85)
Net-Term Borrowings	-	342.41
(b) Unsecured Borrowings		
(i) Inter-Corporate Loans	356.08	356.08
Total Non-Current Borrowings	356.08	698.49
B. Current Borrowings		
(a) Secured Borrowings		
(i) <u>Loans repayable on demand:</u>		
(1) Cash Credits	3,168.89	3,361.85
(ii) Current maturities of Term Borrowings	207.95	698.85
Total Current Borrowings	3,376.84	4,060.70

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**(Rs. in Lakhs)****Notes:****(1) Terms of Borrowings & Security details:****Cash Credits Facility**

- a) Cash credit facility availed from Axis Bank Limited of Rs 35.50 Crores sanctioned at Repo rate + 2.25% spread = 8.75% p.a. at the time of sanction with 12 months tenure. The limit is secured by charge on all Current Assets of the Company & Pari Passu charges on the Factory Land & Building at R S No 446, Block No 467, Village palsana, Sachin Highway road, Palsana, Surat, Gujarat in the name of Director's of the Company namely Mr. Amitkumar Dalmia, Mr. Deepak Dalmia, Mr. Rajkumar Borana & Mr. Ankur Borana and also their respective Personal Guarantee.
- b) Cash credit facility availed from The Cosmos Co-operative Bank Ltd of Rs 10.00 Crores sanctioned at 8.50% p.a. with collateral security a. Factory land owned by Mr Amit Dalmia, Mr Dipak Dalmia, Mr Rajkumar Borana & Mr Ankur Borana alongwith leasehold right on factory building constructed & owned by R & B Denims Ltd standing on RS No 446, Block No 467, situated at village Palsana, Sachin highway road, Palsana, Surat, Gujarat.

Term Loan

- a) Term Loan sanctioned from The Cosmos Co-operative Bank Ltd of Rs 17.68 crores sanctioned at 8.50% p.a. at monthly installment of Rs 35,84,867 for a period of 60 months + 12 months moratorium and is hypothecated against the existing plant and machinery. Remaining repayment tenure as on 31.03.2026 is 5 months.

Unsecured loans:

- a) Inter corporate loan represents loans received by the company at the interest rate of 9% p.a. and is repayable on demand.
- (2) Personal guarantee by the Directors - Mr. Amitkumar Dalmia, Mr. Deepakkumar Dalmia, Mr. Rajkumar Borana and Mr. Ankur Borana.
- (3) Borrowed funds were applied for the purpose for which the loans were obtained.
- (4) Bank returns / stock statements filed by the Company with its bankers or financial institutions are in agreement with books of account, except for small differences as reported in Note 43.
- (5) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (6) The Company does not have any charges, which is yet to be registered with ROC beyond the statutory period.

19 Provisions

PARTICULARS	As at March 31, 2026	As at March 31, 2025
A. Non-Current Provisions:		
(a) Provision for Employee Benefits		
Provision for Gratuity	29.16	27.54
Total	29.16	27.54
B. Current Provisions:		
(a) Provision for Employee Benefits (provision for gratuity)	0.35	0.13
(b) Electricity Expenses Payable	60.73	52.97
(c) Other provisions	3.63	3.82
Total	64.71	56.93

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in Lakhs)

20 Deferred Tax Asset / (Liabilities) (Net)

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Opening Balance		
(i) Remeasurement of Defined Benefit Plan	(20.76)	(27.74)
(ii) Property, plant and equipment & Intangible Assets	197.99	239.95
(iii) Investments and Financial Assets	6.13	-
(iv) Financial Liabilities	(6.64)	-
(v) Other Liabilities	16.33	-
Total	193.04	212.21
(b) Recognised in Profit and Loss/ Retained Earnings		
(i) Remeasurement of Defined Benefit Plan	16.59	-
(ii) Property, plant and equipment & Intangible Assets	(20.11)	-
(iii) Investments and Financial Assets	(43.06)	(45.20)
Total	(46.59)	(45.20)
(c) Recognised in Other Comprehensive Income		
(i) Remeasurement of Defined Benefit Plan	3.39	-
Total	3.39	-
(d) Closing Balance		
(i) Remeasurement of Defined Benefit Plan	(7.43)	(20.76)
(ii) Property, plant and equipment & Intangible Assets	177.87	197.99
(iii) Investments and Financial Assets	(36.93)	6.13
(iv) Financial Liabilities	-	(6.64)
(v) Other Liabilities	16.33	16.33
Total	149.85	193.04

21 Trade Payables

PARTICULARS	As at March 31, 2026	As at March 31, 2025
A. Current Trade Payables		
(i) total outstanding dues of micro and small enterprises	1,143.94	123.15
(ii) total outstanding dues creditors other than micro and small enterprises	471.28	959.75
	1,615.21	1,082.90
Total Payables	1,615.21	1,082.90

Notes:

(1) Trade payables are non-interest bearing.

(2) There are no debts due to Directors or other Officers of the Company or any of them either severally or jointly with any other person or debts due to firms or private companies respectively in which any Director is a Partner or a Director or a Member except as disclosed in note 37.

(3) The details of amounts outstanding to Micro, Small and Medium Enterprises based on information available with the Company is as under:

Disclosures required under section 22 of Micro, Small and Medium Enterprise Development Act, 2006:

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	1,143.94	123.15
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

(4) Ageing schedule for outstanding trade payables(Refer note 21.1)

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**Ageing schedule for outstanding trade Payables:****(Rs. in Lakhs)****21.1 Ageing Schedule as at March 31, 2026:**

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed:						
(a) MSME	-	1,143.94	-	-	-	1,143.94
(b) Others	-	471.28	-	-	-	471.28
Disputed:						
(a) MSME	-	-	-	-	-	-
(b) Others	-	-	-	-	-	-
Total	-	1,615.21	-	-	-	1,615.21

(Rs. in Lakhs)**Ageing Schedule as at March 31, 2025:**

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed:						
(a) MSME	-	123.06	-	-	0.09	123.15
(b) Others	-	959.62	0.13	-	-	959.75
Disputed:						
(a) MSME	-	-	-	-	-	-
(b) Others	-	-	-	-	-	-
Total	-	1,082.69	0.13	-	0.09	1,082.90

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in Lakhs)

22 Other Financial Liabilities

PARTICULARS	As at March 31, 2026	As at March 31, 2025
A. Current - Other Financial Liabilities:		
(a) Interest Payable and Due (Term Loan)	8.35	16.07
Total	8.35	16.07

23 Other Current Liabilities

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Statutory dues payables		
(i) Employee benefit dues payable	3.04	3.57
(ii) Other Statutory dues payable		
TDS / TCS Payable	11.46	9.44
Professional Tax Payable	0.67	0.67
(b) Contract Liabilities	35.02	0.11
(c) Other payables		
Salary & wages payable	106.02	138.32
Other Vendor Payable	-	216.29
Brokerage & Commission Payable	11.87	16.59
Auditor's Remuneration	5.40	5.94
Internal Audit Fees	1.08	1.62
GST Audit Fees	0.50	0.54
Total	175.06	393.10

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in Lakhs)

24 Revenue from Operations

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Sales of Goods	27,617.12	20,947.91
(b) Sale of Services	1,158.67	2,353.28
(c) Other operating revenue	332.24	312.58
Total Revenue from Operations	29,108.03	23,613.76

Notes:**(1) Disaggregation of Revenue based on product type:**

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Sales of goods (Net of Claim, Discount and Returns):		
(i) Denim Fabric Sale	24,848.21	20,012.68
(ii) Garment Sale	87.68	-
(iii) Yarn Sale	2,681.23	935.22
(b) Sale of services (Net of Claim and Discounts):		
(i) Jobwork - Yarn and Finishing	1,102.09	2,208.26
(ii) Jobwork - Garmenting	56.58	145.02
(c) Other operating revenue:		
(i) Sale of scrap	223.79	76.68
(ii) MEIS / RODTEP Licence Income	37.72	73.68
(iii) Duty Drawback Income	22.58	34.32
(iv) Sale Of Electricity Units	3.48	10.39
(v) Insurance Claim received	12.52	100.75
(vi) Interest from Party	0.13	0.21
(vii) Foreign Exchange Fluctuation	32.00	16.56
Total Revenue from Operations	29,108.03	23,613.76

(2) Disaggregation of Revenue based on geography:

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Domestic Revenue	28,038.20	21,988.86
(b) Export Revenue	1,069.83	1,624.90
Total	29,108.03	23,613.76

(3) Disaggregation of Revenue based on geography:

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Contract Price	29,125.19	23,643.72
(b) Less: Discounts and Rate Difference	(17.16)	(29.96)
Total	29,108.03	23,613.76

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**(Rs. in Lakhs)****25 Other Income**

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Interest Income:		
(i) Interest income on Financial assets measured at amortised cost		
(1) Interest on Bank Deposits	3.03	10.60
(2) Interest on Other Deposits	3.83	3.69
(3) Interest on Unsecured Loans	415.92	426.17
(4) Interest on Capital from partnership firms	680.35	591.16
(b) Capital Gains:		
(i) Short-Term Gain on sale of shares	57.21	6.31
(ii) Long-Term Gain on sale of shares	0.21	0.52
(iii) Unrealised Gain/ (loss) on investments carried at FVTPL	(258.27)	24.35
(c) Other Gains:		
(i) Realised mark to market gain	(190.50)	(43.55)
(ii) Unrealised mark to market gain	(8.07)	5.80
(iii) Gain/Loss on sale of assets	1.16	41.66
(iv) Sub Lease Income	0.15	0.30
(v) Interest Subsidy	126.62	-
(vi) SGST Subsidy	33.35	-
(d) Dividend Income	4.14	3.01
(e) Share of profits from partnership firms	64.22	113.40
Total Other Income	933.34	1,183.42

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**(Rs. in Lakhs)****26 Cost of materials consumed**

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Yarn:		
Stock at the beginning of period	106.28	478.37
Add: Purchases during the period (net of returns, claims and discounts)	18,956.19	5,753.10
	19,062.47	6,231.47
Less: Stock at the end of period	1,638.49	106.28
Consumption of Yarn	17,423.99	6,125.18
(b) Grey Fabrics:		
Stock at the beginning of period	46.20	16.80
Add: Purchases during the period (net of returns, claims and discounts)	2,939.38	11,997.88
	2,985.57	12,014.68
Less: Stock at the end of period	-	46.20
Consumption of Grey Fabrics	2,985.57	11,968.48
(c) Colour & Chemical:		
Stock at the beginning of period	101.12	102.38
Add: Purchases during the period (net of returns, claims and discounts)	2,021.48	1,550.16
	2,122.60	1,652.54
Less: Stock at the end of period	144.10	101.12
Consumption of Colour & Chemical	1,978.50	1,551.42
(d) Finished Fabrics:		
Stock at the beginning of period	1.32	-
Add: Purchases during the period (net of returns, claims and discounts)	29.47	1.61
	30.79	1.61
Less: Stock at the end of period	-	1.32
Consumption of Finished Fabrics	30.79	0.29
Total	22,418.85	19,645.37

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in Lakhs)

27 Changes in inventories of Finished Goods and Work-in-Progress

PARTICULARS	As at March 31, 2026	As at March 31, 2025
a Inventories at the beginning of the period		
(i) Finished Goods	2,648.46	841.66
(ii) Work-in-Progress	157.79	320.08
	2,806.25	1,161.74
b Inventories at the end of the period		
(i) Finished Goods	1,330.96	2,648.46
(ii) Work-in-Progress	343.48	157.79
	1,674.44	2,806.25
Net Changes in Inventory	1,131.81	(1,644.50)

28 Employee benefit expenses

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Salaries and wages	1,150.29	951.43
(b) Bonus Expenses	26.83	198.67
(c) Leave Wages	55.62	32.20
(d) Gratuity	15.31	12.23
(e) Contribution to provident and other funds	24.01	21.27
(f) Director's remuneration	128.40	63.11
(g) Staff welfare expenses	30.00	24.41
Total	1,430.46	1,303.32

29 Finance Costs

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Interest Expense		
(i) Interest on Term Borrowings & Cash Credit Facilities	247.67	305.37
(ii) Interest on Unsecured loans	27.00	3.48
(b) Bank Charges	5.08	13.81
(c) Bank Guarantee and LC Charges	1.91	2.51
(d) Interest on TDS	0.24	0.05
Total	281.90	325.21

30 Depreciation and Amortization Expenses

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Depreciation on Property, Plant and Equipment	605.19	703.29
(b) Amortization on Intangible Assets	-	0.00
Total	605.19	703.30

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**(Rs. in Lakhs)****31 Other Expenses**

PARTICULARS		As at March 31, 2026	As at March 31, 2025
(a) Manufacturing Expenses:			
(i) Boiler Expense		3.27	1.83
(ii) Consumption of Coal / Lignite		468.50	384.02
(iii) Consumption of Stores & Spares		262.27	260.84
(iv) Power & Fuel Expense (Net of credits attributable to energy generated from Solar Panels and Wind Mills)		565.61	294.47
(v) Job work charges		0.25	2.87
(vi) Laboratory Expense		1.19	1.27
(vii) Other Factory Expenses		0.98	2.54
(viii) Repair and Maintenance Expense (Plant & Machinery)		46.21	24.58
(ix) Insurance Exp		36.08	18.45
(x) Transmission charges (GETCO)		46.44	44.05
(b) Other Administrative Expenses:			
(i) Audit Expenses		5.00	5.00
(ii) Internal Audit Fee		1.00	1.00
(iii) Bad Debts		4.70	4.16
(iv) CSR Expenditure		10.95	49.00
(v) Donation		0.16	0.27
(vi) Exchange, RTA & Depository Expenses		14.50	3.95
(vii) Fees & Taxes		5.25	-
(viii) GST Expenses		0.37	2.44
(ix) Insurance Expense		0.75	9.54
(x) Legal, professional & consultancy charges		56.02	53.51
(xi) Office Expenses		0.16	0.13
(xii) Postage & Courier Expense		4.46	6.42
(xiii) Printing & Stationery Expenses		4.64	5.45
(xiv) Rent		37.83	3.58
(xv) Repair & Maintenance (Other)		43.52	99.68
(xvi) ROC Expenses		0.17	0.29
(xvii) Brokerage Charges		3.64	5.71
(xviii) Pollution Control Expenses		74.35	73.53
(xix) Demat Expenses		0.04	0.02
(xx) Lodging & Boarding Exp		5.18	4.50
(xxi) Telephone Exp		1.08	1.14
(xxii) Forecasting & Scheduling Charges		2.71	3.04
(xxiii) Certification Charges		0.27	0.27
(xxiv) Wages		6.00	6.00
(xxv) Computer expense		6.63	5.63
(xxvii) License Fees		0.03	0.03
(xxviii) Miscellaneous Exps		8.67	1.40

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

		(Rs. in Lakhs)	
(c) Selling and Distribution Expense:			
(i) Advertisement and business promotion	7.16	2.21	
(ii) Brokerage & Commission	332.08	205.61	
(iii) Clearing & Forwarding Charges	10.76	20.93	
(iv) Exhibition Expenses	11.19	8.23	
(v) Freight & Transportation Expense	80.00	59.67	
(vi) Loading & Unloading Expense	32.35	29.80	
(vii) Memberships & Subscriptions	2.00	1.98	
(viii) Tour & Travel Expense	11.50	9.22	
(ix) Sales Promotion Expenses	1.90	1.99	
(x) Insurance (Marine)	4.59	5.87	
(xi) Written off balances	0.02	0.24	
Total	2,222.42	1,726.36	

32 Exceptional and Extraordinary items

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Prior Period Income	-	(1.55)
Total	-	(1.55)

33 Tax Expense:

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Current Year Tax	563.99	692.66
(b) Deferred Tax	(46.59)	(45.20)
(c) Earlier Year Tax	(10.82)	0.38
Total Tax Expenses	506.58	647.84

34 Other Comprehensive Income

PARTICULARS	As at March 31, 2026	As at March 31, 2025
A. Items that will not be reclassified to profit or loss		
Re-measurement of post-employment benefits	13.48	5.85
Less: Tax on above	(3.39)	(1.47)
	10.09	4.37
Total Other Comprehensive Income	10.09	4.37

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in Lakhs)

35 Earnings per equity share (in INR)

PARTICULARS	As at March 31, 2026	As at March 31, 2025
A. Basic Earnings Per Share:		
Profit for the year from Continuing Operations	1,454.24	2,096.22
Profit for the year from Dis-Continuing Operations	-	-
Total profit for calculation of Basic EPS	1,454.24	2,096.22
Basic weighted average number of equity shares outstanding	8,99,73,440.00	8,99,73,440.00
Basic EPS from Continuing Operations	1.62	2.33
Basic EPS from Dis-Continuing Operations	-	-
Total Basic EPS	1.62	2.33
B. Diluted Earnings Per Share:		
Profit for the year from Continuing Operations	1,454.24	2,096.22
Profit for the year from Dis-Continuing Operations	-	-
Total profit for calculation of Diluted EPS	1,454.24	2,096.22
Diluted weighted average number of equity shares outstanding	8,99,73,440.00	8,99,73,440.00
Diluted EPS from Continuing Operations	1.62	2.33
Diluted EPS from Dis-Continuing Operations	-	-
Total Diluted EPS	1.62	2.33

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**(Rs. in Lakhs)**Notes 36:**CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE:**

As per section 135 of the Companies Act, 2013, amount required to be spent by the Company during the year ended March 31, 2026 is as per details given below:

(i)	Amount required to be spent by the company during the year	45.78
(ii)	Surplus of the Previous Year	34.82
(iii)	Net Amount required to be spent by the company during the year Current (i-ii)	10.95
(iv)	Amount of Expenses incurred during the current Year	15.00
(v)	Surplus of the Current F.Y. (iv-iii)	4.05
(vi)	Shortfall at the end of the year	Nil
(vii)	Total of Previous Year Shortfall	Nil
(viii)	Reason for Shortfall	NA
(ix)	Nature of CSR Activities	Promoting education and health care
(x)	Related Party Transaction	Nil

As a part of its corporate social responsibility, the Company has made donations to several charitable organisations engaged in similar social activities as planned by the Company which prima facie includes promotion of education and health care.

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026Note 37:**RELATED PARTY DISCLOSURES:**

The disclosures of transactions with the related parties as required by IND AS 24 "Related Party Disclosures" are given as under. Related parties have been identified on the basis of representation made by the management of the company and information available with the company.

(i) Name of the related party and description of relationship:**A. Key Managerial Personnel (KMP) & Directors:**

RAJKUMAR MANGILAL BORANA (Executive Director)
 AMIT DALMIA (Managing Director)
 DEEPAK DALMIA (Executive Director)
 ANKUR MANGILAL BORANA (Executive Director)
 NIRMAL DALMIA (Executive Director)
 ANITA PANKAJ JAIN (Independent Women Director)
 NITIKA ABHISHEK SONI (Independent Women Director)**
 RADHIKA ARUN KANODIYA (Independent Women Director)*
 ARVIND KUMAR RATHI (Independent Director)
 KANAV SHAMSUNDER ARORA (Independent Director)
 KRISHNA OMPRAKASH AGARWAL (Independent Director)
 PARKIN KHUSHMANBHAI JARIWALA (Chief Financial Officer)
 SUJATA CHIRAG DUDHAREJIYA (Company Secretary)

(**Appointed as Non executive Independent Director w.e.f 15/05/2025)

(*Retired from Non executive Independent Director w.e.f 15/05/2025)

B. Enterprises where control exists:

RB INDUSTRIES (Partnership Firm where control exists)
 RICON INDUSTRIES (Partnership Firm where control exists)

C. Relatives of KMPs & Directors:

SHARMILA RAJKUMAR BORANA	DEEPA AMIT DALMIA
MANGILAL BORANA	ANAND VASUDEV DALMIA
MOHINIKUMARI MANGILAL BORANA	SHASHI ANAND DALMIA
VIJAYA RATHOD	NISHKA AMIT DALMIA (Minor)
VIVAAN RAJKUMAR BORANA (Minor)	VANDANA VIKAS GOYAL
KANISHKA RAJKUMAR BORANA	AMITKUMAR ANAND DALMIA HUF
RAJKUMAR MANGILAL BORANA HUF	SUNAINA DEEPAK DALMIA
MANGILAL BORANA HUF	ARUSH DEEPAK DALMIA (Minor)
DHWANI ANKUR BORANA	AASHVI DEEPAK DALMIA (Minor)
JINAY ANKUR BORANA (Minor)	DEEPAK DALMIA HUF
JIYAAN ANKUR BORANA (Minor)	DEEPIKA ARVIND RATHI
ANKUR MANGILAL BORANA HUF	RAMPYARI DEVI RATHI
PANKAJ HIRALAL JAIN	NARAYAN DHANRAJ RATHI
NANALAL JAIN	MANMOHAM RATHI
CHHAYA NANALAL JAIN	SAROJDEVI BHUTRA
AARAV PANKAJ JAIN (Minor)	SHANTIDEVI PRADEEP KUMAR KOTHARI
TITHI PANKAJ JAIN (Minor)	VAIBHAV RATHI (Minor)
ARUN KANODIYA	KESHAV RATHI (Minor)
SHALINI KANODIYA	ARVIND RATHI HUF
GAURANG KANODIYA	KOMAL KRISHNA AGARWAL
RIDHIMA KANAV ARORA	GEETADEVI AGARWAL
SHAMSUNDER J ARORA	DITYA KRISHNA AGARWAL (Minor)
NEENA S ARORA	KAPISH OMPRAKASH AGARWAL
KYRA K ARORA (Minor)	SHWETA ANMOL SHAH
SHIVANI S LAKHANI	KRISHNA OMPRAKASH AGARWAL HUF
DIMPLE PERKIN JARIWALA	CHIRAG DUDHAREJIYA
MEET PERKIN JARIWALA (Minor)	MADHUBEN RAVISAHEB
MUKESH JARIWALA	PRAVEENBHAI RAVISAHEB
MANISHA MAHESH LAD	PRASHANT RAVISAHEB
	NEHAL RAVISAHEB

D. Enterprises owned or significantly influenced by Directors, KMP or their relatives:

RAWATKHEDIA SILK MILL LLP	BHAGWATI SYNTEX PRIVATE LIMITED
WEALTHFORD CONSULTANCY LLP	MAYFAIR VINIMAY PRIVATE LIMITED
BORANA INDUSTRIES LLP	RICON TEXTILE LIMITED
BORANA WEAVES PRIVATE LIMITED	AADYA DYEING MILLS
PANDESARA INFRASTRUCTURE LIMITED	RAWATKHEDIA PROCESSORS PRIVATE LIMITED
BORANA FILAMENTS PRIVATE LIMITED	AMIT ENTERPRISES (PROP. AMIT DALMIA)
AETHER INDUSTRIES LIMITED	ANKUR ENTERPRISES (PROP. ANKUR BORANA)
NEW NATIONAL FABRICS	SAROJ SYNTHETICS (PROP. DHWANI BORANA)
RAJU ENTERPRISES (PROP. RAJKUMAR BORANA)	JINAY ENTERPRISES (PROP. ANKUR BORANA HUF)
SHARMILA ENTERPRISES (PROP. SHARMILA BORANA)	HOJIWALA FABRICS PRIVATE LIMITED
VIJAYA TEXTILES (PROP. MANGILAL BORANA)	HAMPS BIO LIMITED
VIJAY CORPORATION (PROP. MOHINIKUMARI BORANA)	CREDENCE ECOFIBRE PRIVATE LIMITED
ARHAM WEAVES PRIVATE LIMITED	RATHI AGARWAL & ASSOCIATES LLP
BTHERE TRENDZONE	GEETA LOGISTICS (PROP. KAPISH AGARWAL)
KANISHKA FASHION (PROP. RAJKUMAR BORANA HUF)	ESTYLE FASHION (PROP. KRISHNA AGARWAL HUF)
LALITA TEXTILES (PROP. MANGILAL BORANA HUF)	SHREE ROADWAYS PRIVATE LIMITED
LANDMARK AGGLO DÉCOR PVT LTD	NAKSHATRA CREATIONS PVT LTD
ROMAN CURVES	NAKSHATRA FASHION
STYLE LAB	NAKSHATRA TRENDZ
KSA & CO.	JAI Bhole ENTERPRISE
VATSALYA PAPER INDUSTRIES LLP	MARUTI EXIM

(ii) Transaction with Related Parties:**(Rs. in Lakhs)**

PARTICULARS	As at March 31, 2026	As at March 31, 2025
<u>A. Director's Remuneration</u>		
Rajkumar Borana	22.20	10.20
Amit Dalmia	30.00	18.00
Deepak Dalmia	10.20	10.20
Ankur Borana	18.00	18.00
Nirmitt Dalmia	48.00	4.50
	128.40	60.90
<u>B. Lease Rent</u>		
Rajkumar Borana	0.24	0.24
Amit Dalmia	0.24	0.24
Deepak Dalmia	0.24	0.24
Ankur Borana	0.24	0.24
RB Industries	36.00	-
	36.96	0.96
<u>C. Director's Sitting Fees</u>		
Kanav Arora	0.50	0.49
Anita Jain	0.50	0.49
Arvind Kumar Rathi	0.50	0.25
Radhika Kanodiya	0.15	0.49
Krishna Agarwal	0.50	0.49
Nitika Abhishek Soni	0.35	-
	2.50	2.21
<u>D. Salary</u>		
Perkin Jariwala	9.00	9.00
Sujata Dudharejia	1.50	1.50
	10.50	10.50
<u>E. Loan taken</u>		
Borana Weaves Pvt Ltd	-	300.00
	-	300.00
<u>F. Loan Given</u>		
Ricon Textile Limited	475.00	-
	475.00	-
<u>G. Loan Repaid</u>		
Borana Weaves Pvt Ltd	24.30	-
	24.30	-
<u>H. Loan Repayment Received</u>		
Ricon Textile Limited	125.00	-
	125.00	-
<u>I. Purchase</u>		
Ricon Industries	8,637.12	2,308.74
RB Industries	3,823.14	11,997.88
	12,460.26	14,306.62
<u>J. Sales</u>		
Ricon Industries	71.60	-
RB Industries	-	126.94
Amit Enterprises	1.50	-
Deepak Enterprises	1.23	-
	74.33	126.94
<u>K. Jobwork Income</u>		
RB Industries	417.57	1,938.21
	417.57	1,938.21
<u>L. Sub lease Income</u>		
RB Industries	0.15	0.30
	0.15	0.30
<u>M. Interest On Capital</u>		
Ricon Industries	433.66	337.98
RB Industries	246.70	253.17
	680.35	591.16

<u>N.Investment in Subsidiary</u>			
Ricon Industries	-		1,662.40
RB Industries	-		201.41
	-		1,863.80
<u>O.Other Operating Income/Expense</u>			
Ricon Industries			(0.81)
RB Industries			195.94
	-		195.13
<u>P.Reimbursement of Expense</u>			
RB Industries	25.68		
	25.68		-
<u>Q.Shares purchased</u>			
Ankur Borana	15.00		-
Borana Filaments Pvt. Ltd.	235.00		-
Hojiwala Fabrics Pvt. Ltd.	70.10		-
Kapil Hojiwala	14.90		-
	335.00		-
<u>R.Interest Income</u>			
Ricon Textile Limited	19.65		
	19.65		-
<u>S.Interest Expense</u>			
Borana Weaves Pvt Ltd	27.00		
	27.00		-

III. Outstanding Balances with Related Parties:

PARTICULARS	As at March 31, 2026	As at March 31, 2025
<u>A.Remuneration Payable:</u>		
Amit Dalmia	3.00	1.50
Rajkumar Borana	2.42	0.85
Deepak Dalmia	0.75	0.85
Ankur Borana	1.20	1.50
Nirmit Dalmia	3.14	0.75
Perkin Khushmanbhai Jariwala	0.75	0.75
Sujata Chirag Dudharejiya	0.13	0.13
	11.38	6.33
<u>B.Trade Payable:</u>		
RB industries	(51.43)	20.79
Ricon Industries	669.87	515.39
	618.45	536.18
<u>C.Trade Receivable</u>		
RB industries	-	232.97
Ricon Industries	8.66	-
	8.66	232.97
<u>D.Investemnt in Subsidiary</u>		
RB industries	2,963.59	3,298.29
Ricon Industries	5,379.37	4,678.46
Ricon Textile Limited	335.00	-
	8,677.96	7,976.75
<u>E.Loan Taken</u>		
Borana Weaves Pvt Ltd	300.00	-
	300.00	-
<u>F.Loan Given</u>		
Ricon Textile Limited	367.69	-
	367.69	-
<u>G.Director's Sitting Fees Payable</u>		
Kanav Arora	0.50	-
Anita Jain	0.50	-
Arvind Kumar Rathi	0.50	-
Radhika Kanodiya	0.15	-
Krishna Agarwal	0.50	-
Nitika Abhishek Soni	0.35	-
	2.50	-

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026Notes 38:**EMPLOYEE'S BENEFIT PLAN:****Actuarial Assumption**

Particulars	Gratuity (F.Y. 2025-26)	Gratuity (F.Y. 2024-25)
Discount Rate (Per annum)	6.65% per annum	6.65% per annum
Salary Growth Rate	5.00% per annum	5.00% per annum
Retirement Age	60 Years	60 Years
Mortality	IALM 2012-14 (Urban)	IALM 2012-14 (Urban)
Withdrawal Rate (For service 4 year & below)	30.00% per annum	30.00% per annum
Withdrawal Rate (For service 5 year & above)	2.00% per annum	2.00% per annum

Table Showing Present Value of Obligation

(Rs. in Lakhs)

Period	01-04-2025 to 31-03-2026	01-04-2024 to 31-03-2025
Present Value of Obligation at the beginning of the Period	27.68	21.29
Interest Cost	1.84	1.53
Current Service Cost	13.47	10.70
Past Service Cost	-	-
Benefits Paid (if any)	-	-
Actuarial (gain)/loss	(13.48)	(5.85)
Present Value of Obligation at the end of the Period	29.51	27.68

Amount Recognised in the Balance Sheet

(Rs. in Lakhs)

Period	As on 31-03-2026	As on 31-03-2025
Present Value of Obligation at the end of the Period	(29.51)	(27.68)
Fair Value of plan assets at the end of period	-	-
Net Liability/(asset) recognized in Balance Sheet and related analysis	(29.51)	(27.68)
Funded Status- Surplus/ (Deficit)	(29.51)	(27.68)

Expense recognized in the statement of Profit and Loss:

(Rs. in Lakhs)

Period	01-04-2025 to 31-03-2026	01-04-2024 to 31-03-2025
Interest Cost	1.84	1.53
Current Service Cost	13.47	10.70
Past Service Cost	-	-
Expected Return on plan asset	-	-
Expenses to be recognized in P&L	15.31	12.23

Balance Sheet Reconciliation

(Rs. in Lakhs)

Period	01-04-2025 to 31-03-2026	01-04-2024 to 31-03-2025
Opening Net Liability	27.68	21.29
Expenses Recognized in Statement of Profit or Loss	15.31	12.23
Expenses Recognized in OCI	(13.48)	(5.85)
Net Liability/(Asset) Transfer In	1.83	6.38
Net (Liability)/Asset Transfer Out	-	-
(Benefit Paid Directly by the Employer)	-	-
(Employer's Contribution)	-	-
Net Liability/(Asset) Recognized in the Balance Sheet	29.51	27.68

Maturity Profile of Defined Benefit Obligation: Maturity analysis of benefit obligations.

(Rs. in Lakhs)

PARTICULARS	As on 31-03-2026	As on 31-03-2025
1st following year	0.35	0.13
2nd following year	0.62	0.47
3rd following year	0.82	0.67
4th following year	0.94	0.84
5th following year	2.22	0.94
payable thereafter	100.43	94.41

Sensitivity Analysis Gratuity Plan

Sensitivity Analysis: Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

(Rs. in Lakhs)

Period	As on 31-03-2026	As on 31-03-2025
Defined Benefit Obligation on current assumption	29.51	27.68
Delta effect of +1% change in Rate of Discounting	(3.74)	(3.87)
Delta effect of -1% change in Rate of Discounting	4.58	4.80
Delta Effect of +1% Change in Rate of Salary Increase	4.64	4.83
Delta Effect of -1% Change in Rate of Salary Increase	(3.84)	(3.95)
Delta Effect of +1% Change in Rate of Employee Turnover	0.36	0.00
Delta Effect of -1% Change in Rate of Employee Turnover	(0.56)	(0.16)

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026Note 39:**Reconciliation of Effective Tax Rate:**

Provision for current tax is made in the accounts on the basis of estimated tax liability as per the applicable provisions of the Income Tax Act, 1961.

The reconciliation between the income before income taxes and the income tax provision to the amount computed by applying the statutory income tax rate is summarized below.

(Rs. in Lakhs)

PARTICULARS	As on 31-03-2026	As on 31-03-2025
Current Tax	563.99	692.66
Deferred Tax	(46.59)	(45.20)
Short/Excess Tax Provision of the earlier year	(10.82)	0.38
Total Income Tax Expenses	506.58	647.84
Reconciliation:		
Profit from Continuing Operations	1,950.74	2,739.69
Profit from Discontinuing Operations	-	-
Profit before tax	1,950.74	2,739.69
Applicable Tax Rate	25.168%	25.168%
Taxes at applicable rate	490.96	689.52
Tax Effect for:		
Exempted / Non-taxable income	(16.16)	(36.13)
Disallowed Expenses	5.44	16.11
Adjustment for depreciation	20.40	-
Other disallowances / adjustments	64.71	23.16
Income chargeable at special rates	(1.36)	-
Adjustment for earlier year taxes	(10.82)	0.38
Deferred Tax Adjustments	(46.59)	(45.20)
Net Income Tax Expenses recognised in profit & loss	506.58	647.84

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Note 40:**FINANCIAL INSTRUMENTS:****A. Accounting classification and fair value measurement:**

The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

The carrying amount of trade receivable, trade payable, loans, cash and cash equivalents, other bank balances and other receivables as at 31st March, 2026 and 31st March, 2025 are considered to be the same as their fair values, due to their short-term nature. Financial Instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rate and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.

Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of following:

Level 1 - Category includes financial assets and liabilities, that are measured in whole or in significant part by reference to published quoted price (unadjusted) in an active market.

Level 2 - Category includes financial assets and liabilities measured using a valuation technique based on assumptions that are supported by prices from observable current market transactions. These include assets and liabilities for which pricing is obtained via pricing services, but where prices have not been determined in an active market, financial assets with fair values based on broker quotes and assets that are valued using the Company's own valuation models whereby the material assumptions are market observable. The majority of Company's over-the-counter derivatives and several other instruments not traded in active markets fall within this category.

Level 3 - Category includes financial assets and liabilities measured using valuation techniques based on non market observable inputs. This means that fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. However, the fair value measurement objective remains the same, that is, to estimate an exit price from the perspective of the Company. The main asset classes in this category are unlisted equity investments as well as unlisted funds.

The carrying value and fair value of financial instruments by categories as on March 31, 2026 were as follows:

(Rs. in Lakhs)

PARTICULARS	CARRYING AMOUNT				FAIR VALUE			
	FVTPL	FVTOCI	AMORTISED COST / COST	TOTAL	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
FINANCIAL ASSETS								
Non-Current Investments:								
- Investments in Unquoted Securities	355.09	-	-	355.09	-	-	355.09	355.09
- Investments in Quoted Securities	372.31	-	-	372.31	372.31	-	-	372.31
- Investment in Partnership Firms	8,402.50	-	-	8,402.50	-	-	8,402.50	8,402.50
Non Current Loans	-	-	2,458.98	2,458.98	-	-	2,458.98	2,458.98
Other Financial assets	-	-	104.35	104.35	-	-	104.35	104.35
Current Investments:				-				-
Investments in Quoted Securities	525.08	-	-	525.08	525.08	-	-	525.08
Trade Receivables	-	-	5,685.72	5,685.72	-	-	-	-
Cash and Cash Equivalents	-	-	3.25	3.25	-	-	-	-
Bank Balances other than Cash and Cash Equivalents above	-	-	26.09	26.09	-	-	-	-
Current Loans	-	-	3.72	3.72	-	-	3.72	3.72
TOTAL	9,654.98	-	8,282.11	17,937.10	897.39	-	11,324.65	12,222.03
FINANCIAL LIABILITIES								
Borrowings								
- Inter-Corporate Loans	-	-	356.08	356.08	-	-	356.08	356.08
- Borrowings from Banks	-	-	3,376.84	3,376.84	-	-	3,376.84	3,376.84
Trade Payables	-	-	1,615.21	1,615.21	-	-	-	-
Other Financial Liabilities	-	-	8.35	8.35	-	-	8.35	8.35
TOTAL	-	-	5,356.49	5,356.49	-	-	3,741.27	3,741.27

The carrying value and fair value of financial instruments by categories as on March 31, 2025 were as follows:

(Rs. in Lakhs)

PARTICULARS	CARRYING AMOUNT				FAIR VALUE			
	FVTPL	FVTOCI	AMORTISED COST / COST	TOTAL	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
FINANCIAL ASSETS								
Non-Current Investments:								
- Investments in Unquoted Securities	20.11	-	-	20.11	-	-	20.11	20.11
- Investments in Quoted Securities	100.00	-	-	100.00	100.00	-	-	100.00
- Investment in Partnership Firms	8,036.75	-	-	8,036.75	-	-	8,036.75	8,036.75
Non Current Loans	4,125.85			4,125.85			4,125.85	4,125.85
Other Financial assets	217.94			217.94			217.94	217.94
Current Investments:								
Investments in Quoted Securities	244.30			244.30	244.30			244.30
Trade Receivables	-	-	3,922.71	3,922.71	-	-	-	-
Cash and Cash Equivalents	-	-	12.26	12.26	-	-	-	-
Bank Balances other than Cash and Cash Equivalents above			517.62	517.62	-	-	-	-
Current Loans	-	-	6.56	6.56	-	-	6.56	6.56
TOTAL	12,744.95	-	4,459.16	17,204.11	344.30	-	12,407.21	12,751.51
FINANCIAL LIABILITIES								
Borrowings								
- Inter-Corporate Loans	-	-	356.08	356.08	-	-	356.08	356.08
- Borrowings from Banks	-	-	4,403.12	4,403.12	-	-	4,403.12	4,403.12
Trade Payables	-	-	1,082.90	1,082.90	-	-	-	-
Other Financial Liabilities	-	-	16.07	16.07	-	-	16.07	16.07
TOTAL	-	-	5,858.16	5,858.16	-	-	4,775.26	4,775.26

R & B DENIMS LIMITED

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026Note 40:**FINANCIAL INSTRUMENTS:****B. Financial risk management objectives and policies:**

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance.

The Company's financial liabilities comprise of trade payable and other liabilities to manage its operation and financial assets include trade receivables, security deposits, loans and advances, etc, arises from its operation.

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company has implemented a robust Business Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimise adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level.

The Audit Committee of the Board periodically reviews the risk management framework.

1) MARKET RISK:

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices. The Company's size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

- a) currency risk;
- b) other price risk; and
- c) interest rate risk

The above risks may affect the Company's income and expenses, or the value of its financial instruments. The Company's exposure to and management of these risks are explained below.

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (where revenue, expense or capital expenditure is denominated in foreign currency). Foreign currency exchange rate exposure is partly balanced by purchasing of goods from the respective countries. The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR for major currency, are as follows:

Particulars	As on 31-03-2026	
	USD Dealings	Total
Financial Assets		
Trade Receivable (Net)	1.70	1.70
	1.70	1.70
Financial Liabilities		
Commission Payable	-	-
	-	-

Particulars	As on 31-03-2025	
	USD Dealings	Total
Financial Assets		
Trade Receivable (Net)	7.52	7.52
	7.52	7.52
Financial Liabilities		
Commission Payable	0.01	0.01
	0.0069	0.01

Sensitivity Analysis:-

A 5% change in the exchange rate of INR against key foreign currencies would result in the following impact on the Group's profit before tax:

Increase/ (Decrease) Company's Profit and Equity

	As on 31-03-2026	As on 31-03-2025
5% weakening of Indian Rupee	0.09	0.38
5% Strengthening of Indian Rupee	(0.09)	(0.38)

2) CREDIT RISK:

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

a) Credit risk management:**i) Credit risk rating:**

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk

B: Moderate credit risk

C: High credit risk

The Company provides for expected credit loss based on the following:

Asset group	Provision for expected credit loss
Low credit risk	12 month expected credit loss
Moderate credit risk	Life time expected credit loss
High credit risk	Life time expected credit loss or fully provided for

Cash and cash equivalents carry no credit risk and hence are not classified under either of the asset groups.

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

Summary of expected credit loss provided by the management is as follows:

FINANCIAL ASSET	ASSET GROUP	As on 31-03-2026	As on 31-03-2025
Investments	Low credit risk	-	-
Trade Receivables	Low credit risk	-	-
Loans	Low credit risk	-	-

ii) Concentration of trade receivables

The Company's exposure to credit risk for trade receivables is as follows -

(Rs. in Lakhs)

Particulars	As on 31-03-2026	As on 31-03-2025
Related Party	8.66	232.97
Others	5,677.06	3,689.75
Total	5,685.72	3,922.71

b) Credit loss assessment for trade receivables:

Customer credit risk is managed by the management subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit review and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored. At the year end the Company does not have any significant concentrations of bad debt risk. An impairment analysis is performed at each reporting date on an individual basis for major clients. The calculation is based on historical data. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets.

3) LIQUIDITY RISK:

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions. The Company maintained a cautious liquidity strategy, with a positive cash balance throughout the year ended 31st March, 2026 and 31st March, 2025. Cash flow from operating activities provides the funds to service the financial liabilities on a day-to-day basis. The Company regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short-term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits and other highly marketable investments with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

Maturities of financial liabilities

The table below summarises the maturity profile of the Group's non-derivative financial liabilities based on contractual undiscounted payments.

(Rs. in Lakhs)

As on 31-03-2026	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
Term borrowings from financial institutions	207.95	-	-	-	207.95
Working Capital borrowings from financial institutions	3,168.89	-	-	-	3,168.89
Other borrowings*	-	356.08	-	-	356.08
Trade payable	1,615.21	-	-	-	1,615.21
Other financial liabilities	8.35	-	-	-	8.35
Total	5,000.41	356.08	-	-	5,356.49

As on 31-03-2025	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
Term borrowings from financial institutions	698.85	342.41	-	-	1,041.26
Working Capital borrowings from financial institutions	3,361.85	-	-	-	3,361.85
Other borrowings*	-	356.08	-	-	356.08
Trade payable	1,082.90	-	-	-	1,082.90
Other financial liabilities	16.07	-	-	-	16.07
Total	5,159.67	698.49	-	-	5,858.16

*There's no determined or contractual repayment period for other borrowings, hence their maturity profile is stated based upon management expectation.

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026Note 41:**CAPITAL MANAGEMENT:****A. Risk management**

Capital includes equity attributable to the equity holders to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the year ended March 31, 2026 and March 31, 2025.

The Company monitors capital using a gearing ratio, which is net debt divided by total equity.

Net debt = Total borrowings (including lease liabilities) less (Cash and cash equivalents + Bank balance other than cash and cash equivalents (excluding balance earmarked for unclaimed dividend and other liabilities) + Current investments).

Total 'equity' as shown in the balance sheet, including non controlling interest.

Particulars	(Rs. in Lakhs)	
	As on 31-03-2026	As on 31-03-2025
Total Debt	3,732.92	4,759.20
Less: Cash and cash equivalent including mutual fund and bank deposit with original maturity between 3 to 12 months	3.25	12.26
Net Debt (A)	3,729.67	4,746.93
Total Equity (B)	19,750.85	18,296.61
Net Debt to Equity Ratio (A/B)	0.19	0.26

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowings in the current period.

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026Note 42:**OTHER NOTES:****a. Accounting for Goods & Services Taxes (Indirect Taxes):**

The Company is recording sales and purchases on exclusive method and GST are not passed through the profit and Loss accounts of the company. The Effect of Indirect Taxes (GST) on Sales will be as under:

(Rs. in Lakhs)		
PARTICULARS	As on 31-03-2026	As on 31-03-2025
Gross Sales	30,563.21	24,840.07
Less: GST	1,455.31	1,226.31
Net Sales	29,107.90	23,613.76

b. Auditor's Remuneration:

(Rs. in Lakhs)		
PARTICULARS	As on 31-03-2026	As on 31-03-2025
As Statutory Auditors	4.50	4.50
As Tax Auditors	0.50	0.50
TOTAL	5.00	5.00

c. Foreign currency transactions:

(Rs. in Lakhs)		
PARTICULARS	As on 31-03-2026	As on 31-03-2025
Income in Foreign Currency	1,069.83	1,624.90
Expenses in Foreign Currency	-	26.77
Capital Goods purchased in Foreign Currency	-	17.78

d. Value of Imports on C.I.F. basis

(Rs. in Lakhs)		
PARTICULARS	As on 31-03-2026	As on 31-03-2025
Raw Material	-	-
Components and spare parts	27.29	16.05
Capital Goods	-	-

e. Imported and Indigenous Consumption

(Rs. in Lakhs)		
PARTICULARS	As on 31-03-2026	As on 31-03-2025
Raw materials		
- Imported Materials	-	-
- Indigenous Materials	22,418.85	19,645.37
- Percentage of Imported Materials	0.00%	0.00%
- Percentage of Indigenous Materials	100.00%	100.00%
Spare Parts and Components		
- Imported Components and spare parts	27.29	16.05
- Indigenous Components and spare parts	234.97	244.79
- Percentage of Imported Components and spare parts	10.41%	6.15%
- Percentage of Indigenous Components and spare parts	89.59%	93.85%

f. Figures pertaining to the previous years/period have been regrouped/rearranged, reclassified and restated wherever considered necessary, to make them comparable with those of current year/period.

- g. During the financial year ended March 31, 2026, the Board of Directors of the Company vide resolution dated February 14, 2026 proposed and agreed to increase the authorised capital of the Company from existing Rs.25,50,00,000 comprising of 12,75,00,000 equity shares of Face Value Rs. 2/- each to Rs. 30,00,00,000 comprising of 30,00,00,000 equity shares of Face Value Rs. 1/- each.

In the same board meeting, it was further proposed to split each existing equity share of the Company having Face Value Rs. 2/- each into 2 equity shares of Face Value Re. 1/- each. Further, it was also proposed to issue bonus shares of the Company in the ratio of 1:2 post giving effect to share split, i.e., 1 bonus equity share of the Company of Face Value Re. 1/- against 2 equity shares of the Company of Face Value Re. 1/- held by the shareholder.

The above proposed increase in authorised capital, share split and issue of bonus shares was approved by the members of the Company at their Extra Ordinary General Meeting held on March 13, 2026. Further, the same was also intimated to the Registrar of Companies (RoC) Ahmedabad, vide filig of Form SH-7 by the Company on March 28, 2026.

However, the same got effective on April 02, 2026 post approval from stock exchange. And accordingly, the proposed bonus equity shares were issued on April 06, 2026 to the respective shareholders of the Company.

Accordingly, the effect of share split and bonus issue which got effective post the closure date of financials for F.Y. 2025-26 has not been given effect to in the current financial statements.

Accordingly, same is considered to be non adjusting event.

- h. The Company has a process whereby periodically all long-term contracts (including derivative contracts) are assessed for material foreseeable losses. At the year end, the Company did not have any long-term contracts (including derivative contracts) for which there were any material foreseeable losses.

i. Contingent liabilities and commitments:

(i) Contingent Liabilities:

PARTICULARS	(Rs. in Lakhs)	
	As on 31-03-2026	As on 31-03-2025
Guarantees in lieu of Deposits (Utilised)		
- Dakshin Gujarat Vij Company Limited	83.40	83.40
- Gujarat Energy Transmission Company Limited	38.72	80.74
Other contingent liabilities (Note 1)	32.92	42.75
Corporate guarantee (Note 2)	6,319.03	-

Notes:

1.Sanctioned limit of the Bank Guarantees from axis bank as of March 31, 2026 was Rs. 3,00,00,000/-

2.The Company has issued a corporate guarantee amounting to **₹63.19 crore** in favour of **HDFC Bank** for credit facilities sanctioned to its subsidiary, **Ricon Textile Limited**. The guarantee has not been invoked as at the reporting date.

(ii) Commitments:

PARTICULARS	(Rs. in Lakhs)	
	As on 31-03-2026	As on 31-03-2025
<u>Where the company is the lessee:</u>		
Charged to Statement of Profit & Loss	37.83	1.30
Not later than one year	35.76	1.30
Later than 1 year but not later than 5 years	16.80	4.86
Later than 5 years	15.36	15.44
<u>Where the company is the lessor:</u>		
Charged to Statement of Profit & Loss	0.15	0.30
Not later than one year	-	0.30
Later than 1 year but not later than 5 years	-	0.63
Later than 5 years	-	-

j. **Information about Subsidiaries:**

PARTICULARS	COUNTRY OF INCORPORATION	Proportion of Equity Interest (%)		RELATION
		As on 31-03-2026	As on 31-03-2025	
1.RB Industries	India	20%	20%	Subsidiary
2.RICON Industries	India	20%	20%	Subsidiary
3.RICON Textile Limited	India	67%	-	Subsidiary

Notes:

- 1) The Company has invested in RB industries (Partnership Firm) on May 01, 2015, incorporated for the purpose of manufacturing of Textiles & Sale of Solar energy.
 - 2) The Company has invested in Ricon industries (Partnership Firm) on September 01, 2023, incorporated for the purpose of manufacturing of Textiles & Sale of Solar energy.
 - 3) The Company has invested 67.00% shareholding of Ricon Textile Limited on April 01, 2025.
- k. The financial statements for the year ended 31st March, 2026 were approved by the Board of Directors on 29th May, 2026.

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026Notes 43:**OTHER REGULATORY NOTES:**

- a. The Company does not have any benami property, where any proceeding has been initiated or pending against the company for holding any Benami Property.
- b. The Company does not have any transactions with companies struck off.
- c. Certain charges registered with the ROC in respect of borrowings availed by the Company have not yet been formally satisfied with ROC, despite closure of the outstanding borrowings. The Company is in the process of completing the necessary procedural and regulatory formalities for filing satisfaction of charges with ROC. Pending completion of such filings, the charges continue to appear as open charges in the records of ROC as on the reporting date.
- d. The company have not traded or invest in Crypto currency or Virtual currency during the financial year.
- e. The company have not advanced or given loan or invested fund (either borrowed fund or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- f. The company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding party) with the understanding (whether recorded in writing or otherwise) that the company shall:
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- g. The company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- h. The company has not been declared as Wilful defaulter by the Banks, Financial institution or other lenders.
- i. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.
- j. The Company does not has any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), whose title deeds are not held in the name of company.
- k. The Company does not has revalued its Property, Plant & Equipments (including Right-of-use Assets) and intangible assets during the year.
- l. The Company has not granted any loan or advances in nature of loans to directors, promoters, KMPs, and the Related Parties during the year either jointly or severally whether repayable on demand or without specifying any terms or period.

Type of Borrower	Amount of Loan or Advances in the nature of Loan outstanding	% to the total Loans and advances in the nature of Loans
Promoter	-	0.00%
Directors	-	0.00%
KMPs	-	0.00%
Related party	367.69	100.00%

- m. The Company has not entered into any scheme of arrangement which has an accounting impact on the current or previous financial year.
- n. The Company have not traded or invested in Crypto currency or Virtual Currency during the current or previous year.
- o. The Company has been sanctioned working capital facilities by cosmos Bank and axis Bank of India against the security of current assets. We confirm that the Company has submitted the required quarterly returns and statements, including stock statements, invoice due statements, ageing analysis of invoice due, and other financial information, to the respective banks in accordance with the stipulated terms of sanction. To the best of our knowledge and belief, and based on the records maintained, the said quarterly returns and statements submitted to the banks are in agreement with the audited books of account for the respective quarters and with the audited financial statements for the financial year ended March 31, 2026.

Quarter	Particular of security provided	Amount as per books	Amount as reported in statement	Amount of discrepancy	Reason for discrepancies
Jun-25	Stock	3,547.51	3,547.51	-	
Jun-25	Debtors	3,662.46	3,662.82	0.35	reconciliation of accounts
Jun-25	Creditors	1,825.99	1,825.99	-	
Sep-25	Stock	3,315.57	3,315.57	-	
Sep-25	Debtors	3,736.61	3,736.61	-	
Sep-25	Creditor	1,056.69	1,056.69	-	
Dec-25	Stock	3,641.50	3,641.50	-	
Dec-25	Debtors	3,515.69	3,515.70	0.01	reconciliation of accounts
Dec-25	Creditor	815.29	815.29	-	
Mar-26	Stock	3,519.45	3,519.45	-	
Mar-26	Debtors	5,685.72	5,688.92	3.20	reconciliation of accounts
Mar-26	Creditor	1,518.87	1,518.87	-	

(i) The figures of stock as per books and statements submitted to banks are inclusive of GST.

(ii) The figures of stock and debtors as per the books were derived from the documents and records, generated from accounting software, available at the time and were used in the preparation of the stock statement submitted to the bank.

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NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**p. Analytical Ratios:**

Particulars		As at March 31, 2026	As at March 31, 2025
1	Current Ratio:		
	Current Assets (CA)	10,401.48	8,487.22
	Current Liabilities (CL)	5,240.18	5,609.95
	Current Ratio (CA/CL) (in times)	1.98	1.51
	Variance (%)	31.20%	-10.29%
	Reason:		
a	The same is due to substantial rise in Current assets.		
2	Debt-Equity Ratio:		
	Total Debt (A)	3,732.92	4,759.20
	Shareholder's Equity (B)	19,750.85	18,296.61
	Debt-Equity Ratio (A/B) (in times)	0.19	0.26
	Variance (%)	-27.34%	29.48%
	Reason:		
a	The same is due to substantial decrease in debt .		
3	Debt Service Coverage Ratio:		
	Earnings available for debt service (A)	2,830.84	3,047.04
	Debt Service (B)	482.86	1,156.55
	Debt Service Coverage Ratio (A/B) (in times)	5.86	2.63
	Variance (%)	122.53%	4.42%
	Reason:		
a	The same is due to substantial decrease in debt .		
4	Return on Equity Ratio:		
	Net Profits after taxes (A)	1,444.15	2,091.85
	Average Shareholder's Equity (B)	19,023.73	17,248.50
	Return on Equity Ratio (A/B) (in %)	7.59%	12.13%
	Variance (%)	-37.41%	-21.87%
	Reason:		
a	The same is due to decrease in net profit .		
5	Inventory Turnover Ratio:		
	Cost of Goods Sold (A)	23,550.66	18,000.86
	Average Inventory (B)	3,312.68	2,457.74
	Inventory Turnover Ratio (A/B) (in times)	7.11	7.32
	Variance (%)	-2.93%	-64.06%
	Reason:	NA	
6	Trade Receivables Turnover Ratio:		
	Revenue from Operations (A)	29,108.03	23,613.76
	Average Trade Receivables (B)	4,804.22	4,446.26
	Trade Receivables Turnover Ratio (A/B) (in times)	6.06	5.31
	Variance (%)	14.08%	-16.96%
	Reason:	NA	

7	Trade Payables Turnover Ratio:		
	Net credit purchases and other expenses (A)	23,946.51	19,302.75
	Average Trade Payables (B)	1,349.06	1,699.00
	Trade Payables Turnover Ratio (A/B) (in times)	17.75	11.36
	Variance (%)	56.24%	11.67%
	Reason:		
a	The same is due to substantial rise in purchases during the period .		
8	Net Capital Turnover Ratio:		
	Revenue from Operations (A)	30,041.37	24,797.18
	Average Working Capital (B)	4,019.28	4,864.36
	Net Capital Turnover Ratio (A/B) (in times)	7.47	5.10
	Variance (%)	46.62%	-34.51%
	Reason:		
a	The same is due to substantial rise in revenue from the operations during the period .		
9	Net Profit Ratio:		
	Net Profit (A)	1,444.15	2,091.85
	Revenue from Operations (B)	29,108.03	23,613.76
	Net Profit Ratio (A/B) (in %)	4.96%	8.86%
	Variance (%)	-43.99%	24.06%
	Reason:		
a	The same is due to decrease in net profit .		
10	Return on Capital Employed:		
	Earnings before interest and taxes (A)	2,227.56	3,051.09
	Capital Employed (B)	20,285.93	19,215.69
	Return on Capital Employed (A/B) (in %)	10.98%	15.88%
	Variance (%)	-30.84%	0.27%
	Reason:		
a	The same is due to decrease in earnings before the tax.		
11	Return on Investment:		
	Interest income (A)*	422.78	440.46
	Average investment (B)	3,725.42	4,239.45
	Return on Investment (A/B) (in %)	11.35%	10.39%
	Variance (%)	9.23%	-13.79%
	Reason:	NA	
	*does not include interest on capital from partnership firm		

*Note: Ratio has changed in Previous year due to change in disclosures and formulae of calculation.

R P R & Co.

Chartered Accountants

9001, World Trade Center, Near Udhna Darwaja, Ring Road, Surat - 395002

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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF R & B DENIMS LIMITED

Report on the Audit of Consolidated Financial Statements:

Opinion

We have audited the accompanying consolidated financial statements of R & B Denims Limited ('the Holding Company'), and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), which comprise the Consolidated Balance Sheet as at 31 March 2026, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flow and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2026, and its consolidated profit (including other comprehensive income/ (loss)), its consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have not identified any matter to be a key audit matter for the purpose of it to be communicated in our report.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

R P R & Co.

Chartered Accountants

9001, World Trade Center, Near Udhna Darwaja, Ring Road, Surat - 395002

Email: rpr@rprandco.com, Ph: 0261-3591630

The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India, including the accounting standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors (Management) is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors (Management) either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors are also responsible for overseeing the financial reporting process of the entities included in the Group.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material

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misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error; to design and perform audit procedures responsive to those risks; and to obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information/ financial statements of the entities or business activities within the Group, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the consolidated financial statements, of which we are the independent auditors.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economics decisions of a reasonably knowledgeable user of the financial statement may be influenced. We consider quantitative materiality and qualitative factor in (i) planning the scope of our audit work and in evaluating the result of our work and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

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Chartered Accountants

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We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 (hereinafter referred to as 'order'), and on the basis of test check as we considered appropriate and according to information and explanation provided to us, we enclose in the Annexure "A" statement on the clause (xxi) specified in the said Order.
2. As required by section 143(3) of the Act, based on our audit of the Holding Company, as the reporting under sec. 143(3) of the Act was not applicable to the subsidiary entities, we report that:
 - 2.1 We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - 2.2 In our opinion, proper books of account as required by law have been kept by the Holding Company as far as appears from our examination of those books.
 - 2.3 The Holding Company does not have any branches therefore the reporting under this clause is not applicable.
 - 2.4 The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this report are in agreement with the relevant books of account.
 - 2.5 In our opinion, the aforesaid consolidated financial statements comply with the Ind As specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - 2.6 There are no observations or comments on financial transactions or matters which have any adverse effect on the functioning of the Holding Company.
 - 2.7 On the basis of written representations received from the directors, as on March 31, 2026, taken on record by the Board of directors, none of the directors of the Holding Company are

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disqualified as on March 31, 2026 from being appointed as a director under section 164(2) of the Act.

- 2.8 With respect to the adequacy of internal financial controls over financial reporting of the Holding Company and the operative effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Holding Company's internal financial controls over financial reporting;
- 2.9 With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
- 2.10 With respect to the other matters to be included in the auditor's report in accordance with Rule 11 of the companies (audit and auditors) rules 2014, in our opinion and to the best of our information and according to the explanations given to us.
 - (i) There were no pending litigations which would impact the financial position of the Holding Company.
 - (ii) The Holding Company did not have any material foreseeable losses on long term contracts including derivative contracts.
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Holding Company.
 - (iv)
 - (i) As per management's representation, no funds other than disclosed by way of notes to accounts have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company to or in any other person or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (ii) As per management's representation, There were no funds which have been received by the Holding Company from any person(s) or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
 - (v) No dividend has been declared by the Holding Company during the year.
 - (vi) Based on our examination of the books of account and other relevant records of the Holding Company, and according to the information and explanations given to us, we

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report that the Holding Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility.

Further, in accordance with the requirements of the proviso to rule 3(1) of the Companies (Accounts) Rules, 2014, applicable with effect from April 1, 2023, the audit trail feature has been operated throughout the financial year ended March 31, 2026, for all transactions recorded in the software, and the audit trail has not been tampered with and the audit trail has been preserved by the Holding Company as per the statutory requirements for record retention.

For R P R & Co.

Chartered Accountants

Firm Reg. No. 131964W

Place: Surat

Date: 29-05-2026

Sd/-

CA Raunaq Kankaria

(Partner)

Membership Number: 138361

PAN: AANFR3923J

UDIN: 26138361TCNBF6526

Annexure "A" to Auditors' Report

(Referred to in of our report of even date to the members of R & B DENIMS LIMITED as on the consolidated financial statements for the year ended March 31, 2026)

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of audit, we state that:

21 Qualification or Adverse Remark for CFS Companies

Whether there have been any qualification or adverse remark by the respective auditors in the Companies (Auditor's Report) order (CARO) reports of the companies included in the Consolidated Financial Statement, if yes the details of the companies and the paragraph number of the CARO report containing the qualifications or adverse remark.	No
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For RPR & CO
Chartered Accountants

Sd/-
Raunaq Kankaria
Partner
M No: 138361
FRN: 131964W

Date: 29/05/2026
Place: Surat

ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls with reference to Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **R & B DENIMS LIMITED** ("The Holding Company") as of 31 March 2026 in conjunction with our audit of the consolidated financial statements of the Group for the year ended on that date.

The requirements of sec. 143(3)(i) of the Act are not applicable to the subsidiary entities of the Holding Company.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

The Holding Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Holding Company's business, including adherence to the Holding Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Consolidated Financial Statements

Our responsibility is to express an opinion on the Group's internal financial controls with reference to financial statements of the Holding Company and its subsidiaries based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to the Consolidated Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company has, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such controls were operating effectively as at 31 March 2026, based on internal controls over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For RPR & Co.
Chartered Accountants
Firm Reg. No. 131964W

Place: Surat
Date: 29/05/2026

Sd/-
CA Raunaq Kankaria
(Partner)
Membership Number: 138361
PAN: AANFR3923J

R & B DENIMS LIMITED

CIN: L17120GJ2010PLC062949

Regd. Off.: Block No. 467 Sachin Palsana Road, Palsana Surat, Gujarat, India, 394315.

Website: www.rnbdenims.com | Email: info@rnbdenims.com

CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES AS AT MARCH 31, 2026**(Rs. in Lakhs)**

SR. NO.	PARTICULARS	NOTE NO.	As at March 31, 2026	As at March 31, 2025
I.	Assets			
(1)	Non-Current Assets			
	(a) Property, Plant and Equipment	3	9,336.09	8,188.09
	(b) Capital Work-in-Progress	4	396.27	655.12
	(c) ROU asset	5	179.00	-
	(d) Other Intangible Assets	6	0.32	0.35
	(e) Financial Assets			
	(i) Investments	7	984.21	1,219.45
	(ii) Trade Receivables		-	-
	(iii) Loans	8	2,091.29	4,125.85
	(iv) Other Financial Assets	9	502.85	773.90
	(f) Deferred Tax Assets	10	13.78	-
	(g) Other Non-Current Assets	11	446.42	333.67
	Total Non-Current Assets		13,950.24	15,296.41
(2)	Current Assets			
	(a) Inventories	12	7,716.35	6,807.46
	(b) Financial Assets			
	(i) Investments	7	2,814.87	244.30
	(ii) Trade Receivables	13	8,788.01	6,314.17
	(iii) Cash and Cash Equivalents	14	179.16	68.05
	(iv) Bank Balances other than (iii) above	15	68.34	490.36
	(v) Loans	8	4.09	715.19
	(vi) Other Financial Assets	9		
	(c) Current Tax Assets (Net)	16	140.35	-
	(d) Other Current Assets	17	1,968.44	1,781.63
	Total Current Assets		21,679.60	16,421.15
	Total Assets		35,629.84	31,717.56
II.	Equity and Liabilities			
(1)	Equity			
	(a) Share Capital	18	1,799.47	1,799.47
	(b) Other Equity	19	18,212.46	16,497.14
	(c) Non-Controlling Interest	20	5,200.17	1,734.52
	Total Equity		25,212.10	20,031.13
(2)	Liabilities			
	Non-Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	21	1,645.67	1,666.68
	(ii) Lease Liabilities	22	193.61	
	(iii) Trade Payables			
	(A)			
	total outstanding dues of micro and small enterprises; and		-	-
	(B) total outstanding dues of creditors other than micro and small enterprises.		-	-
	(iv) Other Financial Liabilities		-	-
	(b) Provisions	23	57.37	45.99
	(c) Deferred Tax Liabilities (Net)	24	260.04	182.38
	(d) Other Non-Current Liabilities		-	-
	Total Non-Current Liabilities		2,156.69	1,895.06

R & B DENIMS LIMITED

CIN: L17120GJ2010PLC062949

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CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES AS AT MARCH 31, 2026

(Rs. in Lakhs)

SR. NO.	PARTICULARS	NOTE NO.	As at March 31, 2026	As at March 31, 2025
	Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	21	5,544.31	7,756.70
	(ii) Lease Liabilities	22	15.77	
	(iii) Trade Payables	25		
	(A)			
	total outstanding dues of micro and small enterprises; and		609.02	941.63
	(B) total outstanding dues of creditors other than micro and small enterprises.		1,637.20	477.72
	(iv) Other Financial Liabilities	26	15.97	18.68
	(b) Other Current Liabilities	27	318.69	333.71
	(c) Provisions	23	110.41	138.18
	(d) Current Tax Liabilities (Net)	28	9.67	124.77
	Total Current Liabilities		8,261.05	9,791.37
	Total Liabilities		10,417.74	11,686.43
	Total Equity and Liabilities		35,629.84	31,717.56

The accompanying notes 1 -51 form an integral part of these Consolidated Financial Statements.

As per our report of even date

For RPR & Co.

Chartered Accountants

Firm Reg. No.: 131964W

Sd/-

Raunaq Kankaria

Partner

Membership no.: 138361

Date: 29-05-2026

Place: Surat

**For and on behalf of Board of Directors of
R & B DENIMS LIMITED**

Sd/-

Amit Dalmia

Managing Director

DIN: 00034642

Sd/-

Sujata Dudharejiya

Company Secretary

Date: 29-05-2026

Place: Surat

Sd/-

Rajkumar Borana

Director

DIN: 01091166

Sd/-

Parkin Jariwala

Chief Financial Officer

R & B DENIMS LIMITED

CIN: L17120GJ2010PLC062949

Regd. Off.: Block No. 467 Sachin Palsana Road, Palsana Surat, Gujarat, India, 394315.

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CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2026**(Rs. in Lakhs)**

SR. NO.	PARTICULARS	NOTE NO.	As at March 31, 2026	As at March 31, 2025
A.	Continuing Operations :			
I.	Revenue from Operations	29	46,592.14	36,678.27
II.	Other Income	30	1,734.10	1,596.31
III.	Total Income [I + II]		48,326.24	38,274.58
IV.	Expenses			
(a)	Cost of materials consumed	31	34,146.39	25,906.55
(b)	Purchases of Stock-in-Trade		-	-
(c)	Changes in inventories of Finished Goods and Work-in-Progress	32	1,221.16	(1,955.04)
(d)	Employee benefit expenses	33	2,762.57	2,605.10
(e)	Finance Costs	34	728.01	749.14
(f)	Depreciation and Amortization Expenses	35	1,768.08	1,646.17
(g)	Other Expenses	36	4,430.69	5,618.26
	Total Expenses		45,056.90	34,570.18
V.	Profit / (Loss) before exceptional and extraordinary items and tax [III-IV]		3,269.34	3,704.41
VI.	Exceptional and Extraordinary items		-	-
VII.	Profit / (Loss) before tax [V-VI]		3,269.34	3,704.41
VIII.	Priod Period Item	37	-	(16.87)
IX.	Partners' remuneration		-	-
X.	Profit / (Loss) before tax [VII-VIII-IX]		3,269.34	3,721.27
XI.	Tax Expense:	38		
(1)	Current Year Tax		754.23	1,008.97
(2)	Deferred Tax		47.73	(36.69)
(3)	Earlier Year Tax		(8.79)	1.59
XII.	Profit / (Loss) for the period from continuing operations [VII-VIII]		2,476.18	2,747.40
B.	Discontinuing Operations :			
XIII.	Profit / (Loss) from Discontinuing Operations		-	-
XIV.	Tax Expenses of Discontinuing Operations		-	-
XV.	Profit / (Loss) for the period from discontinuing operations [VII-VIII]		-	-
XVI.	Profit / (Loss) for the period [IX+XII]		2,476.18	2,747.40
XVII.	Other Comprehensive Income:	39		
A (i)	Items that will not be reclassified to profit or loss		16.03	13.35
(ii)	Income tax relating to items that will not be reclassified to profit or loss		(3.77)	(4.10)
B (i)	Items that will be reclassified to profit or loss		-	-
(ii)	Income tax relating to items that will be reclassified to profit or loss		-	-
	Total Other Comprehensive Income (A+B)		12.26	9.26
XVIII.	Total Comprehensive Income for the period [XIII+XIV]		2,488.44	2,756.66

R & B DENIMS LIMITED

CIN: L17120GJ2010PLC062949

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CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2026**(Rs. in Lakhs)**

SR. NO.	PARTICULARS	NOTE NO.	As at March 31, 2026	As at March 31, 2025
XIX.	Net Profit attributable to:			
	a. Owners of the company		1,695.67	-
	b. Non controlling interest		780.51	-
XX.	Other Comprehensive Income attributable to:			
	a. Owners of the company		11.22	-
	b. Non controlling interest		1.05	-
XXI.	Total Comprehensive Income attributable to:			
	a. Owners of the company		1,706.89	-
	b. Non controlling interest		781.56	-
XXII.	Earnings per equity share from continuing operations (in INR)	40		
	(1) Basic		2.77	3.06
	(2) Diluted		2.77	3.06
XXIII.	Earnings per equity share from discontinuing operations (in INR)			
	(1) Basic		-	-
	(2) Diluted		-	-
XXIV.	Earnings per equity share from total operations (in INR)			
	(1) Basic		2.77	3.06
	(2) Diluted		2.77	3.06

The accompanying notes 1 -51 form an integral part of these Consolidated Financial Statements.

As per our report of even date

**For and on behalf of Board of Directors of
R & B DENIMS LIMITED****For RPR & Co.**

Chartered Accountants

Firm Reg. No.: 131964W

Sd/-

Raunaq Kankaria

Partner

Membership no.: 138361

Date: 29-05-2026

Place: Surat

Sd/-

Amit Dalmia

Managing Director

DIN: 00034642

Sd/-

Sujata Dudharejiya

Company Secretary

Date: 29-05-2026

Place: Surat

Sd/-

Rajkumar Borana

Director

DIN: 01091166

Sd/-

Parkin Jariwala

Chief Financial Officer

R & B DENIMS LIMITED

CIN: L17120GJ2010PLC062949

Regd. Off.: Block No. 467 Sachin Palsana Road, Palsana Surat, Gujarat, India, 394315.

Website: www.rnbdenims.com | Email: info@rnbdenims.com

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2026**(Rs. in Lakhs)**

Particulars	Year ended	Year ended
	31st March, 2026	31st March, 2025
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	3,269.34	3,721.27
Adjustment For:		
Depreciation	1,768.08	1,646.17
(Profit) on sale of Fixed Assets	(1.16)	(43.22)
Dividend Income	(10.82)	(29.07)
Sub-lease income	(9.13)	(0.30)
Interest Income	(466.51)	(1,031.62)
Profit on sale of Investments	(136.32)	(6.83)
Share of profit from partnership firm	-	(113.40)
Unrealised Gain on Financial Assets	(466.06)	(24.35)
Gratuity provisioning charged to p&l	26.53	-
Interest Expense	707.95	1,323.91
Preliminary expense	3.02	
Operating Profit before Working Capital Changes	4,684.93	5,442.56
Adjustment For:		
(Increase)/decrease in trade receivables	(2,473.84)	1,037.34
(Increase)/decrease in inventories	(908.90)	(1,481.24)
(Increase)/decrease in other current assets	(189.83)	147.46
Increase/(decrease) in trade payables	826.87	(892.31)
Increase/(decrease) in other current financial liabilities	(2.70)	15.18
Increase/(decrease) in other current liabilities	(15.02)	(988.66)
Increase/(decrease) in Current Tax Liabilities (Net)	-	(64.33)
Increase/(decrease) in provisions	(24.97)	21.61
Cash Generated From Operations before taxes	1,896.55	3,237.61
Income taxes paid	(1,000.88)	(916.00)
NET CASH FLOW FROM OPERATING ACTIVITIES (A)	895.66	2,321.61
B CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	(2,655.29)	(774.37)
Adjustment/Sale of Fixed Assets	19.69	126.00
(Investment)/Drawings from partnership firm (net)		
Investment made during the year	(1,732.95)	(1,261.71)
(Increase)/decrease in other non-current assets	(112.76)	(308.52)
Profit on sale of Investments	-	6.83
Share of profit from partnership firm	-	(1,749.90)
Sub - lease income	9.13	0.30
Dividend Income	10.82	29.07
Interest Received	466.51	1,031.62
(Increase)/decrease in Loans & Advances given	2,720.30	(1,113.64)
NET CASH USED IN INVESTING ACTIVITIES (B)	(1,274.54)	(4,014.32)
C CASH FLOW FROM FINANCING ACTIVITIES:		
Increase in Partner's Capital	-	1,161.00
Investment made by NCI	2,702.99	-
Increase/(decrease) in short term borrowings	(2,212.38)	4,312.26
Increase/(decrease) in long term borrowings	(21.02)	(1,694.64)
Repayment of Lease Liabilities		
Interest Paid	(686.23)	(1,323.91)

Lease Rental paid	(11.80)	-
NET CASH FLOW FROM FINANCING ACTIVITIES (C)	(228.43)	2,454.71
Net Increase in Cash & Cash equivalents [A+B+C]	(607.31)	762.00
D Cash and Cash equivalents at the beginning of the year (D)	1,166.18	404.18
E Cash and Cash equivalents at the end of the year (E)	558.87	1,166.18
Components of the Cash and Cash Equivalents		
Cash on Hand	11.38	16.84
With Banks - in form of current accounts	165.68	23.95
With Banks - in form of demand deposits	381.82	1,125.39

The accompanying notes 1 -51 form an integral part of these Consolidated Financial Statements.

Note: The above statement of Cash Flow has been prepared under the "Indirect method" as set out in Ind AS - 7 - Statement of Cash Flows.

As per our report of even date

For RPR & Co.

Chartered Accountants

Firm Reg. No.: 131964W

Sd/-

Raunaq Kankaria

Partner

Membership no.: 138361

Date: 29-05-2026

Place: Surat

**For and on behalf of Board of Directors of
R & B DENIMS LIMITED**

Sd/-

Amit Dalmia

Managing Director

DIN: 00034642

Sd/-

Rajkumar Borana

Director

DIN: 01091166

Sd/-

Sujata Dudharejiya

Company Secretary

Sd/-

Parkin Jariwala

Chief Financial Officer

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CIN: L17120GJ2010PLC062949

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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in Lakhs)

A. EQUITY SHARE CAPITAL (Refer Note 18):

PARTICULARS	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	1,799.47	1,799.47
Add: Addition during the year	-	-
Less: Reduction during the year	-	-
Balance at the end of the year	1,799.47	1,799.47

B. OTHER EQUITY (Refer Note 19):

PARTICULARS	RESERVES & SURPLUS		OTHER COMPREHENSIVE INCOME	GAIN ON BARGAIN PURCHASE	NON CONTROLLING INTEREST	TOTAL
	SECURITY PREMIUM RESERVE	RETAINED EARNINGS				
Balance as at March 31, 2024	7,442.44	6,958.49	-	-	1,777.06	16,177.98
Add: Profit / (Loss) for the year	-	2,086.96	-	-	528.35	2,615.31
Add: Other Comprehensive Income /(Loss) for the year	-	-	9.26	-	-	9.26
Add: Addition/(Deduction)	-	-	-	-	(570.89)	(570.89)
Balance as at March 31, 2025	7,442.44	9,045.45	9.26	-	1,734.52	18,231.66
Add: Profit / (Loss) for the year	-	2,476.18	-	-	780.51	3,256.68
Less: Share of NCI	-	(780.51)	(1.05)	-	-	(781.56)
Add: Other Comprehensive Income /(Loss) for the year	-	-	12.26	-	1.05	13.31
Add: Addition/(Deduction)	-	-	-	8.43	2,684.10	2,692.53
Balance as at March 31, 2026	7,442.44	10,741.12	20.48	8.43	5,200.17	23,412.64

The accompanying notes 1 -51 form an integral part of these Consolidated Financial Statements.

As per our report of even date

For RPR & Co.

Chartered Accountants

Firm Reg. No.: 131964W

Sd/-

Raunaq Kankaria

Partner

Membership no.: 138361

Date: 29-05-2026

Place: Surat

For and on behalf of Board of Directors of
R & B DENIMS LIMITED

Sd/-

Amit Dalmia

Managing Director

DIN: 00034642

Sd/-

Sujata Dudharejiya

Company Secretary

Date: 29-05-2026

Place: Surat

Sd/-

Rajkumar Borana

Director

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Chief Financial Officer

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.**1. CORPORATE INFORMATION**

R & B Denims Limited (Corporate Identity Number: L17120GJ2010PLC062949) (“the Company” or “R&B”) having its registered office at Block No. 467, Sachin Palsana Road, Palsana, Surat, Gujarat, India – 394 315, is a public Company incorporated and domiciled in India. The Company was incorporated on November 11, 2010 under the provisions of erstwhile Companies Act, 1956.

The Company is engaged in the business of manufacturing of Denim Fabrics both for sale and rendering job-work services.

The Equity shares of the Company are listed on Bombay Stock Exchange (“BSE”).

The consolidated financial statements comprise financial statements of R & B Denims Limited (‘the Company’) and its subsidiary entities, i.e., M/s. RB Industries and M/s. Ricon Industries and Ricon textile limited. (the Company and its subsidiaries together referred to as ‘the Group’).

2. BASIS OF PREPARATION & PRESENTATION OF FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES**2.1. Statement of Compliance with Indian Accounting Standards (“Ind AS”)**

The consolidated financial statements of the Group as at and for the year ended March 31, 2026 (“financial statements”) have been prepared and presented in accordance with Indian Accounting Standards (“Ind AS”) notified under Section 133 of the Companies Act, 2013 (“the Act”) [Companies (Indian Accounting Standards) Rules, 2015] and presentation requirements of Division II of Schedule III to the Companies Act, 2013 as amended from time to time, guidelines issued by the Securities and Exchange Board of India (“SEBI”) and other relevant provisions of the Act and accounting principles generally accepted in India. These consolidated financial statements have been prepared by the Group on a going concern basis.

The Consolidated Financial Statements of the Group comprises of its Consolidated Statement of Assets and Liabilities as at March 31, 2026, and Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year then ended.

The Consolidated Statement of Cash Flows has been prepared and presented as per the “Indirect Method” prescribed under Ind AS 7 – Statement of Cash Flows.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.**2.2. Statement of Consistency of Accounting Policy**

The accounting policies are applied consistently to all the periods presented in the consolidated financial statements, except where a newly issued accounting standard is initially adopted or a revision to an existing standard requires a change in the accounting policy hitherto in use.

2.3. Functional and Presentation Currency and rounding of amounts

The consolidated financial statements are presented in Indian Rupee (Rs.) which is also the functional currency of the Company. All amounts disclosed in the financial statements and notes have been rounded-off to the nearest lakh with two decimals thereof as per the requirement of Schedule III, unless otherwise stated.

2.4. Basis of Measurement

The consolidated financial statements have been prepared on a historical cost basis and on accrual basis, except for the following:

- Financial assets and liabilities are measured at fair value or at amortised cost depending on classification;
- Derivative financial instruments and contingent consideration is measured at fair value;
- Assets held for sale – measured at fair value less cost to sell;
- Defined benefit plans – plan assets measured at fair value;
- Lease liability and Right-of-use assets – measured at fair value; and
- Asset and liabilities assumed as part of business combination – measured at fair value.

A historical cost is a measure of value used for accounting in which the price of an asset on the balance sheet is based on its historical cost, it is generally fair value of consideration given in exchange for goods and services at the time of transaction or original cost when acquired by the Group.

Fair value is the price that is likely to be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the company takes into account the characteristics of the asset or liability that market participants would take into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the financial statements is determined on such a basis, except for share

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.

based payment transactions that are within the scope of Ind AS 102 – Share Based Payment and leasing transactions that are within the scope of Ind AS 116 – Leases.

Fair value measurements under Ind AS are categorised into fair value hierarchy based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are prescribed as follows:

- Level one quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access on measurement data;
- Level two inputs, other than quoted price is included within level one, that are observable for the asset or liability, either directly or indirectly; and
- Level three where observable inputs are used for the valuation of assets or liabilities.

2.5. Basis of Consolidation

The consolidated financial statements relate to R & B Denims Limited and its subsidiaries. The special purpose financial statements of the subsidiaries used for the purpose of consolidation are drawn up to the same reporting date as that of the Group.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner, as the Company's separate financial statements. The consolidated financial statements have been prepared on the following basis:

Investment in Subsidiaries:

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The net assets and results of acquired businesses are included in the consolidated financial statements from their respective dates of acquisition, being the date on which the Group obtains control. The results of disposed businesses are included in the consolidated financial statements up to their date of disposal, being the date control ceases. The financial statements of subsidiaries are included in these consolidated financial statements from the date that control commences until the date that control ceases.

The excess of cost to the Group of its investment in subsidiaries, on the acquisition dates over and above the Group's share of equity in the subsidiaries, is recognized as 'Goodwill on

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Consolidation' in the consolidated financial statements. The said Goodwill is not amortised, however, it is tested for impairment at each Balance Sheet date and the impairment loss, if any, is provided for. On the other hand, where the share of equity in subsidiaries as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Other Equity' in the consolidated financial statements.

Non-controlling interests represent that part of the total comprehensive income and net assets of subsidiaries attributable to the interest which is not owned, directly or indirectly, by the Parent Company. Non-controlling interests in the net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet separately within equity. Non-controlling interests are valued based on the proportion of net assets of the acquired entity at the date of acquisition. Non-controlling interests in the net assets of consolidated subsidiaries consists of:

- (a) The amount of equity attributable to noncontrolling interests at the date on which investment in a subsidiary is made; and
- (b) The non- controlling interests share of movements in equity since the date parent subsidiary relationship came into existence.

The consolidated financial statements of the Group have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions and resulting unrealised profits. Unrealised losses resulting from intra-group transactions are eliminated unless cost cannot be recovered.

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

The profit and other comprehensive income attributable to non-controlling interest of subsidiaries are shown separately in the consolidated statement of profit and loss and consolidated statement of changes in equity.

Upon loss of control, the Group de-recognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any surplus or

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deficit arising on the loss of control is recognised in the consolidated profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently, it is accounted for as an equity-accounted investee or as a FVTOCI or FVTPL financial asset, depending on the level of influence retained.

2.6. Key Accounting Estimates and Judgements

The preparation of consolidated financial statements requires management of the Group to make judgements, estimates and assumptions that affect the reported assets and liabilities, revenue and expenses and disclosures relating to contingent liabilities. Management believes that the estimates used in the preparation of the consolidated financial statements are prudent and reasonable. Estimates and underlying assumptions are reviewed by management at each reporting date. Actual results could differ from these estimates. Any revision of these estimates is recognised prospectively in the current and future periods.

Following are the critical judgements made by the Management while compiling the consolidated financial statements of the Group:

a) Income Taxes

Significant judgements are involved in determining the provision for income taxes including judgement on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods. The recognition of taxes that are subject to certain legal or economic limits or uncertainties is assessed individually by Management based on the specific facts and circumstances.

In assessing the realisability of deferred tax assets, Management considers whether some portion or all of the deferred tax assets will not be realised. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, Management believes that the Company will realise the benefits of those deductible differences. The amount of the deferred income tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.**b) Provisions and Contingent Liabilities**

The Group exercises judgement in determining if a particular matter is possible, probable or remote. The Group also exercises judgement in measuring and recognising provisions and the exposures to contingent liabilities related to pending litigation or other outstanding claims subject to negotiated settlement, mediation, government regulation, as well as other contingent liabilities. Judgement is necessary in assessing the likelihood that a pending claim will succeed, or a liability will arise and to quantify the possible range of the financial settlement. Because of the inherent uncertainty in this evaluation process, actual losses may be different from the originally estimated provision. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

c) Leases

Ind AS 116 - Leases requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Group's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

Following are the critical estimates made by the Management while compiling the consolidated financial statements of the Group:

a) Useful lives of property, plant and equipment and intangible assets

Property, plant and equipment and intangibles assets represent a significant proportion of the asset base of the Group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Group's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.**b) Expected credit loss**

In accordance with Ind AS 109 - Financial Instruments, the Group applies ECL model for measurement and recognition of impairment loss on the trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115 - Revenue from Contracts with Customers.

For this purpose, the Group follows 'simplified approach' for recognition of impairment loss allowance on the trade receivable balances, contract assets and lease receivables. The application of simplified approach requires expected lifetime losses to be recognised from initial recognition of the receivables based on lifetime ECLs at each reporting date.

As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

In case of other assets, the Group determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to twelve months ECL is measured and recognised as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognised as loss allowance

c) Accounting for defined benefit plans

In accounting for post-retirement benefits, several statistical and other factors that attempt to anticipate future events are used to calculate plan expenses and liabilities. These factors include expected return on plan assets, discount rate assumptions and rate of future compensation increases. To estimate these factors, actuarial consultants also use estimates such as withdrawal, turnover and mortality rates which require significant judgement. The actuarial assumptions used by the Group may differ materially from actual results in future periods due to changing market and economic conditions, regulatory events, judicial rulings, higher or lower withdrawal rates, or longer or shorter participant life spans.

d) Impairment of Non-Financial Assets

An impairment loss is recognised for the amount by which an asset's or cash-generating unit's carrying amount exceeds its recoverable amount. To determine the recoverable amount, management estimates expected future cash flows from each asset or cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.

the process of measuring expected future cash flows, management makes assumptions about future operating results. These assumptions relate to future events and circumstances. The actual results may vary and may cause significant adjustments to the Group's assets.

In most cases, determining the applicable discount rate involves estimating the appropriate adjustment to market risk and the appropriate adjustment to asset-specific risk factors.

e) Fair value of Financial Instruments

Management uses valuation techniques in measuring the fair value of financial instruments where active market quotes are not available. Details of the assumptions used are given in the notes regarding financial assets and liabilities. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

2.7. Significant Accounting Policies**a) Current and Non-Current Classification**

The Group presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is classified as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within 12 months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

- It is Expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within 12 months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.

All other liabilities are classified as non-current.

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has determined its operating cycle, as explained in schedule III of the Companies Act, 2013, as twelve months, having regard to the nature of business being carried out by the Group. The same has been considered for classifying assets and liabilities as current and non-current while preparing the consolidated financial statements.

b) Property, Plant and Equipment and Capital work-in-progress**Recognition and Measurement**

Property, plant and equipment, is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any.

Cost of acquisition or construction of property, plant and equipment comprises its purchase price including import duties and non-refundable purchase taxes net of trade discounts, rebates and any directly attributable cost of bringing the item to its working condition for its intended use, including relevant borrowing costs and any expected costs of decommissioning.

Property, plant and equipment acquired in a business combination, other than common control combination, are recognised at fair value at the acquisition date. Property, plant and equipment acquired under common control combination are recognised at carrying value at the acquisition date.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance cost are charged to the consolidated statement of profit and loss during the period in which they are incurred.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.

Material items such as spare parts, stand-by equipment and service equipment are classified as property, plant and equipment when they meet the definition of property, plant and equipment as specified in Ind AS 16 – Property, Plant and Equipment.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as 'Capital work-in-progress'. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under 'Other Non-Current Assets'.

Capital work-in-progress included in non-current assets comprises of direct costs, related incidental expenses and attributable interest. Capital work-in-progress are not depreciated as these assets are not yet available for use.

De-recognition

An item of property, plant and equipment, is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit and loss.

c) Intangible Assets**Recognition and Measurement**

Intangible assets such as marketing intangibles, trademarks, technical know-how, brands, customer relationship, computer software, product related intangibles, distribution network and non – compete rights acquired separately are measured on initial recognition at cost. Further, payments to third parties for in-licensed products, generally take the form of up-front and milestones payments and are capitalised following a cost accumulation approach to variable payments (milestones) when receipt of economic benefits out of the separately purchased transaction is considered to be probable. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment loss, if any. Subsequent expenditures are capitalised only when they increase the future economic benefits embodied in the specific asset to which they relate.

Expenditure for obtaining regulatory approvals and registration of products for overseas markets is charged to the consolidated statement of profit and loss.

De-recognition

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Intangible assets are de-recognised either on their disposal or where no future economic benefits are expected from their use. Losses arising on such de-recognition are recorded in the profit or loss and are measured as the difference between the net disposal proceeds, if any and the carrying amount of respective intangible assets as on the date of de-recognition.

d) Investment Properties

Property that is held for long-term rental yields or for capital appreciation or both and that is not occupied by the Group, is classified as investment properties. Investment property is measured initially at its cost, including related transaction costs and borrowing costs where applicable. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably.

Investment properties are depreciated using the straight-line method over their estimated useful lives. Investment properties generally have a useful life of 5-60 years. The useful life has been determined based on technical evaluation performed by the management's expert.

e) Inventories

Inventories consist of raw materials and packing materials, work-in-progress, stock-in-trade, finished goods, stores and spares, which are valued at lower of cost or net realisable value. The Group used First-In-First-Out (FIFO) for valuing its inventory.

Cost of inventory comprises all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and the estimated cost necessary to make the sale.

The Group reviews the condition of its inventories and makes provision against obsolete and slow – moving inventory items which are identified as no longer suitable for sale or use. Obsolete and slow – moving items are valued at cost or estimated net realisable value, whichever is lower. Any write down of inventories is recognised as an expense during the year.

f) Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand and cash at bank including fixed deposit with original maturity period of three months or less and short-term highly liquid investments with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.**g) Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets**Classification**

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), or fair value through profit or loss. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

Initial recognition and measurement

All financial assets excluding trade receivables are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, in which case they are recognised at fair value. The Group's trade receivables do not contain any significant financing component and hence are measured at the transaction price measured under Ind AS 115 "Revenue from Contracts with Customers".

Subsequent Measurement**Financial assets carried at amortised cost**

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset for collecting contractual cash flows and the contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the Consolidated Statement of Profit or Loss. The losses arising from impairment are recognised in the Consolidated Statement of Profit or Loss.

Financial assets carried at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets and the contractual terms of the asset give rise on specified

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dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the company recognizes interest income, impairment losses and reversals in the Profit and Loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Profit and Loss. Interest earned whilst holding FVTOCI asset is reported as interest income using the EIR method.

Equity instruments, except for the ones held for trading, could also be classified as at FVTOCI, if the Group makes an irrevocable election to do so at the time of initial recognition. Such election is made on instrument-to-instrument basis. In case of equity instruments classified as at FVTOCI, all the fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to consolidated statement of profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity. The Group has designated certain equity instruments as at FVTOCI.

Financial assets carried at fair value through profit or loss (FVTPL)

A financial asset which is not categorized as at amortised cost or as FVTOCI, is classified and subsequently measured as at FVTPL.

As per the requirements of Ind AS 109 - "Financial Instruments", all investments in equity instruments and contracts on those instruments are to be measured at FVTPL unless designated at FVTOCI. However, there might be situations where cost may be an appropriate estimate of fair value. That may be the case if insufficient information is available to measure fair value, or if there is a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

De-recognition

A financial asset (or, where applicable, a part of a financial asset) is primarily de-recognised (i.e., removed from the Group's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under

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a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in OCI and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

Financial Liabilities**Classification**

Financial liabilities are classified, at initial recognition, as subsequently measured at amortised cost, except for financial liabilities specifically classified and subsequently measured as at fair value through profit and loss.

Initial recognition and measurement

The Group initially measures a financial liability at its fair value plus, in the case of a financial liability not at fair value through profit or loss, transaction costs.

Subsequent measurement**Financial liabilities carried at amortised cost**

The Group measures its financial liabilities at amortised cost using the effective interest rate method. The effective interest rate is the rate that exactly discounts, estimated future cash payments (including all fees, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost on initial recognition.

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The interest expense (calculated based on effective interest method) and any gain or loss on derecognition is recognised in the Statement of Profit and Loss.

Financial assets carried at fair value through profit or loss (FVTPL)

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or is a derivative (except for effective hedge) or are designated upon initial recognition as FVTPL. Gains or losses, including any interest expense on liabilities held for trading are recognised in the Statement of Profit and Loss.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

h) Leases*Where Group is Lessee:*

The Group's lease asset classes primarily consist of leases for land, factory building and office building. The Company assesses whether a contract is or contains a lease, at the inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset;
- the Group has substantially all of the economic benefits from use of the asset through the period of the lease; and
- the Group has the right to direct the use of the asset.

The right-of-use asset is a lessee's right to use an asset over the life of a lease. At the date of commencement of the lease, the Group recognises a right-of-use asset ('ROU') and a

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corresponding lease liability for all lease arrangements in which it is a lessee, except for leases of low value assets. For these leases of low value assets, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease. The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

Lease liability is initially measured at the present value of future lease payments. Lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability and reducing the carrying amount to reflect the lease payments made. A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Where Group is lessor:

The Group has given certain premises under operating lease or leave and license agreement. The Group retains substantially all risks and benefits of ownership of the leased asset and hence classified as operating lease. Lease income on such operating lease is recognised in profit or loss under 'Rent' as Other income.

i) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the consolidated statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet and adjusted to reflect the current best estimates.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.**j) Contingent Assets & Liabilities**

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. The Group does recognise a contingent liability but discloses its existence in the consolidated financial statements.

Contingent assets are not recognised in the consolidated financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

k) Taxes

Income tax expense comprises of current tax expense and deferred tax expense/benefit. Current and deferred taxes are recognised in the consolidated statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity.

Current Income Tax

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the applicable income tax law of the respective jurisdiction. The current tax is calculated using tax rates that have been enacted or substantively enacted, at the reporting date and any adjustment to tax payable in respect of previous years. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred Tax

Deferred tax is recognised using the Balance Sheet approach on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a

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transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be recovered or settled.

The Group recognises deferred tax liability for all taxable temporary differences associated with investments in subsidiaries and associates, except to the extent that both of the following conditions are satisfied:

- When the Group is able to control the timing of the reversal of the temporary difference; and
- It is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities.

I) Employee Benefit Expenses**Short-Term Employee Benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and are measured on undiscounted basis. Benefits such as salaries, wages, etc. and the expected cost of ex gratia are recognised in the period in which the employee renders the related service. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.**Post-Employment Benefits****Defined Contribution Plan**

Post-retirement contribution plans such as Employees' Pension scheme, Labour Welfare Fund, Employee State Insurance Corporation (ESIC) are charged to the consolidated statement of profit and loss for the year when the contributions to the respective funds accrue. The Group does not have any obligation other than the contribution made.

Defined Benefit Plans**Employee's Provident Fund**

In accordance with the Employees' Provident Fund and Miscellaneous Provision Act, 1952, all eligible employees of the Group are entitled to receive benefits under the provident fund plan in which both the employee and employer (at a determined rate) contribute monthly to Employee's Provident Fund, a Fund set up by the Government. The contributions made by the Group are recognised as an expense in the consolidated statement of profit and loss under "Employee benefits expense".

Gratuity Obligations

Post-retirement benefit plans such as gratuity for eligible employees of the Group are calculated using projected unit credit method on the basis of actuarial valuation made by an independent actuary as at the reporting date. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is included in retained earnings and will not be reclassified to the consolidated statement of profit and loss.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the consolidated statement of profit and loss.

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Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the consolidated statement of profit and loss as past service cost.

m) Revenue Recognition

The Group derives revenue primarily from sale of Denim Fabrics and rendering of job-work service towards the same. Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those products or services. Revenue excludes amounts collected on behalf of government authorities such as Goods and Service Tax (GST), returns, trade allowances, rebates and amounts collected on behalf of third parties. To recognize revenues, the Group applies the following five step approach:

- Identify the contract with a customer,
- Identify the performance obligations in the contract,
- Determine the transaction price,
- Allocate the transaction price to the performance obligations in the contract, and
- Recognize revenues when a performance obligation is satisfied.

Sale of Goods

The Group recognizes revenue from sale of goods measured upon satisfaction of performance obligation which is at a point in time when control of the goods is transferred to the customer, generally on delivery of the goods. Depending on the terms of the contract, which differs from contract to contract, the goods are sold on a reasonable credit term. As per the terms of the contract, consideration that is variable, according to Ind AS 115, is estimated at contract inception and updated thereafter at each reporting date or until crystallisation of the amount.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, rebates, scheme allowances, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method based on accumulated experience and underlying schemes and agreements with customers). Due to the short nature of credit period given to customers, there is no financing component in the contract.

Rendering of Service

Revenue from services rendered is recognised in the consolidated statement of profit and loss as the underlying services are performed. Upfront non-refundable payments received under these

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arrangements are deferred and recognised as revenue over the expected period over which the related services are expected to be performed.

n) Other IncomeInterest Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividends

Dividend income from investments is recognised when the right to receive payment has been established, provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

Other (Other than Interest and Dividend Income)

Other Income consists of rent income, insurance claim, vendor settlement income and miscellaneous income and is recognised when it is probable that the economic benefits will flow to the Group and amount of income can be measured reliably.

o) Finance Costs

General and specific borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of such asset till such time the asset is ready for its intended use and borrowing cost are being incurred. A qualifying asset is an asset that necessarily takes a substantial time to get ready for its intended use. All other borrowing costs are recognised as an expense in the period they are incurred.

Borrowing cost includes interest expense, amortisation of discounts and ancillary costs incurred in connection with borrowing of funds. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

p) Depreciation and AmortizationDepreciation

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Depreciation on property, plant and equipment (other than freehold land) is calculated on pro-rata on the straight line method based on the useful life of the assets as indicated under Part C of Schedule II of the Companies Act, 2013 except for certain assets where management believes and based on the technical evaluation and assessment that the useful lives adopted by it best represent the period over which an asset is expected to be available for use.

Freehold land has an unlimited useful life and therefore is not depreciated.

Depreciation on additions is provided on a pro – rata basis from the month of installation or acquisition and in case of projects from the date of commencement of commercial production. Depreciation on deductions / disposals is provided on a pro-rata basis up to the month preceding the month of deduction / disposals.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and, if expectations differ from previous estimates, the changes are accounted for as a change in an accounting estimate and adjusted prospectively.

The estimated useful lives are as follows:

Property, plant and equipment	Useful Life
Buildings	30 years
Plant and Equipment	15 years
Furniture and Fixtures	10 years
Vehicles	8 years
Computer	3 years

Amortisation

The Group amortises intangible assets with a finite useful life using the straight-line method over the following useful lives:

Intangible Asset	Useful Life
Software	3 years
Trademark	10 years

The amortisation period and the amortisation method for intangible assets with a finite useful life are reviewed at each reporting date and adjusted prospectively, if appropriate.

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The amortisation expense on intangible assets with finite life is recognised in consolidated statement of profit and loss under the head depreciation, impairment and amortisation expense.

q) Impairment***Impairment of Financial Assets***

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are measured at amortised cost
- Financial assets that are measured at FVTOCI
- Trade or other contractual receivables resulting from transactions that are within the scope of Ind AS 115

The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade or other contractual receivables resulting from transactions that are within the scope of Ind AS 115. This approach doesn't require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

The Group follows 'general approach' for recognition of impairment loss allowance, on other financial assets, wherein the Company provides for 12-month ECL on 'Low Credit Risk' financial assets and lifetime time ECL on 'Moderate Credit Risk' and 'High Credit Risk' financial assets.

If, in a subsequent period, credit quality of the financial asset improves such that there is no longer a significant credit risk, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

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- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.
- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.

Impairment of Non-Financial Assets

The carrying amounts of the Group's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. For goodwill and intangible assets that have indefinite lives or that are not yet available for use, an impairment test is performed each year at 31st March.

An asset's recoverable amount is the higher of an asset's or cash generating unit's (CGU) fair value less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash-generating unit. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generate cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

The goodwill acquired in a business combination is, for the purpose of impairment testing, allocated to cash-generating units that are expected to benefit from the synergies of the combination.

An impairment loss is recognised in the consolidated statement of profit and loss if the estimated recoverable amount of an asset or its cash-generating unit is lower than its carrying amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026.

carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Goodwill that forms part of the carrying amount of an investment in an associate is not recognised separately and therefore is not tested for impairment separately. Instead, the entire amount of the investment in an associate is tested for impairment as a single asset when there is objective evidence that the investment in an associate may be impaired.

r) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The average weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

s) Exceptional Items

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Group is treated as an exceptional item and the same is disclosed in consolidated statement of profit and loss and in the notes forming part of the consolidated financial statements.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in Lakhs)

3 Property, Plant and Equipment

PARTICULARS	FREEHOLD LAND	BUILDINGS	PLANT & MACHINERY	FURNITURE & FITTINGS	MOTOR VEHICLES	COMPUTERS	ELECTRICAL EQUIPMENTS	Total
GROSS CARRYING VALUE								
Balance as at March 31, 2024	428.52	1,048.88	12,943.85	9.38	97.98	16.55	227.69	14,772.86
Adj. Additions during the year	-	67.07	119.25	0.27	27.65	3.06	29.30	246.60
Deletions during the year			(253.76)					(253.76)
Other Adjustments								-
Balance as at March 31, 2025	428.52	1,115.96	12,809.34	9.65	125.63	19.61	256.99	14,765.71
Adj. Addition on Acquisition of Subsidiary		5.40	1,004.18	1.42		2.66	68.92	1,082.59
Additions during the year		477.08	1,384.97	28.60	4.56	10.94	117.17	2,023.32
Deletions during the year			(52.41)			(0.55)	(5.00)	(57.96)
Other Adjustments								-
Balance as at March 31, 2026	428.52	1,598.44	15,146.08	39.68	130.19	32.67	438.09	17,813.66
ACCUMULATED DEPRECIATION								
Balance as at March 31, 2024	-	391.03	4,353.81	1.16	27.67	12.80	148.41	4,934.88
Adj. Depreciation charged for the year	-	65.69	1,548.28	0.82	11.24	2.28	17.82	1,646.12
Disposals made during the year			(3.39)					(3.39)
Other Adjustments								-
Balance as at March 31, 2025	-	456.71	5,898.70	1.98	38.91	15.08	166.23	6,577.62
Adj. Addition on Acquisition of Subsidiary		0.47	173.24	0.35		0.84	16.89	191.78
Depreciation charged for the year		88.83	1,598.21	4.39	12.42	5.36	38.39	1,747.60
Disposals made during the year	-	-	(39.09)	-	-	(0.33)	-	(39.42)
Other Adjustments	-	-	-	-	-	-	-	-
Balance as at March 31, 2026	-	546.02	7,631.05	6.72	51.33	20.95	221.50	8,477.57
NET CARRYING VALUE								
Balance as at March 31, 2026	428.52	1,052.42	7,515.03	32.95	78.86	11.72	216.58	9,336.09
As at March 31, 2025	428.52	659.24	6,910.64	7.67	86.72	4.53	90.76	8,188.09
As at March 31, 2024	428.52	657.86	8,590.04	8.22	70.31	3.75	79.28	9,837.98

(1) The Company has not revalued its property, plant and equipment.

(2) Vehicles and moveable fixed assets are hypothecated against the borrowings.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**(Rs. in Lakhs)****4 Capital Work-in-Progress**

PARTICULARS	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	655.12	1.10
Adj.: Additions during the year	396.27	654.02
Assets capitalised during the year	(655.12)	-
Balance at the end of the year	396.27	655.12

a Capital work-in-progress ageing schedule:**CWIP as at March 31, 2026**

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in progress	396.27	-	-	-	396.27
Suspended projects	-	-	-	-	-
Total	396.27	-	-	-	396.27

CWIP as at March 31, 2025

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in progress	654.02	1.10	-	-	655.12
Suspended projects	-	-	-	-	-
Total	654.02	1.10	-	-	655.12

- (1) There are no projects under capital work-in-progress, whose completion is either overdue or has exceeded its cost compared to its original plan as on 31st March, 2026 and 31st March, 2025.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**5 Right-of-use assets & Lease liability****5.1 Right-of-use assets****(Rs. in Lakhs)**

Particulars		Land & Building
Balance as at April 01, 2024		219.91
Adj.:	Additions during the year	-
	Deletions during the year	-
	Depreciation charge for the year	(20.46)
	Other Adjustments	-
Balance as at March 31, 2025		199.46
Adj.:	Additions during the year	-
	Deletions during the year	-
	Depreciation charge for the year	(20.46)
	Other Adjustments	-
Balance as at March 31, 2026		179.00

a Outstanding tenure of ROU Assets

Particulars	Land & Building
As at March 31, 2026	9.75 Years
As at March 31, 2025	10.75 Years

Notes:

- (1) The Group has not revalued its Right-of-use assets.
- (2) The aggregate depreciation on Right-of-use assets has been included under depreciation and amortisation expense in the Statement of Profit and Loss.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**(Rs. in Lakhs)****6 Other Intangible Assets**

Particulars	Trade Mark
GROSS CARRYING VALUE	
Balance as at March 31, 2024	0.42
Adj.: Additions during the year	-
Deletions during the year	-
Other Adjustments	-
Balance as at March 31, 2025	0.42
Adj.: Additions during the year	-
Deletions during the year	-
Other Adjustments	-
Balance as at March 31, 2026	0.42
ACCUMULATED DEPRECIATION	
Balance as at March 31, 2024	0.02
Adj.: Amortization charged for the year	0.05
Disposals made during the year	-
Other Adjustments	-
Balance as at March 31, 2025	0.07
Adj.: Amortization charged for the year	0.02
Disposals made during the year	-
Other Adjustments	-
Balance as at March 31, 2026	0.10
NET CARRYING VALUE	
Balance as at March 31, 2026	0.32
As at March 31, 2025	0.35
As at March 31, 2024	0.39

Notes:

- (1) The Company has not revalued its intangible assets.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in Lakhs)

7 Investments

PARTICULARS	As at March 31, 2026	As at March 31, 2025
A. Non-Current Investments:		
(a) Investments measured at Cost:		
(i) Other Unquoted Investments	45.12	45.14
(b) Investments measured at Fair Value through Profit and Loss:		
<u>Quoted Investments:</u>		
(i) Equity Instruments	-	934.32
(ii) Units of AIFs	939.09	240.00
Total	984.21	1,219.45
(Less): Provision for diminution in value of Investments	-	-
Total Investments	984.21	1,219.45
Aggregate amount of unquoted investments	355.09	-
Aggregate market value of quoted investments	939.09	1,219.45
B. Current Investments:		
<u>Quoted Investments:</u>		
(a) Investments measured at Fair Value through Profit and Loss:		
(i) Equity Instruments:	2,814.87	244.30
Total	2,814.87	244.30
(Less): Provision for diminution in value of Investments	-	-
Net Current Investments	2,814.87	244.30
Aggregate market value of quoted investments	2,814.87	244.30

8 Loans

PARTICULARS	As at March 31, 2026	As at March 31, 2025
A. Non-Current Loans:		
(a) <u>Unsecured Loans, Considered Good</u>		
Other loans	2,091.29	4,125.85
	2,091.29	4,125.85
Less: Allowance for bad and doubtful debts	-	-
Sub-Total (b)	2,091.29	4,125.85
Total Non-Current Loans and Advances	2,091.29	4,125.85
B. Current Loans:		
(a) <u>Unsecured Loans, Considered Good</u>		
Loan to employees	4.09	5.50
Loans advanced to related parties	-	709.69
	4.09	715.19
Less: Allowance for bad and doubtful debts	-	-
Sub-Total (b)	4.09	715.19
Total Current Loans and Advances	4.09	715.19

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**(Rs. in Lakhs)****Notes:**

- (1) Disclosure relating to related parties to whom the said loans have been extended is made at note 39.
 (2) Loan to other parties represents loans given by the Group at the interest rate of 9% p.a. and is repayable on demand.

9 Other Financial Assets

PARTICULARS	As at March 31, 2026	As at March 31, 2025
A. Non-Current - Other Financial Assets:		
(a) Bank deposits with remaining maturity of more than 12 months	311.37	607.77
(b) <u>Other Security Deposits:</u>		
(i) Utility Connection Security Deposits	181.68	157.17
(c) Other deposits	9.80	8.96
Total	502.85	773.90

Notes:

- (1) Bank deposits amounting to ₹311.37 lakhs have been classified as non-current assets as they are under lien against bank guarantees and are not available for use by the Group during this year.

10 Deferred Tax Asset

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Opening Balance		
(i) Remeasurement of Defined Benefit Plan	(5.07)	-
(ii) Property, plant and equipment & Intangible Assets	3.95	-
Total	(1.12)	-
(b) Recognised in Profit and Loss/ Retained Earnings		
(i) Remeasurement of Defined Benefit Plan	7.24	-
(ii) Property, plant and equipment & Intangible Assets	9.45	-
Total	16.69	-
(c) Recognised in Other Comprehensive Income		
(i) Remeasurement of Defined Benefit Plan	(1.79)	-
Total	(1.79)	-
(d) Closing Balance		
(i) Remeasurement of Defined Benefit Plan	13.78	-
Total	13.78	-

11 Other Non-Current Assets

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Custom Duty (Refundable)	0.34	0.34
(b) Capital Advances	438.76	333.33
(c) GST receivable -appeal	7.32	-
Total	446.42	333.67

Notes:

- (1) Advances are non-interest bearing and are generally due upto 180 days.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in Lakhs)

12 Inventories

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Yarn	4,983.04	3,060.35
(b) Colour Chemical	144.10	-
(c) Finished Fabrics	1,778.33	3,089.39
(d) Work in Progress	637.48	520.69
(e) Coal / Lignite	19.92	-
(f) Stores & Packing Material	153.48	137.03
Total	7,716.35	6,807.46

Notes:

(1) Inventory has been hypothecated against borrowings.

13 Trade Receivables

PARTICULARS	As at March 31, 2026	As at March 31, 2025
Secured Receivables - Considered good	-	-
Unsecured Receivables - Considered good	8,788.01	6,314.17
Receivables having significant increase in Credit Risk	-	-
Credit Impaired Receivables	-	-
	8,788.01	6,314.17
Less: Allowance for expected credit loss (using Simplified Approach)	-	-
Total	8,788.01	6,314.17
Current Trade Receivables	8,788.01	6,314.17
Non-Current Trade Receivables	-	-
Total	8,788.01	6,314.17

Notes:

(1) Trade receivables are non-interest bearing and are generally due upto 60 days.

(2) There are no debts due by Directors or other Officers of the Group or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any Director is a Partner or a Director or a Member except as disclosed in note 39.

(3) Ageing schedule for outstanding trade receivables.(Refer note 13.1)

14 Cash and Cash Equivalents

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Cash on hand	11.38	16.84
(b) Balances with Banks	165.68	23.95
(c) Fixed deposit(remaining maturity less than 3 months)	2.11	27.26
Total	179.16	68.05

15 Bank Balance other than Cash and Cash Equivalents

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Fixed Deposits with Banks (remaining maturity less than 12 months)	68.34	490.36
Total	68.34	490.36

Notes:

(1) Fixed Deposits are lien marked against the bank guarantees availed by the Group .

16 Current Tax Assets

PARTICULARS	As at March 31, 2026	As at March 31, 2025
Advance Tax paid	595.00	-
TDS / TCS receivable for current year	183.49	-
	778.49	-
Less: Provision for Tax for the year	(638.14)	-
Total	140.35	-

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**Ageing schedule for outstanding trade receivables:****(Rs. in Lakhs)****13.1 Ageing Schedule as at March 31, 2026:**

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed:							
(a) Considered Good	-	8,787.95	0.06	-	-	-	8,788.01
(b) Having significant Credit Risk	-	-	-	-	-	-	-
(c) Credit Impaired	-	-	-	-	-	-	-
Disputed:							
(a) Considered Good	-	-	-	-	-	-	-
(b) Having significant Credit Risk	-	-	-	-	-	-	-
(c) Credit Impaired	-	-	-	-	-	-	-
Total	-	8,787.95	0.06	-	-	-	8,788.01
Less: Provision for ECL	-	-	-	-	-	-	-
Net Trade Receivables	-	8,787.95	0.06	-	-	-	8,788.01

Ageing Schedule as at March 31, 2025:

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed:							
(a) Considered Good	-	6,309.26	0.18	-	0.02	4.70	6,314.17
(b) Having significant Credit Risk	-	-	-	-	-	-	-
(c) Credit Impaired	-	-	-	-	-	-	-
Disputed:							
(a) Considered Good	-	-	-	-	-	-	-
(b) Having significant Credit Risk	-	-	-	-	-	-	-
(c) Credit Impaired	-	-	-	-	-	-	-
Total	-	6,309.26	0.18	-	0.02	4.70	6,314.17
Less: Provision for ECL	-	-	-	-	-	-	-
Net Trade Receivables	-	6,309.26	0.18	-	0.02	4.70	6,314.17

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**(Rs. in Lakhs)****17 Other Current Assets**

PARTICULARS		As at March 31, 2026	As at March 31, 2025
(a)	Advance to Suppliers, Unsecured Considered Good	382.49	234.04
(b)	Balance with Government Authorities		
	Electricity Subsidy Receivable	17.36	-
	Interest Subsidy Receivable	70.12	-
	SGST subsidy receivable	438.01	585.20
	DGVCL - wm units receivable	160.06	191.40
	GST input credit receivable	712.91	491.91
	TED Receivable	-	2.97
	Income Tax Refund Receivable	41.88	156.40
	GST refund receivable	18.04	-
	Duty drawback receivable	1.43	-
	Others	4.37	56.71
(c)	Excess expenditure on CSR Activities carried forward	4.05	-
(d)	Preoperative Expense	50.67	-
(e)	Prepaid Expenses	65.34	41.35
(f)	Pre-paid Contract Costs	-	19.90
(g)	Prepaid rent	1.02	-
(h)	Others	0.71	1.73
Total		1,968.44	1,781.63

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in Lakhs)

18 Share Capital

PARTICULARS	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	Amount	No. of Shares	Amount
<u>Authorised Capital*</u>				
Equity Shares of Face Value INR 1/- each.	30,00,00,000.00	3,000.00	12,75,00,000.00	2,550.00
<u>Issued, Subscribed *</u>				
Equity Shares of Face Value INR 1/- each.	17,99,46,880.00	1,799.47	8,99,73,440.00	1,799.47
<u>Paid-Up Capital*</u>				
Equity Shares of Face Value INR 2/- each.	8,99,73,440.00	1,799.47	8,99,73,440.00	1,799.47

*During the financial year ended March 31, 2026, the Board of Directors of the Company vide resolution dated February 14, 2026 proposed and agreed to increase the authorised capital of the Company from existing Rs.25,50,00,000 comprising of 12,75,00,000 equity shares of Face Value Rs. 2/- each to Rs. 30,00,00,000 comprising of 30,00,00,000 equity shares of Face Value Rs. 1/- each.

In the same board meeting, it was further proposed to split each existing equity share of the Company having Face Value Rs. 2/- each into 2 equity shares of Face Value Re. 1/- each. Further, it was also proposed to issue bonus shares of the Company in the ratio of 1:2 post giving effect to share split, i.e., 1 bonus equity share of the Company of Face Value Re. 1/- against 2 equity shares of the Company of Face Value Re. 1/- held by the shareholder.

The above proposed increase in authorised capital, share split and issue of bonus shares was approved by the members of the Company at their Extra Ordinary General Meeting held on March 13, 2026. Further, the same was also intimated to the Registrar of Companies (RoC) Ahmedabad, vide filing of Form SH-7 by the Company on March 28, 2026.

However, the same got effective on April 02, 2026 post approval from stock exchange. And accordingly, the proposed bonus equity shares were issued on April 06, 2026 to the respective shareholders of the Company.

Accordingly, the effect of share split and bonus issue which got effective post the closure date of financials for F.Y. 2025-26 has not been given effect to in the current financial statements.

a Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	Amount	No. of Shares	Amount
<u>Opening Balance</u>	8,99,73,440	1,799	8,99,73,440	1,799
Add: Issued during the year	-	-	-	-
(Less): Buy-back during the year	-	-	-	-
<u>Add / (Less): Others adjustments</u>				
Closing Balance	8,99,73,440	1,799	8,99,73,440	1,799

b Terms / Rights attached to shares:

The Company has only one class of equity shares having a par value of Rs. 2 per share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

c Details of shareholders holding more than 5% shares in Company:

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	Holding %	No. of Shares	Holding %
Rajkumar Mangilal Borana	1,02,64,605	11.41%	1,02,64,605	11.41%
Amitkumar Anandbhai Dalmia	90,25,855	10.03%	90,25,855	10.03%
Deepak A Dalmia	90,95,840	10.11%	90,95,840	10.11%
Ankur Mangilal Borana	82,17,090	9.13%	81,64,590	9.07%
Rawatkhedia Silk Mills LLP	75,00,000	8.34%	75,00,000	8.34%

d Details of shares issued without consideration or bought-back during last 5 years:

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
No. of Equity Shares of Face Value INR 2/-	-	-	-	-	-
No. of Equity Shares of Face Value INR 2/-	-	-	-	-	-
No. of Equity Shares of Face Value INR 2/-	-	-	-	-	-

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**(Rs. in Lakhs)****e Details of Shares held by Promoters and Promoter Group:****For the year ended March 31, 2026:**

Particulars	As at March 31, 2026		As at March 31, 2025		% change during the year
	No. of Shares	Holding %	No. of Shares	Holding %	
Rajkumar Mangilal Borana	1,02,64,605	11.41%	1,02,64,605	11.41%	0.00%
Amitkumar Anandbhai Dalmia	90,25,855	10.03%	90,25,855	10.03%	0.00%
Deepak A Dalmia	90,95,840	10.11%	90,95,840	10.11%	0.00%
Ankur Mangilal Borana	82,17,090	9.13%	81,64,590	9.07%	0.64%
Rawatkhedia Silk Mills LLP	75,00,000	8.34%	75,00,000	8.34%	0.00%
Rajkumar Mangilal Borana HUF	9,15,000	1.02%	9,15,000	1.02%	0.00%
Amitkumar Anandbhai Dalmia HUF	30,000	0.03%	30,000	0.03%	0.00%
Deepak A Dalmia HUF	30,000	0.03%	30,000	0.03%	0.00%
Ankur Mangilal Borana HUF	4,27,500	0.48%	4,27,500	0.48%	0.00%
Sharmila Rajkumar Borana	52,500	0.06%	52,500	0.06%	0.00%
Deepa Amitkumar Dalmia	30,000	0.03%	30,000	0.03%	0.00%
Sunaina Deepak Dalmia	30,000	0.03%	30,000	0.03%	0.00%
Dhwani Ankur Borana	7,65,000	0.85%	7,65,000	0.85%	0.00%
Mayfair Vinimay Private Limited	26,25,000	2.92%	26,25,000	2.92%	0.00%
Rawatkhedia Processors Pvt.Ltd.	-	0.00%	75,00,000	8.34%	-100.00%
Mohini devi Mangilal Borana	-	0.00%	52,500	0.06%	-100.00%
Mangilal Ambalal Borana HUF	11,25,000	1.25%	15,00,000	1.67%	-25.00%
Mangilal Ambalal Borana	15,00,000	1.67%	11,25,000	1.25%	33.33%

For the year ended March 31, 2025:

Particulars	As at March 31, 2025		As at March 31, 2024		% change during the year
	No. of Shares	Holding %	No. of Shares	Holding %	
Rajkumar Mangilal Borana	1,02,64,605	11.41%	1,02,64,605	11.41%	0.00%
Amitkumar Anandbhai Dalmia	90,25,855	10.03%	89,95,855	10.00%	0.33%
Deepak A Dalmia	90,95,840	10.11%	90,95,840	10.11%	0.00%
Ankur Mangilal Borana	81,64,590	9.07%	81,64,590	9.07%	0.00%
Rawatkhedia Silk Mills LLP	75,00,000	8.34%	75,00,000	8.34%	0.00%
Rajkumar Mangilal Borana HUF	9,15,000	1.02%	9,15,000	1.02%	0.00%
Amitkumar Anandbhai Dalmia HUF	30,000	0.03%	30,000	0.03%	0.00%
Deepak A Dalmia HUF	30,000	0.03%	30,000	0.03%	0.00%
Ankur Mangilal Borana HUF	4,27,500	0.48%	4,27,500	0.48%	0.00%
Sharmila Rajkumar Borana	52,500	0.06%	52,500	0.06%	0.00%
Deepa Amitkumar Dalmia	30,000	0.03%	30,000	0.03%	0.00%
Sunaina Deepak Dalmia	30,000	0.03%	30,000	0.03%	0.00%
Dhwani Ankur Borana	7,65,000	0.85%	7,65,000	0.85%	0.00%
Shashi Anand Dalmia	-	0.00%	30,000	0.03%	-100.00%
Mayfair Vinimay Private Limited	26,25,000	2.92%	18,75,000	2.08%	40.00%
Rawatkhedia Processors Pvt.Ltd.	75,00,000	8.34%	75,00,000	8.34%	0.00%
Mohini devi Mangilal Borana	52,500	0.06%	52,500	0.06%	0.00%
Mangilal Ambalal Borana HUF	15,00,000	1.67%	15,00,000	1.67%	0.00%
Mangilal Ambalal Borana	11,25,000	1.25%	11,25,000	1.25%	0.00%

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in Lakhs)

19 Other Equity

PARTICULARS		As at March 31, 2026	As at March 31, 2025
(a) Securities Premium Account*	Opening Balance	7,442.44	7,442.44
	Add: Credited during the year	-	-
	(Less): Utilised during the year	-	-
	Closing Balance	7,442.44	7,442.44
(b) Surplus in Statement of Profit and Loss	Opening Balance	9,045.45	6,958.49
	Add: Profits / (Loss) for the year	2,476.18	2,086.96
	(Less): Share of NCI	(780.51)	-
	Closing Balance	10,741.12	9,045.45
(c) Gain on Bargain Purchase	Opening Balance	-	-
	Add/(Less): Amount recognised during the year	8.43	-
	Closing Balance	8.43	-
(d) Other Comprehensive Income	Opening Balance	9.26	-
	Add: Profits / (Loss) for the year	12.26	9.26
	(Less): Share of NCI	(1.05)	-
	Closing Balance	20.48	9.26
Total Reserves and Surplus		18,212.46	16,497.14

Notes:

During the financial year ended March 31, 2026, the Board of Directors of the Company vide resolution dated February 14, 2026 proposed and agreed to increase the authorised capital of the Company from existing Rs.25,50,00,000 comprising of 12,75,00,000 equity shares of Face Value Rs. 2/- each to Rs. 30,00,00,000 comprising of 30,00,00,000 equity shares of Face Value Rs. 1/- each.

In the same board meeting, it was further proposed to split each existing equity share of the Company having Face Value Rs. 2/- each into 2 equity shares of Face Value Re. 1/- each. Further, it was also proposed to issue bonus shares of the Company in the ratio of 1:2 post giving effect to share split, i.e., 1 bonus equity share of the Company of Face Value Re. 1/- against 2 equity shares of the Company of Face Value Re. 1/- held by the shareholder.

The above proposed increase in authorised capital, share split and issue of bonus shares was approved by the members of the Company at their Extra Ordinary General Meeting held on March 13, 2026. Further, the same was also intimated to the Registrar of Companies (RoC) Ahmedabad, vide filig of Form SH-7 by the Company on March 28, 2026.

However, the same got effective on April 02, 2026 post approval from stock exchange. And accordingly, the proposed bonus equity shares were issued on April 06, 2026 to the respective shareholders of the Company.

Accordingly, the effect of bonus issue which got effective post the closure date of financials for F.Y. 2025-26 has not been given effect to in securities premium account in the current financial statements.

- (a) Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends, or other distributions paid to shareholders.
- (b) Other Comprehensive Income includes impact of remeasurement gain/(losses) net of taxes on defined benefit plans on account of changes in actuarial assumptions or experience adjustments within the plans.
- (c) Securities premium is used to record the premium on issue of shares or debentures. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

20 Non Controlling Interest

Standalone financial information of subsidiaries that have material non-controlling interests is provided below:

A. Proportion of equity interest held by non-controlling interest:

Name of Subsidiary		As at March 31, 2026	As at March 31, 2025
(i)	RB Industries	80.00%	80.00%
(ii)	RICON Industries	80.00%	80.00%
(iii)	RICON Textile Limited	33.00%	0.00%

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(Rs. in Lakhs)

B. Information regarding non-controlling interest:

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(i) Opening Balance	1,734.52	1,777.06
(ii) Add: Profits / (Loss) for the year	780.51	528.35
(iii) Add/(less): Share in Other Comprehensive Income	1.05	-
(iv) (Less): Addition/(Deduction) during the year	2,684.10	(570.89)
Closing Balance	5,200.17	1,734.52

21 Borrowings

PARTICULARS	As at March 31, 2026	As at March 31, 2025
A. Non-Current Borrowings		
(a) Secured Borrowings		
(i) Term Loan from Banks	919.99	1,489.06
Less: Current Maturities of Term Borrowings	(341.55)	(854.25)
Net-Term Borrowings	578.43	634.81
(b) Unsecured Borrowings		
(i) Loans from related parties	391.15	-
(ii) Inter-Corporate Loans	676.08	356.08
(iii) From others	-	675.79
Total Non-Current Borrowings	1,645.67	1,666.68
B. Current Borrowings		
(a) Secured Borrowings		
(i) <u>Loans repayable on demand:</u>		
(1) Cash Credits	5,202.76	6,902.45
(ii) Current maturities of Term Borrowings	341.55	854.25
Total Current Borrowings	5,544.31	7,756.70

Notes:**(1) Terms of Borrowings & Security details:****Cash Credits Facility**

- a) Cash credit facility availed from Axis Bank Limited of Rs 35.50 Crores sanctioned at Repo rate + 2.25% spread = 8.75% p.a. at the time of sanction with 12 months tenure. The limit is secured by charge on all Current Assets of the Company & Pari Passu charges on the Factory Land & Building at R S No 446, Block No 467, Village Palsana, Sachin Highway road, Palsana, Surat, Gujarat in the name of Director's of the Company namely Mr. Amitkumar Dalmia, Mr. Deepak Dalmia, Mr. Rajkumar Borana & Mr. Ankur Borana and also their respective Personal Guarantee.
- b) Cash credit facility availed from The Cosmos Co-operative Bank Ltd of Rs 10.00 Crores sanctioned at 8.50% p.a. with collateral security a. Factory land owned by Mr Amit Dalmia, Mr Dipak Dalmia, Mr Rajkumar Borana & Mr Ankur Borana alongwith leasehold right on factory building constructed & owned by R & B Denims Ltd standing on RS No 446, Block No 467, situated at village Palsana, Sachin highway road, Palsana, Surat, Gujarat.
- c) Cash Credit of Rs 3500.00 lakhs sanctioned from Axis Bank Ltd at Repo rate + 2.00% = 8.50% p.a. The loan is repayable on demand. The loan is secured against hypothecation of entire current assets and movable fixed assets both present and future. Registered mortgage of Industrial property situated at Khata No 436,438,451, Survey No 549/1, 549/2,549/3, Block No 371,372,& 373, ricon industries, dhamdod mangrod, surat-bharuch-Gujarat, personal guarantee of Amit Dalmia, Deepak Dalmia, Ankur Mangilal Borana, Rajkumar M. Borana and Kapil Hojiwala.
- (d) Cash Credit of Rs 1500.00 lakhs sanctioned from Cosmos Bank Ltd at 9.25% p.a. The loan is repayable on demand. The loan is secured by Factory Land & Building – Block No.372 & 373 i.e Consolidated Block No.372, Survey No.549/2 & 549/1 of Village Dhamlod, Tal.Mangrol, Dist.Surat & Industrial Open Land, Block No.371, Survey No.549/3 of Village, Dhamlod, Tal.Mangrol, Dist.Surat. Personal guarantee of Amit Dalmia, Deepak Dalmia, Ankur Mangilal Borana, Rajkumar M. Borana and Kapil Hojiwala.

Term Loan

- a) Term Loan sanctioned from The Cosmos Co-operative Bank Ltd of Rs 17.68 crores sanctioned at 8.50% p.a. at monthly installment of Rs 35,84,867 for a period of 60 months + 12 months moratorium and is hypothecated against the existing plant and machinery. Remaining repayment tenure as on 31.03.2026 is 5 months.
- b) Term Loan sanctioned from HDFC Bank Ltd of Rs 8.82 crores sanctioned at 8.25% p.a. at monthly installment of Rs 14,87,257 for a period of 73 months + 11 months moratorium and is secured by mortgage over INDUSTRIAL PROPERTY PLOT NO. B/11-2B/S. KK DESIGNERS UNIT 2 ROAD NO 11 ,SACHIN UDHYOGNAGAR SAHAKARI MANDALI LTD,394230,HOJIWALA INDUSTRIAL ESTATE. Remaining repayment tenure as on 31.03.2026 is 56 months.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**22 Lease Liability****(Rs. in Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Current Lease Liabilities	15.77	14.28
Non-Current Lease Liabilities	193.61	209.38
Total	209.38	223.66

a Movement in lease liability**(Rs. in Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	223.66	229.95
Adj.: Additions during the year	-	-
Deletions, modifications and adjustments during the year	-	-
Finance cost accrued during the year	21.72	22.97
Payment of lease liabilities during the year	(36.00)	(29.25)
Balance at the end of the year	209.38	223.66

b Contractual maturity of lease liability on an undiscounted basis**(Rs. in Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Less than one year	36.00	36.00
One to five years	180.00	180.00
More than five years	99.00	135.00
Total	315.00	351.00
Less: Financial Component	(105.62)	(127.34)
Net lease liability	209.38	223.66

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in Lakhs)

23 Provisions

PARTICULARS	As at March 31, 2026	As at March 31, 2025
A. Non-Current Provisions:		
(a) Provision for Employee Benefits		
Provision for Gratuity	57.37	45.99
Total	57.37	45.99
B. Current Provisions:		
(a) Provision for Employee Benefits	0.78	3.57
(b) Electricity Expenses Payable	103.04	132.30
(c) Others	6.60	2.31
Total	110.41	138.18

24 Deferred Tax Liabilities

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Opening Balance		
(i) Remeasurement of Defined Benefit Plan	(20.16)	2.99
(ii) Property, plant and equipment & Intangible Assets	197.99	219.28
(iii) Financial Assets	6.13	-
(iv) Financial Liabilities	(6.64)	-
(v) Other Liabilities	16.33	-
Total	193.64	222.28
(b) Recognised in Profit and Loss/ Retained Earnings		
(i) Remeasurement of Defined Benefit Plan	127.59	(2.40)
(ii) Property, plant and equipment & Intangible Assets	(20.11)	(37.50)
(iii) Investments & Financial Assets	(43.06)	-
Total	64.42	(39.90)
(c) Recognised in Other Comprehensive Income		
(i) Remeasurement of Defined Benefit Plan	1.98	-
Total	1.98	-
(d) Closing Balance		
(i) Remeasurement of Defined Benefit Plan	102.77	0.60
(ii) Property, plant and equipment & Intangible Assets	177.87	181.78
(iii) Financial Assets	(36.93)	-
(v) Other Liabilities	16.33	-
Total	260.04	182.38

25 Trade Payables

PARTICULARS	As at March 31, 2026	As at March 31, 2025
A. Current Trade Payables		
(i) total outstanding dues of micro and small enterprises	609.02	941.63
(ii) total outstanding dues creditors other than micro and small enterprises	1,637.20	477.72
	2,246.22	1,419.35
Total Payables	2,246.22	1,419.35

Notes:

- Trade payables are non-interest bearing.
- There are no debts due to Directors or other Officers of the Company or any of them either severally or jointly with any other person or debts due to firms or private companies respectively in which any Director is a Partner or a Director or a Member except as disclosed in note 38.
- The details of amounts outstanding to Micro, Small and Medium Enterprises based on information available with the Company is as under:

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**Ageing schedule for outstanding trade Payables:****(Rs. in Lakhs)****25.1 Ageing Schedule as at March 31, 2026:**

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed:						
(a) MSME	-	609.02	-	-	-	609.02
(b) Others	-	1,636.89	0.21	0.02	0.08	1,637.20
Disputed:						
(a) MSME	-	-	-	-	-	-
(b) Others	-	-	-	-	-	-
Total	-	2,245.91	0.21	0.02	0.08	2,246.22

Ageing Schedule as at March 31, 2025:

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed:						
(a) MSME	-	941.63	-	-	-	941.63
(b) Others	-	477.72	-	-	-	477.72
Disputed:						
(a) MSME	-	-	-	-	-	-
(b) Others	-	-	-	-	-	-
Total	-	1,419.35	-	-	-	1,419.35

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in Lakhs)

Disclosures required under section 22 of Micro, Small and Medium Enterprise Development Act, 2006:

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	609.02	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

(4) Ageing schedule for outstanding trade payables(Refer note 25.1)

26 Other Financial Liabilities

PARTICULARS	As at March 31, 2026	As at March 31, 2025
A. Current - Other Financial Liabilities:		
(a) Interest Payable and Due (Term Loan)	15.97	18.68
Total	15.97	18.68

27 Other Current Liabilities

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Statutory dues payables		
(i) Employee benefit dues payable	20.91	109.46
(ii) Other Statutory dues payable		
TDS / TCS Payable	40.14	20.14
Professional Tax Payable	0.67	1.83
(b) Contract Liabilities	35.38	-
(c) Other payables		
Employee benefit dues payable	187.82	138.32
Audit fees payable	16.20	11.88
Internal audit fees payable	1.08	1.62
GST audit fees payable	0.50	0.54
Brokerage & Commission Payable	11.87	16.59
Unearned Revenue	-	0.11
Advance from customers	0.62	0.67
Other Payables	3.50	32.55
Total	318.69	333.71

28 Current Tax Liabilities

PARTICULARS	As at March 31, 2026	As at March 31, 2025
Advance Tax paid	94.00	853.00
TDS / TCS receivable for current year	12.41	50.06
	106.41	903.06
Less: Provision for Tax for the year	(116.08)	(1,027.83)
Total	(9.67)	(124.77)

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**(Rs. in Lakhs)****29 Revenue from Operations**

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Sales of Goods	44,985.45	33,887.70
(b) Sale of Services	742.72	2,477.99
(c) Other operating revenue	863.97	312.58
Total Revenue from Operations	46,592.14	36,678.27

Notes:**(1) Disaggregation of Revenue based on product type:**

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Sales of goods (Net of Claim, Discount and Returns):		
(i) Denim Fabric Sale	24,848.21	19,694.77
(ii) Garment Sale	87.68	-
(iii) Yarn Sale	14,484.30	2,413.40
(iv) Poly Fabric sale	2,388.29	11,779.54
(v) Beam Sale	-	-
(vi) Grey Sale	3,176.96	-
(b) Sale of services (Net of Claim and Discounts):		
(i) Jobwork - Yarn and Finishing	686.14	2,332.97
(ii) Jobwork - Garmenting	56.58	145.02
(c) Other operating revenue:		
(i) Sale of scrap	739.68	76.68
(ii) MEIS / RODTEP Licence Income	37.72	73.68
(iii) Duty drawback income	22.58	34.32
(iv) Sale of Electricity Income	3.48	10.39
(v) Insurance Claim received	28.11	100.75
(vi) Interest from Party	0.13	0.21
(vii) Foreign Exchange Fluctuation	32.26	16.56
Total Revenue from Operations	46,592.14	36,678.27

(2) Disaggregation of Revenue based on geography:

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Domestic Sales	45,522.31	35,053.38
(b) Export Sales	1,069.83	1,624.90
Total	46,592.14	36,678.27

(3) Disaggregation of Revenue based on geography:

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Contract Price	46,659.55	36,917.47
(b) Add/(Less): Discounts and Rate Difference	(67.40)	(239.20)
Total	46,592.14	36,678.27

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**(Rs. in Lakhs)****30 Other Income**

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Interest Income:		
(i) Interest income on Financial assets measured at amortised cost		
(1) Interest on Bank Deposits	23.40	31.91
(2) Interest on Other Deposits	10.54	67.40
(3) Interest on Loans	416.89	9.85
(4) Interest on Capital from partnership firms	-	1.63
(ii) Interest received from customers	15.18	437.46
(iii) Other Interest Income	0.50	-
(b) Capital Gains:		
(i) Short-Term Gain on sale of shares	75.03	24.35
(ii) Long-Term Gain on sale of shares	61.29	-
(iii) Unrealised Gain on investments carried at FVTPL	466.06	104.08
(c) Other Gains:		
(i) Realised mark to market gain	(190.50)	(43.55)
(ii) Unrealised mark to market gain	(8.07)	5.80
(iii) Gain/(loss) on sale of assets	1.16	36.65
(iv) Foreign Exchange Fluctuation	-	-
(iv) Sub Lease Income	-	-
(v) Insurance Claim Received	-	-
(v) Interest Subsidy	167.45	-
(vi) SGST Subsidy	607.51	773.42
(vii) Rent Income	9.13	4.84
(viii) Electricity Subsidy	66.75	-
(vii) Profit/loss on sale of Shares	-	-
(viii) Sale of Units from Windmill	-	-
(ix) Other income	0.97	-
(d) Dividend Income	10.82	29.07
(e) Share of profits from partnership firms	-	113.40
Total Other Income	1,734.10	1,596.31

R & B DENIMS LIMITED

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**(Rs. in Lakhs)****31 Cost of materials consumed**

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Yarn:		
Stock at the beginning of year	3,007.87	3,405.68
Add: Purchases during the year (net of returns, claims and discounts)	34,066.08	32,706.21
	37,073.94	36,111.90
Less: Stock at the end of year	4,983.04	2,907.47
Consumption of Yarn	32,090.90	33,204.42
(b) Grey Fabrics:		
Stock at the beginning of year	46.20	16.80
Add: Purchases during the year (net of returns, claims and discounts)	-	11,997.88
	46.20	12,014.68
Less: Stock at the end of year	-	46.20
Consumption of Grey Fabrics	46.20	11,968.48
(c) Colour & Chemical:		
Stock at the beginning of year	101.12	102.38
Add: Purchases during the year (net of returns, claims and discounts)	2,021.48	1,550.16
	2,122.60	1,652.54
Less: Stock at the end of year	144.10	101.12
Consumption of Colour & Chemical	1,978.50	1,551.42
(d) Finished Fabrics:		
Stock at the beginning of year	1.32	-
Add: Purchases during the year (net of returns, claims and discounts)	29.47	1.61
	30.79	1.61
Less: Stock at the end of year	-	1.32
Consumption of Finished Fabrics	30.79	0.29
Total	34,146.39	25,906.55

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in Lakhs)

32 Changes in inventories of Finished Goods and Work-in-Progress

PARTICULARS	As at March 31, 2026	As at March 31, 2025
a Inventories at the beginning of the year		
(i) Finished Goods	3,116.28	1,179.01
(ii) Work-in-Progress	520.69	476.03
	3,636.97	1,655.04
b Inventories at the end of the year		
(i) Finished Goods	1,778.33	3,089.39
(ii) Work-in-Progress	637.48	520.69
	2,415.81	3,610.08
Net Changes in Inventory	1,221.16	(1,955.04)

33 Employee benefit expenses

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Salaries and wages	2,211.18	1,923.87
(b) Bonus Expenses	73.28	379.61
(c) Leave Wages	101.90	41.91
(d) Gratuity	26.53	-
(e) Contribution to provident and other funds	36.63	61.19
(f) Director's remuneration	128.40	-
(g) Partner's Remuneration	132.00	156.00
(h) Staff welfare expenses	52.65	42.53
Total	2,762.57	2,605.10

34 Finance Costs

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Interest Expense		
(i) Interest on Term Borrowings & Cash Credit Facilities	532.08	605.49
(ii) Interest on	-	-
(iii) Interest on Supplier Dues	-	-
(iv) Interest on Unsecured loans	84.45	82.64
(v) Interest on Capital	69.70	8.55
(vi) Interest on Lease Liability	21.72	-
(b) Bank Charges	14.78	52.09
(c) Bank Guarantee and LC Charges	4.85	-
(d) Interest on TDS	0.43	0.37
Total	728.01	749.14

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in Lakhs)

35 Depreciation and Amortization Expenses

PARTICULARS		As at March 31, 2026	As at March 31, 2025
(a)	Depreciation on Property, Plant and Equipment	1,768.05	1,646.17
(b)	Amortization on Intangible Assets	0.02	-
Total		1,768.08	1,646.17

a Refer note 3 Property, Plant and Equipment & note 5 Intangible Assets.**36 Other Expenses**

PARTICULARS		As at March 31, 2026	As at March 31, 2025
(a)	Manufacturing Expenses:		
	(i) Boiler Expense	3.27	1.83
	(ii) Consumption of Coal / Lignite	468.50	384.02
	(iii) Consumption of Stores & Spares	847.63	797.67
	(iv) Power & Fuel Expense (Net of credits attributable to energy generated from Solar Panels and Wind Mills)	1,472.46	1,122.05
	(v) Job work charges	0.25	1,941.08
	(vi) Laboratory Expense	1.20	1.27
	(vii) Other Factory Expenses	75.02	19.04
	(viii) Repair and Maintenance Expense (Plant & Machinery)	75.47	37.27
	(ix) Repair and Maintenance Expense (electrical)	41.40	-
	(x) Repair and Maintenance Expense (Wind mill)	34.59	19.16
	(xi) Insurance Exp	76.63	54.18
	(xii) Transmission charges (GETCO)	129.35	123.62
	(xiii) Solar Cost	-	0.05
	(xiv) Rent for godown	96.00	-
	(xv) Lease Rent, Rates & Taxes (Wind Mill)	-	0.49
	(xvi) Others Charges - Wind Mill	1.63	9.75
(b)	Other Administrative Expenses:		
	(i) Audit Expenses	15.00	15.00
	(ii) Internal Audit Fee	1.00	-
	(iii) GST Audit Fee	-	0.54
	(iv) Bad Debts	4.70	4.16
	(v) CSR Expenditure	10.95	49.00
	(vi) Donation	0.18	0.27
	(vii) Exchange, RTA & Depository Expenses	14.50	3.95
	(viii) Fees & Taxes	6.71	-
	(ix) GST Expenses	6.99	2.44

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

		(Rs. in Lakhs)	
	(x) Insurance Expense	10.91	11.14
	(xi) Interest on GST	2.97	-
	(xii) Legal, professional & consultancy charges	135.52	95.76
	(xiii) Office Expenses	3.41	25.00
	(xiv) Penalties	1.36	-
	(xv) Postage & Courier Expense	4.98	6.42
	(xvi) Printing & Stationery Expenses	6.79	7.16
	(xvii) Rent Expense	2.57	99.88
	(xviii) Repair & Maintenance (Other)	56.34	125.07
	(xix) ROC Expenses	0.17	0.29
	(xx) Brokerage Charges	17.83	10.35
	(xxi) Pollution Control Expenses	74.46	73.53
	(xxii) Demat Expenses	0.07	0.05
	(xxiii) Lodging & Boarding Exp	5.34	4.58
	(xxiv) Telephone Exp	1.13	1.14
	(xxv) Forecasting & Scheduling Charges	9.21	6.81
	(xxvi) Certification Charges	0.75	0.75
	(xxvii) Wages	6.00	6.00
	(xxviii) Computer expense	12.59	5.88
	(xxix) License Fees	0.03	0.03
	(xxx) Insurance(vehicle)	3.13	2.68
	(xxxi) Miscellaneous Exps	17.80	13.08
	(xxxii) Preliminary Expenses written off	3.02	-
(c) Selling and Distribution Expense:			
	(i) Advertisement and business promotion	7.16	2.21
	(ii) Brokerage & Commission	388.39	261.99
	(iii) Clearing & Forwarding Charges	10.92	20.93
	(iv) Exhibition Expenses	11.19	8.23
	(v) Freight & Transportation Expense	145.36	136.13
	(vi) Loading & Unloading Expense	76.58	70.49
	(vii) Memberships & Subscriptions	4.60	4.64
	(viii) Tour & Travel Expense	16.09	17.44
	(ix) Sales Promotion Expenses	1.90	1.99
	(x) Sample expense	-	0.02
	(xi) Insurance (Marine)	8.76	11.55
	(xii) Written off balances	(0.05)	0.20
Total		4,430.69	5,618.26

37 Exceptional and Extraordinary items

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) PRIOR PERIOD INCOME	-	(16.87)
Total	-	(16.87)

38 Tax Expense:

PARTICULARS	As at March 31, 2026	As at March 31, 2025
(a) Current Year Tax	754.23	1,008.97
(b) Deferred Tax	47.73	(36.69)
(c) Earlier Year Tax	(8.79)	1.59
Total Tax Expenses	793.17	973.88

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in Lakhs)

39 Other Comprehensive Income

PARTICULARS	As at March 31, 2026	As at March 31, 2025
A. Items that will not be reclassified to profit or loss		
Re-measurement of post-employment benefits	16.03	13.35
Less: Tax on above	(3.77)	(4.10)
	12.26	9.26
Total Other Comprehensive Income	12.26	9.26

40 Earnings per equity share (in INR)

PARTICULARS	As at March 31, 2026	As at March 31, 2025
A. Basic Earnings Per Share:		
Profit for the year from Continuing Operations	2,488.44	2,756.66
Profit for the year from Dis-Continuing Operations	-	-
Total profit for calculation of Basic EPS	2,488.44	2,756.66
Basic weighted average number of equity shares outstanding	8,99,73,440.00	8,99,73,440.00
Basic EPS from Continuing Operations	2.77	3.06
Basic EPS from Dis-Continuing Operations	-	-
Total Basic EPS	2.77	3.06
B. Diluted Earnings Per Share:		
Profit for the year from Continuing Operations	2,488.44	2,756.66
Profit for the year from Dis-Continuing Operations	-	-
Total profit for calculation of Diluted EPS	2,488.44	2,756.66
Diluted weighted average number of equity shares outstanding	8,99,73,440.00	8,99,73,440.00
Diluted EPS from Continuing Operations	2.77	3.06
Diluted EPS from Dis-Continuing Operations	-	-
Total Diluted EPS	2.77	3.06

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CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES AS AT MARCH 31, 2026Note 41:**RELATED PARTY DISCLOSURES:**

The disclosures of transactions with the related parties as required by IND AS 24 "Related Party Disclosures" are given as under. Related parties have been identified on the basis of representation made by the management of the company and information available with the company.

(i) Name of the related party and description of relationship:**A. Key Managerial Personnel (KMP) & Directors:**

RAJKUMAR MANGILAL BORANA (Executive Director)
 AMIT DALMIA (Managing Director)
 DEEPAK DALMIA (Executive Director)
 ANKUR MANGILAL BORANA (Executive Director)
 NIRMAL DALMIA (Executive Director)
 ANITA PANKAJ JAIN (Independent Women Director)
 NITIKA ABHISHEK SONI (Independent Women Director)**
 RADHIKA ARUN KANODIYA (Independent Women Director)*
 ARVIND KUMAR RATHI (Independent Director)
 KANAV SHAMSUNDER ARORA (Independent Director)
 KRISHNA OMPRAKASH AGARWAL (Independent Director)
 PARKIN KHUSHMANBHAI JARIWALA (Chief Financial Officer)
 SUJATA CHIRAG DUDHAREJIYA (Company Secretary)
 KAPIL HOJIWALA (Partner - RICON INDUSTRIES)

(**Appointed as Non executive Independent Director w.e.f 15/05/2025)

(*Retired from Non executive Independent Director w.e.f 15/05/2025)

B. Relatives of KMPs & Directors:

SHARMILA RAJKUMAR BORANA	DEEPA AMIT DALMIA
MANGILAL BORANA	ANAND VASUDEV DALMIA
MOHINIKUMARI MANGILAL BORANA	SHASHI ANAND DALMIA
VIJAYA RATHOD	NISHKA AMIT DALMIA (Minor)
VIVAAN RAJKUMAR BORANA (Minor)	VANDANA VIKAS GOYAL
KANISHKA RAJKUMAR BORANA	AMITKUMAR ANAND DALMIA HUF
RAJKUMAR MANGILAL BORANA HUF	SUNAINA DEEPAK DALMIA
MANGILAL BORANA HUF	ARUSH DEEPAK DALMIA (Minor)
DHWANI ANKUR BORANA	AASHVI DEEPAK DALMIA (Minor)
JINAY ANKUR BORANA (Minor)	DEEPAK DALMIA HUF
JIYAAN ANKUR BORANA (Minor)	DEEPIKA ARVIND RATHI
ANKUR MANGILAL BORANA HUF	RAMPYARI DEVI RATHI
PANKAJ HIRALAL JAIN	NARAYAN DHANRAJ RATHI
NANALAL JAIN	MANMOHAM RATHI
CHHAYA NANALAL JAIN	SAROJDEVI BHUTRA
AARAV PANKAJ JAIN (Minor)	SHANTIDEVI PRADEEP KUMAR KOTHARI
TITHI PANKAJ JAIN (Minor)	VAIBHAV RATHI (Minor)
ARUN KANODIYA	KESHAV RATHI (Minor)
SHALINI KANODIYA	ARVIND RATHI HUF
GAURANG KANODIYA	KOMAL KRISHNA AGARWAL
RIDHIMA KANAV ARORA	GEETADEVI AGARWAL
SHAMSUNDER J ARORA	DITYA KRISHNA AGARWAL (Minor)
NEENA S ARORA	KAPISH OMPRAKASH AGARWAL
KYRA K ARORA (Minor)	SHWETA ANMOL SHAH
SHIVANI S LAKHANI	KRISHNA OMPRAKASH AGARWAL HUF
DIMPLE PERKIN JARIWALA	CHIRAG DUDHAREJIYA
MEET PERKIN JARIWALA (Minor)	MADHUBEN RAVISAHEB
MUKESH JARIWALA	PRAVEENBHAI RAVISAHEB
MANISHA MAHESH LAD	PRASHANT RAVISAHEB
HEMANTKUMAR HOJIWALA	NEHAL RAVISAHEB
PRAGNABEN HEMANTKUMAR HOJIWALA	

C. Enterprises owned or significantly influenced by Directors, KMP or their relatives:

RAWATKHEDIA SILK MILL LLP

WEALTHFORD CONSULTANCY LLP

BORANA INDUSTRIES LLP

BORANA WEAVES LIMITED

PANDESARA INFRASTRUCTURE LIMITED

BORANA FILAMENTS PRIVATE LIMITED

AETHER INDUSTRIES LIMITED

NEW NATIONAL FABRICS

RAJU ENTERPRISES (PROP. RAJKUMAR BORANA)

SHARMILA ENTERPRISES (PROP. SHARMILA BORANA)

VIJAYA TEXTILES (PROP. MANGILAL BORANA)

VIJAY CORPORATION (PROP. MOHINIKUMARI BORANA)

ARHAM WEAVES PRIVATE LIMITED

BTHRE TRENDZONE

KANISHKA FASHION (PROP. RAJKUMAR BORANA HUF)

LALITA TEXTILES (PROP. MANGILAL BORANA HUF)

LANDMARK AGGLO DECOR PVT LTD

ROMAN CURVES

STYLE LAB

KSA & CO.

VATSALYA PAPER INDUSTRIES LLP

HOJIWALA FABRICS PRIVATE LIMITED

BHAGWATI SYNTAX PRIVATE LIMITED

MAYFAIR VINIMAY PRIVATE LIMITED

RICON TEXTILE LIMITED

AADYA DYEING MILLS

RAWATKHEDIA PROCESSORS PRIVATE LIMITED

AMIT ENTERPRISES (PROP. AMIT DALMIA)

ANKUR ENTERPRISES (PROP. ANKUR BORANA)

SAROJ SYNTHETICS (PROP. DHWANI BORANA)

JINAY ENTERPRISES (PROP. ANKUR BORANA HUF)

HOJIWALA INFRASTRUCTURE LIMITED

HAMPS BIO LIMITED

CREDENCE ECOFIBRE PRIVATE LIMITED

RATHI AGARWAL & ASSOCIATES LLP

GEETA LOGISTICS (PROP. KAPISH AGARWAL)

ESTYLE FASHION (PROP. KRISHNA AGARWAL HUF)

SHREE ROADWAYS PRIVATE LIMITED

NAKSHATRA CREATIONS PVT LTD

NAKSHATRA FASHION

NAKSHATRA TRENDZ

JAI Bhole ENTERPRISE

MARUTI EXIM

(ii) Transaction with Related Parties:**(Rs. in Lakhs)**

PARTICULARS	31st March, 2026	31st March, 2025
<u>A. Director's Remuneration</u>		
RAJKUMAR MANGILAL BORANA	22.20	10.20
AMIT DALMIA	30.00	18.00
DEEPAK DALMIA	10.20	10.20
ANKUR MANGILAL BORANA	18.00	18.00
Nirmitt Dalmia	48.00	4.50
	128.40	60.90
<u>B. Rent Expense</u>		
Bhagwati Syntex Pvt Ltd	-	0.30
Kapil Hojiwala	96.00	96.00
Pragnaben Hemantkumar Hojiwala	42.48	
	138.48	96.30
<u>C. Lease Rent</u>		
Rajkumar Borana	0.24	0.24
Amit Dalmia	0.24	0.24
Deepak Dalmia	0.24	0.24
Ankur Borana	0.24	0.24
	0.96	0.96
<u>D. Director's Sitting Fees</u>		
Kanav Arora	0.50	-
Anita Jain	0.50	-
Arvind Kumar Rathi	0.50	-
Radhika Kanodiya	0.15	-
Krishna Agarwal	0.50	-
Nitika Abhishek Soni	0.35	-
	2.50	-
<u>E. Reimbursement</u>		
Deepak dalmia	0.17	0.02
	0.17	0.02
<u>F. Salary</u>		
Parkin Jariwala	9.00	9.00
Sujata Dudharejia	1.50	1.50
	10.50	10.50
<u>G. Purchase</u>		
Bhagwati Syntex Pvt Ltd	1,162.63	2,633.65
Borana Weaves Ltd.	1,602.95	-
Hojiwala Fabrics Pvt. Ltd.	99.07	-
	2,864.65	2,633.65
<u>H. Sales</u>		
Borana Weaves Ltd.	12.22	980.47
Bhagwati Syntex Pvt.Ltd.	1,516.16	2,421.02
Amit Enterprises	1.50	-
Deepak Enterprises	1.23	-
	1,531.12	3,401.50
<u>I. Rent Income</u>		
Bhagwati Syntex Pvt Ltd	4.80	4.80
RAWATKHEDIA SILK MILL LLP	-	0.04
Borana Weaves Ltd.	1.50	-
BORANA INDUSTRIES LLP	2.83	-
	9.13	4.84

<u>J. Interest On Loan:</u>		
RAWATKHEDIA SILK MILL LLP	-	7.78
Deepa Dalmia	2.75	7.34
Deepak Dalmia HUF	1.05	0.99
Amit Dalmia HUF	2.66	4.30
Borana Industries LLP	-	23.51
Nishka Dalmia	-	0.44
Nirmit Dalmia	-	0.44
Deepak Dalmia	-	9.00
Borana Weaves Ltd	27.00	-
ARHAM WEAVES PRIVATE LIMITED	9.92	-
Sunaina Dalmia	0.35	-
	43.72	53.81
<u>K. Interest on Capital</u>		
Deepak Dalmia	6.20	-
Hojiwala Fabrics Pvt. Ltd.	63.51	-
	69.70	-
<u>L. Partner's remuneration</u>		
Amit Kumar Dalmia	12.00	24.00
Rajkumar Borana	12.00	24.00
Ankur Borana	36.00	36.00
Kapil Hojiwala	36.00	36.00
Deepak Dalmia	36.00	36.00
	132.00	156.00
<u>M. Loan Taken</u>		
Rawatkhedha Silk Mill Llp	-	522.58
Nishka Dalmia	-	5.40
Nirmit Dalmia	-	5.40
Amit Dalmia HUF	-	5.60
Borana Industries LLP	-	1,490.00
Deepak Dalmia	-	8.50
Arham Weaves Private Limited	320.00	-
Sunaina Dalmia	22.00	-
Borana Weaves Pvt Ltd	-	300.00
Deepa Dalmia	84.00	-
	426.00	2,337.48
<u>N. Loan Repaid</u>		
Rawatkhedha Silk Mill Llp	-	211.85
Amit Dalmia HUF	33.05	10.27
Nishka Dalmia	-	5.40
Nirmit Dalmia	-	5.40
Deepak Dalmia	-	5.40
Deepak Dalmia HUF	-	5.60
Borana Industries LLP	-	1,490.00
Rawatkhedha Silk Mill LLP	-	310.73
Shashi Dalmia	-	12.00
Anand Dalmia	-	43.73
Anand Dalmia HUF	-	42.50
Ankur Enterprise	-	0.03
Arham Weaves Private Limited	8.92	-
Sunaina Dalmia	22.32	-
Borana Weaves Ltd	24.30	-
Deepa Dalmia	132.35	-
Ankur Borana	175.00	-
Kapil Hojiwala	175.00	-
	570.94	2,142.90
<u>O. Other Operating Income/Expense</u>		
Bhagwati Syntex Pvt Ltd	21.53	9.42
Borana Weaves Ltd	-	9.65
	21.53	19.06

<u>P.Shares purchased</u>		
Ankur Borana	15.00	-
Borana Filaments Pvt. Ltd.	235.00	-
Hojiwala Fabrics Pvt. Ltd.	70.10	-
Kapil Hojiwala	14.90	-
	335.00	-
<u>Q.Advance received against goods</u>		
ARHAM WEAVES PRIVATE LIMITED	110.00	-
	110.00	-
<u>R.Advance returned back</u>		
ARHAM WEAVES PRIVATE LIMITED	110.00	-
	110.00	-
<u>S.Interest income</u>		
KANISHKA FASHION	9.82	-
SHREE ROADWAYS LTD	6.36	-
	16.17	-
<u>T.Loan amount received back</u>		
KANISHKA FASHION	122.95	-
SHREE ROADWAYS LTD	84.06	-
	207.01	-

III. Outstanding Balances with Related Parties:**(Rs. in Lakhs)**

PARTICULARS	31st March, 2026	31st March, 2025
<u>A.Remuneration Payable:</u>		
AMIT DALMIA	3.00	1.50
RAJKUMAR MANGILAL BORANA	2.42	0.85
DEEPAK DALMIA	0.75	0.85
ANKUR BORANA	1.20	1.50
NIRMIT DALMIA	3.14	0.75
PERKIN KHUSHMANBHAI JARIWALA	0.75	0.75
SUJATA CHIRAG DUDHAREJIYA	0.13	0.13
	11.38	6.33
<u>B.Trade Payable:</u>		
Bhagwati Syntex Pvt Ltd	4.99	64.91
Borana Weaves Ltd.	38.53	-
	43.51	64.91
<u>C.Loan Payable:</u>		
DEEPAK DALMIA (HUF)	12.60	11.65
DEEPA DALMIA	25.69	50.70
AMIT DALMIA (HUF)	20.61	51.26
Borana Weaves Ltd.	300.00	-
ARHAM WEAVES PRIVATE LIMITED	320.00	-
	678.89	113.62
<u>D.Director's Sitting Fees Payable</u>		
Kanav Arora	0.50	-
Anita Jain	0.50	-
Arvind Kumar Rathi	0.50	-
Radhika Kanodiya	0.15	-
Krishna Agarwal	0.50	-
Nitika Abhishek Soni	0.35	-
	2.50	-
<u>E.Rent Income</u>		
Borana Weaves Ltd.	1.08	-
	1.08	-

R & B DENIMS LIMITED

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**(Rs. in Lakhs)**Notes 42:**CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE:**

As per section 135 of the Companies Act, 2013, amount required to be spent by the Company during the year ended March 31, 2026 is as per details given below:

(i)	Amount required to be spent by the company during the year	45.78
(ii)	Surplus of the Previous Year	34.82
(iii)	Net Amount required to be spent by the company during the year Current (i-ii)	10.95
(iv)	Amount of Expenses incurred during the current Year	15.00
(v)	Surplus of the Current F.Y. (iv-iii)	4.05
(vi)	Shortfall at the end of the year	Nil
(vii)	Total of Previous Year Shortfall	Nil
(viii)	Reason for Shortfall	NA
(ix)	Nature of CSR Activities	Promoting education and health care
(x)	Related Party Transaction	Nil

As a part of its corporate social responsibility, the Group has made donations to several charitable organisations engaged in similar social activities as planned by the Group which prima facie includes promotion of education and health care.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in Lakhs)

Notes 43:

EMPLOYEE'S BENEFIT PLAN:**Actuarial Assumption**

Particulars	Gratuity (F.Y. 2025-26)	Gratuity (F.Y. 2024-25)
Discount Rate (Per annum)	6.65% per annum	6.65% per annum
Salary Growth Rate	5.00% per annum	5.00% per annum
Retirement Age	60 Years	60 Years
Mortality	IALM 2012-14 (Urban)	IALM 2012-14 (Urban)
Withdrawal Rate (For service 4 year & below)	30.00% per annum	30.00% per annum
Withdrawal Rate (For service 5 year & above)	2.00% per annum	2.00% per annum

Table Showing Present Value of Obligation

Period	01-04-2025 to 31-03-2026	01-04-2024 to 31-03-2025
Present Value of Obligation at the beginning of the year	45.99	37.38
Present Value of Obligation of acquired entity at the beginning of the year	1.65	-
Interest Cost	3.07	2.69
Current Service Cost	23.46	19.28
Past Service Cost	(0.00)	-
Benefits Paid (if any)	-	-
Actuarial (gain)/loss	(16.03)	(13.35)
Present Value of Obligation at the end of the year	58.14	45.99

Amount Recognised in the Balance Sheet

Period	As on 31-03-2026	As on 31-03-2025
Present Value of Obligation at the end of the year	(58.14)	(45.99)
Fair Value of plan assets at the end of year	-	-
Net Liability/(asset) recognized in Balance Sheet and related analysis	(58.14)	(45.99)
Funded Status- Surplus/ (Deficit)	(58.14)	(45.99)

Expense recognized in the statement of Profit and Loss:

Period	01-04-2025 to 31-03-2026	01-04-2024 to 31-03-2025
Interest Cost	3.07	2.69
Current Service Cost	23.46	19.28
Past Service Cost	(0.00)	-
Expected Return on plan asset	-	-
Expenses to be recognized in P&L	26.53	21.97

Balance Sheet Reconciliation

Period	01-04-2025 to 31-03-2026	01-04-2024 to 31-03-2025
Opening Net Liability	45.99	37.38
Adjustment due to acquisition	1.65	-
Expenses Recognized in Statement of Profit or Loss	26.53	21.97
Expenses Recognized in OCI	(16.03)	(13.35)
Net Liability/(Asset) Transfer In	10.50	8.62
Net (Liability)/Asset Transfer Out	-	-
(Benefit Paid Directly by the Employer)	-	-
(Employer's Contribution)	-	-
Net Liability/(Asset) Recognized in the Balance Sheet	58.14	45.99

Maturity Profile of Defined Benefit Obligation: Maturity analysis of benefit obligations

PARTICULARS	As on 31-03-2026	As on 31-03-2025
1st following year	0.78	0.21
2nd following year	1.20	0.77
3rd following year	1.60	1.06
4th following year	1.89	1.37
5th following year	3.55	1.57
payable thereafter	219.32	168.55

Sensitivity Analysis Gratuity Plan

Sensitivity Analysis: Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

Period	As on 31-03-2026	As on 31-03-2025
Defined Benefit Obligation on current assumption	58.14	45.99
Delta effect of +1% change in Rate of Discounting	(7.91)	(6.74)
Delta effect of -1% change in Rate of Discounting	9.83	8.44
Delta Effect of +1% Change in Rate of Salary Increase	9.93	8.50
Delta Effect of -1% Change in Rate of Salary Increase	(8.13)	(6.89)
Delta Effect of +1% Change in Rate of Employee Turnover	1.06	0.07
Delta Effect of -1% Change in Rate of Employee Turnover	(1.51)	(0.36)

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**(Rs. in Lakhs)****Note 44:****Reconciliation of Effective Tax Rate:**

Provision for current tax is made in the accounts on the basis of estimated tax liability as per the applicable provisions of the Income Tax Act, 1961.

The reconciliation between the income before income taxes and the income tax provision to the amount computed by applying the statutory income tax rate is summarized below.

PARTICULARS	31st March, 2026	31st March, 2025
Current Tax	754.23	1,008.97
Deferred Tax	47.73	(36.69)
Short/Excess Tax Provision of the earlier year	(8.79)	1.59
Total Income Tax Expenses	793.17	973.88
Reconciliation:		
Profit from Continuing Operations	3,269.34	3,721.27
Profit from Discontinuing Operations	-	-
Profit before tax	3,269.34	3,721.27
Applicable Tax Rate	28.56%	27.75%
Taxes at applicable rate	933.65	1,032.53
Tax Effect for:		
Exempted / Non-taxable income	-	(65.11)
Disallowed Expenses	12.40	18.40
Other deductions	20.40	-
Other disallowances / adjustments	(196.34)	23.16
Income chargeable at special rates	(15.89)	-
Adjustment for earlier year taxes	(8.79)	1.59
Deferred Tax Adjustments	47.73	(36.69)
Net Income Tax Expenses recognised in profit & loss	793.17	973.88

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Website: www.rnbdenims.com | Email: info@rnbdenims.com**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026****(Rs. in Lakhs)**Note 45:**FINANCIAL INSTRUMENTS:****A. Accounting classification and fair value measurement:**

The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

The carrying amount of trade receivable, trade payable, loans, cash and cash equivalents, other bank balances and other receivables as at 31st March, 2026 and 31st March, 2025 are considered to be the same as their fair values, due to their short-term nature. Financial Instruments with fixed and variable interest rates are evaluated by the Group based on parameters such as interest rate and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.

Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of following:

Level 1 - Category includes financial assets and liabilities, that are measured in whole or in significant part by reference to published quoted price (unadjusted) in an active market.

Level 2 - Category includes financial assets and liabilities measured using a valuation technique based on assumptions that are supported by prices from observable current market transactions. These include assets and liabilities for which pricing is obtained via pricing services, but where prices have not been determined in an active market, financial assets with fair values based on broker quotes and assets that are valued using the Group's own valuation models whereby the material assumptions are market observable. The majority of Group's over-the-counter derivatives and several other instruments not traded in active markets fall within this category.

Level 3 - Category includes financial assets and liabilities measured using valuation techniques based on non market observable inputs. This means that fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. However, the fair value measurement objective remains the same, that is, to estimate an exit price from the perspective of the Group. The main asset classes in this category are unlisted equity investments as well as unlisted funds.

The carrying value and fair value of financial instruments by categories as on March 31, 2026 were as follows:

PARTICULARS	CARRYING AMOUNT				FAIR VALUE			
	FVTPL	FVTOCI	AMORTISED COST / COST	TOTAL	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
FINANCIAL ASSETS								
Non-Current Investments:								
- Investments in Unquoted Securities	45.12	-	-	45.12	-	-	45.12	45.12
- Investments in Quoted Securities	3,753.96	-	-	3,753.96	3,753.96	-	-	3,753.96
Non Current Loans	-	-	2,091.29	2,091.29	-	-	2,091.29	2,091.29
Other Financial assets	-	-	502.85	502.85	-	-	502.85	502.85
Current Investments:	-	-		-	-	-	-	-
-Investments in Quoted Securities	2,814.87	-		2,814.87	2,814.87	-	-	2,814.87
Trade Receivables	-	-	8,788.01	8,788.01	-	-	-	-
Cash and Cash Equivalents	-	-	179.16	179.16	-	-	-	-
Bank Balances other than Cash and Cash Equivalents above	-	-	68.34	68.34	-	-	-	-
Current Loans	-	-	4.09	4.09	-	-	4.09	4.09
TOTAL	6,613.95	-	11,633.74	18,247.69	6,568.84	-	2,643.35	9,212.18
FINANCIAL LIABILITIES								
Borrowings								
- Inter-Corporate Loans	-	-	676.08	676.08	-	-	676.08	676.08
- Borrowings from Banks	-	-	5,544.31	5,544.31	-	-	5,544.31	5,544.31
- Borrowings from Others	-	-	391.15	391.15	-	-	391.15	391.15
Trade Payables	-	-	2,246.22	2,246.22	-	-	-	-
Other Financial Liabilities	-	-	15.97	15.97	-	-	15.97	15.97
TOTAL	-	-	8,873.74	8,873.74	-	-	6,627.52	6,627.52

The carrying value and fair value of financial instruments by categories as on March 31, 2025 were as follows:

PARTICULARS	CARRYING AMOUNT				FAIR VALUE			
	FVTPL	FVTOCI	AMORTISED COST / COST	TOTAL	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
FINANCIAL ASSETS								
Non-Current Investments:								
- Investments in Unquoted Securities	45.14	-	-	45.14	-	-	45.14	45.14
- Investments in Quoted Securities	934.32	-	-	934.32	934.32	-	-	934.32
- Investment in Unquoted Funds	240.00	-	-	240.00	-	-	240.00	240.00
Non Current Loans			4,125.85	4,125.85				-
Other Financial assets			773.90	773.90				-
Current Investments:				-				-
-Investments in Quoted Securities	244.30			244.30			244.30	244.30
Trade Receivables	-	-	6,314.17	6,314.17	-	-	-	-
Cash and Cash Equivalents	-	-	68.05	68.05	-	-	-	-
Bank Balances other than Cash and Cash Equivalents above			490.36	490.36				-
Current Loans	-	-	709.69	709.69	-	-	709.69	709.69
TOTAL	1,463.75	-	12,482.01	13,945.76	934.32	-	1,239.12	2,173.44
FINANCIAL LIABILITIES								
Borrowings								
- Inter-Corporate Loans	-	-	356.08	356.08	-	-	356.08	356.08
- Borrowings from Banks	-	-	8,391.51	8,391.51	-	-	8,391.51	8,391.51
- Borrowings from Others	-	-	675.79	675.79	-	-	675.79	675.79
Trade Payables	-	-	1,419.35	1,419.35	-	-	-	-
Other Financial Liabilities	-	-	18.68	18.68	-	-	18.68	18.68
TOTAL	-	-	10,861.40	10,861.40	-	-	9,442.05	9,442.05

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**(Rs. in Lakhs)****B. Financial risk management objectives and policies:**

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Group's primary focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance.

The Group's financial liabilities comprise of trade payable and other liabilities to manage its operation and financial assets include trade receivables, security deposits, loans and advances, etc, arises from its operation.

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group has implemented a robust Business Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimise adverse impact on the business objectives and enhance the Group's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Group level.

The Audit Committee of the Board periodically reviews the risk management framework.

1) MARKET RISK:

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices. The Group's size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

- a) currency risk;
- b) other price risk; and
- c) interest rate risk

The above risks may affect the Group's income and expenses, or the value of its financial instruments. The Group's exposure to and management of these risks are explained below.

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (where revenue, expense or capital expenditure is denominated in foreign currency). Foreign currency exchange rate exposure is partly balanced by purchasing of goods from the respective countries. The Group evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

The Group's exposure to foreign currency risk at the end of the reporting period expressed in INR for major currency, are as follows:

Particulars	As on 31-03-2026	
	USD Dealings	Total
Financial Assets		-
Trade Receivable (Net)	1.70	1.70
	1.70	1.70
Financial Liabilities		
Commission Payable	-	-
	-	-

Particulars	As on 31-03-2025	
	USD Dealings	Total
Financial Assets		
Trade Receivable (Net)	7.52	7.52
	7.52	7.52
Financial Liabilities		
Commission Payable	0.01	0.01
	0.01	0.01

Sensitivity Analysis:-

A 5% change in the exchange rate of INR against key foreign currencies would result in the following impact on the Group's profit before tax:

Increase/ (Decrease) Company's Profit and Equity		
	As on 31-03-2026	As on 31-03-2025
5% weakening of Indian Rupee	0.09	0.38
5% Strengthening of Indian Rupee	(0.09)	(0.38)

2) CREDIT RISK:

Credit risk is the risk that a counterparty fails to discharge its obligation to the Group. The Group's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Group continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

a) Credit risk management:**i) Credit risk rating:**

The Group assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk

B: Moderate credit risk

C: High credit risk

The Group provides for expected credit loss based on the following:

Asset group	Provision for expected credit loss
Low credit risk	12 month expected credit loss
Moderate credit risk	Life time expected credit loss
High credit risk	Life time expected credit loss or fully provided for

Cash and cash equivalents carry no credit risk and hence are not classified under either of the asset groups.

Based on business environment in which the Group operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Group. The Group continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

Summary of expected credit loss provided by the management is as follows:

FINANCIAL ASSET	ASSET GROUP	As on 31-03-2026	As on 31-03-2025
Investments	Low credit risk	-	-
Trade Receivables	Low credit risk	-	-
Loans	Low credit risk	-	-

ii) Concentration of trade receivables

The Group's exposure to credit risk for trade receivables is as follows -

Particulars	As on 31-03-2026	As on 31-03-2025
Related Party	-	-
Others	8,788.01	6,314.17
Total	8,788.01	6,314.17

b) Credit loss assessment for trade receivables:

Customer credit risk is managed by the management subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit review and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored. At the year end the Group does not have any significant concentrations of bad debt risk. An impairment analysis is performed at each reporting date on an individual basis for major clients. The calculation is based on historical data. The Group does not hold collateral as security. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets.

3) LIQUIDITY RISK:

Liquidity risk is the risk that the Group will face in meeting its obligations associated with its financial liabilities. The Group's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions. The Group maintained a cautious liquidity strategy, with a positive cash balance throughout the year ended 31st March, 2026 and 31st March, 2025. Cash flow from operating activities provides the funds to service the financial liabilities on a day-to-day basis. The Group regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short-term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits and other highly marketable investments with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

Maturities of financial liabilities

The table below summarises the maturity profile of the Group's non-derivative financial liabilities based on contractual undiscounted payments.

As on31-03-2026	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
Term borrowings from financial institutions	341.55				341.55
Working Capital borrowings from financial institutions	5,202.76				5,202.76
Other borrowings*		1,645.67			1,645.67
Trade payable	2,246.22				2,246.22
Other financial liabilities	15.97				15.97
Total	7,806.50	1,645.67	-	-	9,452.17

As on31-03-2025	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
Term borrowings from financial institutions	854.25	513.91	120.90		1,489.06
Working Capital borrowings from financial institutions	6,902.45	-	-		6,902.45
Other borrowings*	-	1,031.87	-		1,031.87
Trade payable	1,419.35	-	-		1,419.35
Other financial liabilities	18.68	-	-		18.68
Total	9,194.72	1,545.78	120.90	-	10,861.40

*There's no determined or contractual repayment period for other borrowings, hence their maturity profile is stated based upon management expectation.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**(Rs. in Lakhs)**Note 46:**CAPITAL MANAGEMENT:****A. Risk management**

Capital includes equity attributable to the equity holders to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value. The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the year ended March 31, 2026 and March 31, 2025.

The Group monitors capital using a gearing ratio, which is net debt divided by total equity.

Net debt = Total borrowings (including lease liabilities) less (Cash and cash equivalents + Bank balance other than cash and cash equivalents (excluding balance earmarked for unclaimed dividend and other liabilities) + Current investments).

Total 'equity' as shown in the balance sheet, including non controlling interest.

Particulars	As on 31-03-2026	As on 31-03-2025
Total Debt	7,189.98	9,423.38
Less: Cash and cash equivalent including mutual fund and bank deposit with original maturity between 3 to 12 months	179.16	68.05
Net Debt (A)	7,010.82	9,355.33
Total Equity (B)	25,212	20,031
Net Debt to Equity Ratio (A/B)	0.28	0.47

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowings in the current period.

Note 47:**Information about Subsidiaries:**

PARTICULARS	COUNTRY OF INCORPORATION	Proportion of Equity Interest (%)		Relationship
		As at March 31, 2026	As at March 31, 2025	
1) RB Industries	India	20%	20%	Subsidiary
2) RICON Industries	India	20%	20%	Subsidiary
3) RICON Textile Limited	India	67%	0%	Subsidiary

Notes:

- The Group has invested in RB industries (Partnership Firm) on May 01, 2015, incorporated for the purpose of manufacturing of Textiles & Sale of Solar energy.
- The Group has invested in RB industries (Partnership Firm) on September 01, 2023, incorporated for the purpose of manufacturing of Textiles & Sale of Solar energy.
- The Group has invested 67.00% shareholding of Ricon Textile Limited on April 01, 2025.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026Note 48:**OTHER NOTES:****(Rs. in Lakhs)****a. Accounting for Goods & Services Taxes (Indirect Taxes):**

The Group is recording sales and purchases on exclusive method and GST are not passed through the profit and Loss accounts of the Group. The Effect of Indirect Taxes (GST) on Sales will be as under:

PARTICULARS	31st March, 2026	31st March, 2025
Gross Sales	48,953.86	39,668.94
Less: GST	(2,361.72)	(2,990.67)
Net Sales	46,592.14	36,678.27

b. Auditor's Remuneration:**(Rs. in Lakhs)**

PARTICULARS	01-04-2025 to 31-03-2026	01-04-2024 to 31-03-2025
As Statutory Auditors	13.50	13.50
As Tax Auditors	1.50	1.50
TOTAL	15.00	15.00

c. Foreign currency transactions:**(Rs. in Lakhs)**

PARTICULARS	01-04-2025 to 31-03-2026	01-04-2024 to 31-03-2025
Income in Foreign Currency	1,069.83	1,624.90
Expenses in Foreign Currency	-	29.01
Capital Goods purchased in Foreign Currency	2.58	76.56

d. Value of Imports on C.I.F. basis**(Rs. in Lakhs)**

PARTICULARS	01-04-2025 to 31-03-2026	01-04-2024 to 31-03-2025
Raw Material	-	-
Components and spare parts	50.63	16.05
Capital Goods	3.03	-

e. Imported and Indigenous Consumption**(Rs. in Lakhs)**

PARTICULARS	01-04-2025 to 31-03-2026	01-04-2024 to 31-03-2025
Raw materials		
- Imported Materials	-	-
- Indigenous Materials	34,615	47,109
- Percentage of Imported Materials	0.00%	0.00%
- Percentage of Indigenous Materials	100.00%	100.00%
Spare Parts and Components		
- Imported Components and spare parts	50.63	16.05
- Indigenous Components and spare parts	797.00	781.62
- Percentage of Imported Components and spare parts	5.97%	2.01%
- Percentage of Indigenous Components and spare parts	94.03%	97.99%

f. Disclosure under Sec 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED):

The principal amount and the interest thereon due to any supplier as at the year end	The amount of payment made to the supplier beyond the appointed day and the interest thereon, during the year	The amount of interest due and payable for the period of delay in making payment	The amount of interest accrued and remaining unpaid at the end of the year	The amount of further interest remaining due and payable in the succeeding year
NIL	NIL	NIL	NIL	NIL

Identification of micro and small enterprises is based on intimation received from vendors

- g. Figures pertaining to the previous years/period have been regrouped/rearranged, reclassified and restated wherever considered necessary, to make them comparable with those of current year/period.
- h. During the financial year ended March 31, 2026, the Board of Directors of the Company vide resolution dated February 14, 2026 proposed and agreed to increase the authorised capital of the Company from existing Rs.25,50,00,000 comprising of 12,75,00,000 equity shares of Face Value Rs. 2/- each to Rs. 30,00,00,000 comprising of 30,00,00,000 equity shares of Face Value Rs. 1/- each.

In the same board meeting, it was further proposed to split each existing equity share of the Company having Face Value Rs. 2/- each into 2 equity shares of Face Value Re. 1/- each. Further, it was also proposed to issue bonus shares of the Company in the ratio of 1:2 post giving effect to share split, i.e., 1 bonus equity share of the Company of Face Value Re. 1/- against 2 equity shares of the Company of Face Value Re. 1/- held by the shareholder.

The above proposed increase in authorised capital, share split and issue of bonus shares was approved by the members of the Company at their Extra Ordinary General Meeting held on March 13, 2026. Further, the same was also intimated to the Registrar of Companies (RoC) Ahmedabad, vide filig of Form SH-7 by the Company on March 28, 2026.

However, the same got effective on April 02, 2026 post approval from stock exchange. And accordingly, the proposed bonus equity shares were issued on April 06, 2026 to the respective shareholders of the Company.

Accordingly, the effect of share split and bonus issue which got effective post the closure date of financials for F.Y. 2025-26 has not been given effect to in the current financial statements.

Accordingly, same is considered to be non adjusting event.

- i. The Company has a process whereby periodically all long-term contracts (including derivative contracts) are assessed for material foreseeable losses. At the year end, the Company did not have any long-term contracts (including derivative contracts) for which there were any material foreseeable losses.

j. Contingent liabilities and commitments:

(i) Contingent Liabilities:

PARTICULARS	(Rs. in Lakhs)	
	31st March, 2026	31st March, 2025
Guarantees in lieu of Deposits(Utilised)		
- Dakshin Gujarat Vij Company Limited	142.37	94.25
- Gujarat Energy Transmission Company Limited	71.40	82.72
Other contingent liabilities	182.86	42.75

Notes:

Sanctioned limit of the Bank Guarantees from axis bank and HDFC bank as of March 31, 2026 were Rs. 8,00,00,000/- and 33,36,67,000/- respectively.

(ii) Commitments:

PARTICULARS	(Rs. in Lakhs)	
	31st March, 2026	31st March, 2025
Where the Group is the lessee:		
Charged to Statement of Profit & Loss	97.83	1.30
Not later than one year	5.76	1.30
Later than 1 year but not later than 5 years	16.80	4.86
Later than 5 years	15.36	15.44
Where the Group is the lessor:	-	
Charged to Statement of Profit & Loss	28.02	4.80
Not later than one year	35.53	4.80
Later than 1 year but not later than 5 years	96.99	16.40
Later than 5 years	-	-

k. The consolidated financial statements for the year ended 31st March, 2026 were approved by the Board of Directors on 29th May, 2026.

R & B DENIMS LIMITED

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CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2026

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**49 Business Combinations:**

I. The Parent Company has acquired majority shares of Ricon Textile Limited details of which are as under:

A. Purchase consideration paid for acquisition of shares:

Particulars	Ricon Textile Limited
Date of acquisition of shares	April 01, 2025
Stake acquired	67.00%
Purchase Consideration:	
Cash Consideration	335.00
Total purchase consideration	335.00

Notes:

(1) The Parent Company subscribed to 67 % equity capital of Ricon Textile Limited .

B. Detail of assets and liabilities recognised on acquisitions:

Particulars	Note	Ricon Textile Limited
Assets		
Non-Current Assets		
(a) Property, Plant and Equipment		890.81
(b) Right-of-use Asset		199.46
(c) Other Intangible Assets		-
(d) Financial Assets		
(i) Other Financial Assets		-
(e) Deferred Tax Assets (net)		3.95
(f) Other non current Assets		111.73
Total Non-Current Assets		1,205.95
Current Assets		
(a) Inventories		127.28
(b) Financial Assets		
(i) Trade Receivables		376.58
(ii) Cash and Cash Equivalents		0.15
(iii) Other Financial Assets		24.51
(c) Other Current Assets		255.85
Total Current Assets		784.38
Total Assets	(i)	1,990.33
Liabilities		
Non-Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings		710.06
(ii) Lease Liabilities		209.38
(b) Provisions		1.65
Total Non-Current Liabilities		921.09
Current Liabilities		

(a) Financial Liabilities		
(i) Borrowings		533.37
(ii) Lease Liabilities		
(iii) Trade Payables		(0.45)
(iv) Other Financial Liabilities		7.97
(b) Other Current Liabilities		11.89
(c) Provisions		0.35
(d) Current tax liabilities		3.51
Total Current Liabilities		556.65
Total Liabilities	(ii)	1,477.74
Identifiable Net Assets (iii) = (i) - (ii)	(iii)	512.59

C. Non-controlling interest recognised on date of acquisition:

Particulars	Ricon Textile Limited
Non-controlling interest measured as proportionate share in identifiable net assets	169.15

D. Calculation of goodwill:

Particulars	Ricon Textile Limited
Consideration transferred	335.00
Add: Non-controlling interest	169.15
	504.15
Less: Net identifiable assets acquired	512.59
Goodwill/(Gain on Bargain Purchase)	(8.43)

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**Note 50:** Additional information pursuant to paragraph 2 of Division II of Schedule III to the Companies Act 2013:

(Rs. in Lakhs)

For the year ended March 31, 2026:

Name of the Entity	Net Asset (i.e.Total asset-Total liabilities)		Share in Profit & Loss		Share in other comprehensive income		Share in Total comprehensive income	
Particulars	As % of consolidates assets	Amount	As % of Consolidated Profit & Loss	Amount	As % of Consolidated Other Comprehensive Income	Amount	As % of Consolidated Total Comprehensive Income	Amount
Holding Company:								
R & B Denims Limited	78.34%	19,750.85	58.32%	1,444.15	82.25%	10.09	58.44%	1,454.24
Subsidiary Company:								
RB Industries	14.42%	3,635.14	2.17%	53.78	27.21%	3.34	2.30%	57.12
RICON Industries	39.24%	9,893.63	35.79%	886.25	-21.49%	(2.64)	35.51%	883.61
RICON Textile Limited	2.55%	642.59	8.29%	205.29	12.02%	1.47	8.31%	206.77
Sub Total	134.55%	33,922.22	104.58%	2,589.48	100.00%	12.26	104.55%	2,601.74
Inter-Company Elimination and Consolidation Adjustments	-34.55%	(8,710.11)	-4.58%	(113.30)	-	-	-4.55%	(113.30)
Total	100.00%	25,212.10	100.00%	2,476.18	100.00%	12.26	100.00%	2,488.44

(Rs. in Lakhs)

For the year ended March 31, 2025:

Name of the Entity	Net Asset (i.e.Total asset-Total liabilities)		Share in Profit & Loss		Share in other comprehensive income		Share in Total comprehensive income	
Particulars	As % of consolidates assets	Amount	As % of Consolidated Profit & Loss	Amount	As % of Consolidated Other Comprehensive Income	Amount	As % of Consolidated Total Comprehensive Income	Amount
Holding Company:								
R & B Denims Limited	91.34%	18,296.61	75.88%	2,091.85	100.00%	4.37	75.92%	2,096.22
Subsidiary Company:								
RB Industries	17.39%	3,483.59	3.67%	101.18	0.00%	-	3.66%	101.18
RICON Industries	30.92%	6,194.24	16.90%	465.81	0.00%	-	16.87%	465.81
RICON Textile Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Sub Total	139.65%	27,974.44	96.45%	2,658.84	100.00%	4.37	96.46%	2,663.21
Inter-Company Elimination and Consolidation Adjustments	-39.65%	(7,943.31)	3.55%	97.82	-	-	3.54%	97.82
Total	100.00%	20,031.13	100.00%	2,756.66	100.00%	4.37	100.00%	2,761.03

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026Notes 51:**OTHER REGULATORY NOTES:**

- a. The Group does not have any benami property, where any proceeding has been initiated or pending against the company for holding any Benami Property.
- b. The Group does not have any transactions with companies struck off.
- c. **Certain charges registered with the ROC in respect of borrowings availed by the Group have not yet been formally satisfied with ROC, despite closure of the outstanding borrowings. The Group is in the process of completing the necessary procedural and regulatory formalities for filing satisfaction of charges with ROC. Pending completion of such filings, the charges continue to appear as open charges in the records of ROC as on the reporting date.**
- d. The Group have not traded or invest in Crypto currency or Virtual currency during the financial year.
- e. The Group have not advanced or given loan or invested fund (either borrowed fund or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries)
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- f. The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries)
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- g. The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- h. The Group has not been declared as Wilful defaulter by the Banks, Financial institution or other lenders.
- i. The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.
- j. The Group does not has any immovable property (other than properties where the Group is the lessee and the lease agreements are duly executed in favour of the lessee), whose title deeds are not held in the name of Group.
- k. The Group does not has revalued its Property, Plant & Equipments (including Right-of-use Assets) and intangible assets during the year.
- l. The Group has not granted any loan or advances in nature of loans to directors, promoters, KMPs, and the Related Parties during the year either jointly or severally whether repayable on demand or without specifying any terms or period.

Type of Borrower	Amount of Loan or Advances in the nature of Loan outstanding	% to the total Loans and advances in the nature of Loans
Promoter	-	0.00%
Directors	-	0.00%
KMPs	-	0.00%
Related party	367.69	100.00%

- m. The Group has not entered into any scheme of arrangement which has an accounting impact on the current or previous financial year.
- n. The Company has been sanctioned working capital facilities by cosmos Bank and axis Bank of India against the security of current assets. We confirm that the Company has submitted the required quarterly returns and statements, including stock statements, invoice due statements, ageing analysis of invoice due, and other financial information, to the respective banks in accordance with the stipulated terms of sanction. To the best of our knowledge and belief, and based on the records maintained, the said quarterly returns and statements submitted to the banks are in agreement with the audited books of account for the respective quarters and with the audited financial statements for the financial year ended March 31, 2026.

Quarter	Particular of security provided	Amount as per books	Amount as reported in statement	Amount of discrepancy	Reason for discrepancies
Jun-25	Stock	7,235.24	7,235.24	-	
Jun-25	Debtors	8,380.89	8,383.93	3.04	Reconciliation of accounts
Jun-25	Creditors	3,852.72	3,880.94	28.22	Reconciliation of accounts
Sep-25	Stock	6,952.66	6,952.61	-0.05	Reconciliation of accounts
Sep-25	Debtors	7,573.74	7,574.81	1.06	Reconciliation of accounts
Sep-25	Creditor	1,678.23	1,673.84	-4.39	Provision for Expense recorded in Books of accounts
Dec-25	Stock	8,399.09	8,399.09	-	
Dec-25	Debtors	6,777.53	6,679.39	-98.13	Reconciliation of accounts
Dec-25	Creditor	2,012.39	1,977.10	-35.29	Reconciliation of accounts
Mar-26	Stock	7,791.80	7,791.80	-	
Mar-26	Debtors	9,466.54	9,470.01	3.47	Reconciliation of accounts
Mar-26	Creditor	2,761.37	2,751.91	-9.46	Provision for Expense recorded in Books of accounts

(i) The figures of stock as per books and statements submitted to banks are inclusive of GST.

(ii) The figures of stock and debtors as per the books were derived from the documents and records, generated from accounting software, available at the time and were used in the preparation of the stock statement submitted to the bank.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**o. Analytical Ratios:**

PARTICULARS		As at March 31, 2026	As at March 31, 2025
1	Current Ratio:		
	Current Assets (CA)	21,679.60	16,421.15
	Current Liabilities (CL)	8,261.05	9,791.37
	Current Ratio (CA/CL) (in times)	2.62	1.68
	<i>Variance (%)</i>	56.48%	-15.11%
	Reason:		
a	The same is due to substantial rise in current assets.		
2	Debt-Equity Ratio:		
	Total Debt (A)	7,189.98	9,423.38
	Shareholder's Equity (B)	25,212.10	20,031.13
	Debt-Equity Ratio (A/B) (in times)	0.29	0.47
	<i>Variance (%)</i>	-39.38%	24.20%
	Reason:		
a	The same is due to substantial decrease in debt .		
3	Debt Service Coverage Ratio:		
	Earnings available for debt service (A)	3,977.73	4,401.45
	Debt Service (B)	1,628.37	2,186.11
	Debt Service Coverage Ratio (A/B) (in times)	2.44	2.01
	<i>Variance (%)</i>	21.33%	-42.61%
	Reason:		
a	The same is due to substantial decrease in debt .		
4	Return on Equity Ratio:		
	Net Profits after taxes (A)	2,476.18	2,747.40
	Average Shareholder's Equity (B)	22,621.62	18,999.72
	Return on Equity Ratio (A/B) (in %)	10.95%	14.46%
	<i>Variance (%)</i>	-24.30%	-14.74%
	Reason:		
a	The same is due to decrease in net profit .		
5	Inventory Turnover Ratio:		
	Cost of Goods Sold (A)	35,367.55	23,951.50
	Average Inventory (B)	3,026.39	2,632.56
	Inventory Turnover Ratio (A/B) (in times)	11.69	9.10
	<i>Variance (%)</i>	28.45%	-38.26%
	Reason:		
a	The same is due to substantial increase in cost of goods sold .		
6	Trade Receivables Turnover Ratio:		
	Revenue from Operations (A)	46,592.14	36,678.27
	Average Trade Receivables (B)	7,551.09	6,565.60
	Trade Receivables Turnover Ratio (A/B) (in times)	6.17	5.59
	<i>Variance (%)</i>	10.45%	-20.50%
	Reason:	NA	

7	Trade Payables Turnover Ratio:		
	Net credit purchases and other expenses (A)	36,117.02	26,077.12
	Average Trade Payables (B)	1,832.78	1,609.33
	Trade Payables Turnover Ratio (A/B) (in times)	19.71	16.20
	<i>Variance (%)</i>	21.61%	-11.50%
	Reason:		
a	The same is due to substantial rise in purchases during the year .		
8	Net Capital Turnover Ratio:		
	Revenue from Operations (A)	48,326.24	38,274.58
	Average Working Capital (B)	20,048.33	10,820.30
	Net Capital Turnover Ratio (A/B) (in times)	2.41	3.54
	<i>Variance (%)</i>	-31.86%	12.51%
	Reason:		
a	The same is due to substantial increase in Revenue from Operations .		
9	Net Profit Ratio:		
	Net Profit (A)	2,476.18	2,747.40
	Revenue from Operations (B)	48,326.24	38,274.58
	Net Profit Ratio (A/B) (in %)	5.12%	7.18%
	<i>Variance (%)</i>	-28.62%	14.99%
	Reason:		
a	The same is due to decrease in net profit during the year.		
10	Return on Capital Employed:		
	Earnings before interest and taxes (A)	3,982.58	4,401.45
	Capital Employed (B)	27,368.79	21,925.59
	Return on Capital Employed (A/B) (in %)	14.55%	20.07%
	<i>Variance (%)</i>	-27.51%	19.60%
	Reason:		
a	The same is due to increase in Capital Employed during the year.		
11	Return on Investment:		
	Interest income (A)*	450.83	109.15
	Average investment (B)	4,026.29	1,731.00
	Return on Investment (A/B) (in %)	11.20%	6.31%
	<i>Variance (%)</i>	77.57%	-40.46%
	Reason:		
a	The same is due to increase in Investments during the year.		

* Note: Ratio has changed in Previous year due to change in disclosures and formulae of calculation.

ELECTRONIC VOTING PARTICULAR

EVEN (E VOTING EVENT NUMBER)
140283

E-Voting shall start on Sunday, August 02, 2026 (9.00 a.m.) and will be open till Tuesday, August 04, 2026 till the close of working hours (i.e. 5.00 p.m.).

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THE MINISTRY OF CORPORATE AFFAIRS HAS TAKEN A “GREEN INITIATIVE IN THE CORPORATE GOVERNANCE” BY ALLOWING PAPERLESS COMPLIANCES BY THE COMPANIES AND HAS ISSUED CIRCULAR STATING THAT SERVICE OF NOTICE/DOCUMENTS INCLUDING ANNUAL REPORT CAN BE SENT BY E-MAIL TO ITS MEMBERS. TO SUPPORT THIS GREEN INITIATIVE OF THE GOVERNMENT, MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESS, SO FAR, ARE REQUESTED TO GET THEIR E-MAIL ADDRESSES, IN RESPECT OF ELECTRONIC HOLDING WITH DEPOSITORY THROUGH THEIR CONCERNED DEPOSITORY PARTICIPANTS. MEMBERS, WHO HOLD SHARES IN PHYSICAL FORM, ARE REQUESTED TO GET THEIR SHARES DEMATERIALIZED.

R & B

DENIMS LIMITED

Strength in every thread.
Quality in every yard.



REGISTERED OFFICE

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