

20TH ANNUAL GENERAL MEETING HELD ON 15TH SEPTEMBER, 2014

Declaration of Results of e-voting and poll

As per the provisions of the Companies Act, 2013 as also the Listing Agreement, the Company had provided the facility of e-voting to the shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 20th Annual General Meeting of the Company. The e-voting was open from 6th September, 2014 to 8th September, 2014.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by show of hands was not permitted at the general meeting where e-voting has been offered to the shareholders. Therefore, at the 20th AGM, voting was conducted by means of poll.

The Board of Directors had appointed Mr. Keyur Shah, Practicing Company Secretary as the Scrutinizer for e-voting and poll. The Scrutinizer has carried out the scrutiny of all the electronic votes received up to 6.00 p.m. on 8th September, 2014 and poll received till the conclusion of the meeting.

The Consolidated Results as per the Scrutinizer's Report dated 10th September, 2014 (for e-voting) and 18th September, 2014 (for ballot) is as follows:

Particulars	% of votes in favour	% of votes against
Resolution 1: Adoption of the Balance Sheet as at 31 st March, 2014 and the Profit and Loss Account for the year ended on that date together with the Reports of the Directors' and Auditors' thereon	100.00	0.00
Resolution 2: Declaration of dividend of Re. 0.60 per equity share (i.e. 6%) for the year 2013-14 and confirmation of Interim Dividend of Re. 0.60 per equity share (i.e. 6%), already paid for the year 2013-14	100.00	0.00
Resolution 3: Re-appointment of Shri. Brijmohan Chiripal as Director of the Company	100.00	0.00
Resolution 4: Appointment of Auditors and to fix their remuneration	100.00	0.00
Resolution 5: Appointment of Shri. Tara Sankar Bhattacharya as Independent Director of the Company	100.00	0.00
Resolution 6: Appointment of Shri. Ambalal Patel as Independent Director of the Company	100.00	0.00
Resolution 7: Increase in the borrowing limits under section 180(1)(c) of the Companies Act, 2013, in excess of the aggregate of the paid up capital and free reserves of the Company but not exceeding Rs. 2,500.00 Crores	100.00	0.00



Resolution 8: Authorization to the Board of Directors under section 180(1)(a) of the Companies Act, 2013, to create mortgages/charges to secure borrowings up to Rs. 2500.00 crores	100.00	0.00
Resolution 9: Increase in Authorized Share Capital of the Company to Rs. 100.00 crores	100.00	0.00
Resolution 10: Authorization for considering various fund raising options like Rights Issue, QIP, FCCB, ADR / GDR, etc.	100.00	0.00
Resolution 11: Authorizing the Related Party Transactions to be entered into by the Company	100.00	0.00

Based on the Consolidated Report of the Scrutinizer, all resolutions as set out in the Notice of the 20th Annual General Meeting have been duly approved by the shareholders with requisite majority.

For NANDAN DENIM LIMITED

Sd/-

Vedprakash Chiripal
Chairman

Date: 19th September, 2014



**Outcome of Voting of Annual General Meeting
(As per Clause 35A of Listing Agreement)**

Date of Annual General Meeting	15 th September, 2014			
Total number of shareholders as on Cut-Off Date	33,644			
No. of shareholders present in the meeting either in person or through proxy	Promoters & Promoters Group		Public	
	In Person	Through Proxy	In Person	Through Proxy
	3	0	147	3
No. of shareholders attended the meeting through video conferencing	Promoters & Promoters Group		Public	
	Not Arranged		Not Arranged	

Agenda Wise

The mode of voting for all the resolutions was:

1. E-voting conducted between 6th September, 2014 to 8th September, 2014 and
2. Poll conducted at the Meeting.

Given below is the resolution wise combined result of e-voting and poll.

Resolution 1:

To receive, consider and adopt the Audited Statement of Profit and Loss Account for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.

Promoter / Public	No. of shares held#	No. of votes polled @	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	26409369	26162369	99.06	26162369	0	100.00	0.00
Public – Institutional Holders	837314	0	0.00	0	0	0.00	0.00
Public – Others	18302373	2311664	12.63	2311464	200	99.99	0.01
Total	45549056	28474033	62.51	28473833	200	100.00	0.00



Resolution 2:

To confirm the payment of Interim Dividend and to declare a Final Dividend on Equity Shares for the financial year 2013-14.

Promoter / Public	No. of shares held#	No. of votes polled @	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	26409369	26162369	99.06	26162369	0	100.00	0.00
Public – Institutional Holders	837314	0	0.00	0	0	0.00	0.00
Public – Others	18302373	2311664	12.63	2311474	190	99.99	0.01
Total	45549056	28474033	62.51	28473843	190	100.00	0.00

Resolution 3:

To appoint Mr. Brijmohan D. Chiripal as a Director of the Company.

Promoter / Public	No. of shares held#	No. of votes polled @	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	26409369	26162369	99.06	26162369	0	100.00	0.00
Public – Institutional Holders	837314	0	0.00	0	0	0.00	0.00
Public – Others	18302373	2311674	12.63	2311474	200	99.99	0.01
Total	45549056	28474043	62.51	28473843	200	100.00	0.00



Resolution 4:

To appoint M/s. J.T. Shah & Co., Chartered Accountants as Auditors of the Company.

Promoter / Public	No. of shares held#	No. of votes polled @	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	26409369	26162369	99.06	26162369	0	100.00	0.00
Public – Institutional Holders	837314	0	0.00	0	0	0.00	0.00
Public – Others	18302373	2311664	12.63	2311274	390	99.98	0.02
Total	45549056	28474033	62.51	28473643	390	100.00	0.00

Resolution 5:

To appoint Mr. Tara Sankar Bhattacharya as Independent Director.

Promoter / Public	No. of shares held#	No. of votes polled @	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	26409369	26162369	99.06	26162369	0	100.00	0.00
Public – Institutional Holders	837314	0	0.00	0	0	0.00	0.00
Public – Others	18302373	2311632	12.63	2311442	190	99.99	0.01
Total	45549056	28474001	62.51	28473811	190	100.00	0.00



Resolution 6:
To appoint Mr. Ambalal Patel as Independent Director.

Promoter / Public	No. of shares held#	No. of votes polled @	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	26409369	26162369	99.06	26162369	0	100.00	0.00
Public – Institutional Holders	837314	0	0.00	0	0	0.00	0.00
Public – Others	18302373	2311632	12.63	2311217	415	99.98	0.02
Total	45549056	28474001	62.51	28473586	415	100.00	0.00

Resolution 7:
To approve borrowing limit up to Rs. 2500 crores.

Promoter / Public	No. of shares held#	No. of votes polled @	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	26409369	26162369	99.06	26162369	0	100.00	0.00
Public – Institutional Holders	837314	0	0.00	0	0	0.00	0.00
Public – Others	18302373	2311642	12.63	2311057	585	99.97	0.03
Total	45549056	28474011	62.51	28473426	585	100.00	0.00



Resolution 8:

To accord authority to the board of directors to create mortgages/charges to secure borrowings up to Rs. 2500 crores.

Promoter / Public	No. of shares held#	No. of votes polled @	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	26409369	26162369	99.06	26162369	0	100.00	0.00
Public – Institutional Holders	837314	0	0.00	0	0	0.00	0.00
Public – Others	18302373	2311632	12.63	2311072	560	99.98	0.02
Total	45549056	28474001	62.51	28473441	560	100.00	0.00

Resolution 9:

To increase the Authorised Share Capital of the Company to Rs. 100.00 crores.

Promoter / Public	No. of shares held#	No. of votes polled @	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	26409369	26162369	99.06	26162369	0	100.00	0.00
Public – Institutional Holders	837314	0	0.00	0	0	0.00	0.00
Public – Others	18302373	2311632	12.63	2311407	225	99.99	0.01
Total	45549056	28474001	62.51	28473776	225	100.00	0.00



Resolution 10:

To approve the various fund raising options like Rights Issue, QIP, FCCB, ADR / GDR, etc.

Promoter / Public	No. of shares held#	No. of votes polled @	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	26409369	26162369	99.06	26162369	0	100.00	0.00
Public – Institutional Holders	837314	0	0.00	0	0	0.00	0.00
Public – Others	18302373	2311632	12.63	2311432	200	99.99	0.01
Total	45549056	28474001	62.51	28473801	200	100.00	0.00

Resolution 11:

To approve the Related Party Transactions entered into by the Company.

Promoter / Public	No. of shares held#	No. of votes polled @	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	26409369	26162369	99.06	26162369	0	100.00	0.00
Public – Institutional Holders	837314	0	0.00	0	0	0.00	0.00
Public – Others	18302373	2311602	12.63	2311227	375	99.98	0.02
Total	45549056	28473971	62.51	28473596	375	100.00	0.00



voting rights are in proportion to shares held as on 8th August, 2014
@ excludes invalid votes

As per the consolidated results of e-voting and poll on item no. 1 to item no. 11 of the Notice of AGM, all the resolutions are passed by requisite majority.

Note: the percentage has been calculated upto two decimal points, wherever required.

