

NANDAN DENIM LIMITED - AGM Date 29th September 2018

<b>Date of the AGM</b>	29th September 2018
<b>Total number of shareholders on record date</b>	35151
<b>No. of Shareholders present in the meeting either in person or through proxy</b>	12
Promoters and Promoter Group:	68
Public:	
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	-
Promoters and Promoter Group:	-
Public:	-

<b>Resolution required: (Ordinary/Special)</b>	Ordinary(1) To receive, consider and adopt the Audited Financial Statement of the Company for the financial yearended 31st March, 2018 together with Report of the Board of Directors and Auditors thereon
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<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	NO
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Category	Mode of Voting	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	E-Voting	30336470	29736470	98.02	29736470	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		29736470	98.02	29736470	0	100.00	0.00
Public - Institutions	E-Voting	3916194	171588	4.38	92491	79097	53.90	46.10
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		171588	4.38	92491	79097	53.90	46.10
Public - Non Institutions	E-Voting	13796392	1982671	14.37	1982329	342	99.98	0.02
	Poll		2629	0.02	2629	0	100.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		1985300	14.39	1984958	342	99.98	0.02
Total		48049056	31893358	66.38	31813919	79439	99.75	0.25



Resolution required: (Ordinary/Special)			Ordinary(2) To declare dividend on equity shares for the financial year ended 31st March, 2018					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	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	E-Voting	30336470	29736470	98.02	29736470	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		29736470	98.02	29736470	0	100.00	0.00
Public - Institutions	E-Voting	3916194	171588	4.38	171588	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		171588	4.38	171588	0	100.00	0.00
Public - Non Institutions	E-Voting	13796392	1982671	14.37	1982329	342	99.98	0.02
	Poll		2629	0.02	2629	0	100.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		1985300	14.39	1984958	342	99.98	0.02
Total		48049056	31893358	66.38	31893016	342	100.00	0.00

Resolution required: (Ordinary/Special)			Ordinary(3) To appoint a Director in place of Mr. JyotiprasadChiripal (DIN: 00155695), who retires by rotation and being eligible, offers himself for reappointment as a Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	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	E-Voting	30336470	29736470	98.02	29736470	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		29736470	98.02	29736470	0	100.00	0.00
Public - Institutions	E-Voting	3916194	171588	4.38	92491	79097	53.90	46.10
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		171588	4.38	92491	79097	53.90	46.10
Public - Non Institutions	E-Voting	13796392	1982671	14.37	1982329	342	99.98	0.02
	Poll		2629	0.02	2619	10	99.62	0.38
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		1985300	14.39	1984948	352	99.98	0.02
Total		48049056	31893358	66.38	31813909	79449	99.75	0.25

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Resolution required: (Ordinary/Special)			Ordinary(4) To appoint a Director in place of Mr. PrakashkumarSharma (DIN: 06639254), who retires by rotationand being eligible, offers himself for reappointment as a Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	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	$(3)=\frac{(2)}{(1)}*100$	4	5	$(6)=\frac{(4)}{(2)}*100$	$(7)=\frac{(5)}{(2)}*100$
Promoter and Promoter Group	E-Voting	30336470	29736470	98.02	29736470	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		29736470	98.02	29736470	0	100.00	0.00
Public - Institutions	E-Voting	3916194	171588	4.38	92491	79097	53.90	46.10
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		171588	4.38	92491	79097	53.90	46.10
Public - Non Institutions	E-Voting	13796392	1982671	14.37	1982329	342	99.98	0.02
	Poll		2629	0.02	2624	5	99.81	0.19
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		1985300	14.39	1984953	347	99.98	0.02
Total		48049056	31893358	66.38	31813914	79444	99.75	0.25

Resolution required: (Ordinary/Special)			Special (5) To approve the entering into by the Company intoRelated Party Transactions					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	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	$(3)=\frac{(2)}{(1)}*100$	4	5	$(6)=\frac{(4)}{(2)}*100$	$(7)=\frac{(5)}{(2)}*100$
Promoter and Promoter Group	E-Voting	30336470	29736470	98.02	29736470	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		29736470	98.02	29736470	0	100.00	0.00
Public - Institutions	E-Voting	3916194	171588	4.38	92491	79097	53.90	46.10
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		171588	4.38	92491	79097	53.90	46.10
Public - Non Institutions	E-Voting	13796392	1982671	14.37	1982155	516	99.97	0.03
	Poll		2610	0.02	2600	10	99.62	0.38
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		1985281	14.39	1984755	526	99.97	0.03
Total		48049056	31893339	66.38	31813716	79623	99.75	0.25



Resolution required: (Ordinary/Special)			Special (6) To ratify the remuneration of Cost Auditors for the financial year ending 31st March, 2019					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	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	$(3) = \frac{(2)}{(1)} * 100$	4	5	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	30336470	29736470	98.02	29736470	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		29736470	98.02	29736470	0	100.00	0.00
Public - Institutions	E-Voting	3916194	171588	4.38	171588	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		171588	4.38	171588	0	100.00	0.00
Public - Non Institutions	E-Voting	13796392	1982671	14.37	1982329	342	99.98	0.02
	Poll		2615	0.02	2610	5	99.81	0.19
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		1985286	14.39	1984939	347	99.98	0.02
Total		48049056	31893344	66.38	31892997	347	100.00	0.00



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Date: 1<sup>st</sup> October, 2018

To,  
**NANDAN DENIM LIMITED**  
CIN: L51909GJ1994PLC022719  
SURVEY NO 198/1 203/2 SAIJPUR GOPALPUR  
PIRANA ROAD, PIPELJ  
AHMEDABAD 382405  
GUJARAT, INDIA

Dear Sir,

**SUB: CONSOLIDATED SCRUTINIZERS' REPORT**

I, Keyur J. Shah, Practicing Company Secretary of M/s Keyur J. Shah & Associates, Company Secretaries, having address at 408, 4<sup>th</sup> Floor, Chitrarath Complex, B/h President Hotel, Off C. G. Road, Navrangpura: 380009, Ahmedabad, Gujarat, India, was appointed as scrutinizer by the Board of Directors of Nandan Denim Limited ("**the Company**") at their meeting held on 13<sup>th</sup> August, 2018 for the purpose of:

- i. Scrutinizing the remote E-voting process (remote e-voting) in terms of the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time; and
- ii. Scrutinizing the voting through ballot paper or polling paper at the 24<sup>th</sup> Annual General Meeting (AGM), on the resolutions contained in the Notice dated August 13, 2018 of the AGM of the Company, held on Saturday, 29<sup>th</sup> September, 2018 at 02:30 P.M.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to remote e-voting on the resolutions contained in the Notice of the AGM of the members of the Company and at the meeting. My Responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer's report of the votes cast "in favour" "against" or remain "abstain/invalid", if any, on the resolutions contained in the Notice of 24<sup>th</sup> AGM, based on the reports generated from the e-voting system provided by CDSL and based on the voting at 24<sup>th</sup> AGM.

The Company has made arrangements with CDSL for providing a system of voting by the Members electronically through remote e-voting.

The Members of the Company holding shares as on the cut-off date (i.e. Saturday, 22<sup>nd</sup> September, 2018) were entitled to vote on the resolutions as contained in the Notice of the 24<sup>th</sup> Annual General Meeting.

I have issued separate Scrutinizer's Reports dated October 1, 2018 (a) on voting by Electronic means (i.e. Remote e-voting), and (b) on voting through ballot papers, on the resolutions contained in the Notice of the 24<sup>th</sup> Annual General Meeting of the Company. I submit herewith my consolidated scrutinizer's report on the voting through electronic means (remote e-voting) and voting at 24<sup>th</sup> AGM.



**Resolution No. 1: ORDINARY RESOLUTION**

To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2018 together with Report of the Board of Directors and Auditors thereon.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	3,18,90,729	51	3,18,11,290	99.75%	03	79,439	0.25%	--	--
Poll at the AGM	2,629	25	2629	100.00%	--	--	--	07	732
<b>Total</b>	<b>3,18,93,358</b>	<b>76</b>	<b>3,18,13,919</b>	<b>99.75%</b>	<b>03</b>	<b>79,439</b>	<b>0.25%</b>	<b>07</b>	<b>732</b>

*\*Total shares cast at the AGM through ballot papers were 3,361, however, as per confirmation from RTA, only 2,629 shares were valid and 732 shares were invalid. The invalid shares are not taken into consideration.*

**Resolution No. 2: ORDINARY RESOLUTION**

To declare dividend on equity shares for the financial year ended 31st March, 2018.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	3,18,90,729	51	3,18,11,290	99.75%	03	79,439	0.25%	--	--
Poll at the AGM	2,629	25	2629	100.00%	--	--	--	07	732
<b>Total</b>	<b>3,18,93,358</b>	<b>76</b>	<b>3,18,13,919</b>	<b>99.75%</b>	<b>03</b>	<b>79,439</b>	<b>0.25%</b>	<b>07</b>	<b>732</b>



*\*Total shares cast at the AGM through ballot papers were 3,361, however, as per confirmation from RTA, only 2,629 shares were valid and 732 shares were invalid. The invalid shares are not taken into consideration.*

**Resolution No. 3: ORDINARY RESOLUTION**

To appoint a Director in place of Mr. Jyotiprasad Chiripal (DIN: 00155695), who retires by rotation and being eligible, offers himself for reappointment as a Director.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	3,18,90,729	51	3,18,11,290	99.75%	03	79,439	0.25%	--	--
Poll at the AGM	2629	24	2,619	99.62%	01	10	0.38%	07	732
<b>Total</b>	<b>3,18,93,358</b>	<b>75</b>	<b>3,18,13,909</b>	<b>99.75%</b>	<b>04</b>	<b>79,449</b>	<b>0.25%</b>	<b>07</b>	<b>732</b>

*\*Total shares cast at the AGM through ballot papers were 3,361, however, as per confirmation from RTA, only 2,629 shares were valid and 732 shares were invalid. The invalid shares are not taken into consideration.*

**Resolution No. 4: ORDINARY RESOLUTION**

To appoint a Director in place of Mr. Prakashkumar Sharma (DIN: 06639254), who retires by rotation and being eligible, offers himself for reappointment as a Director.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	3,18,90,729	51	3,18,11,290	99.75%	03	79,439	0.25%	--	--
Poll at the AGM	2,629	24	2624	99.81%	01	05	0.19%	07	732
<b>Total</b>	<b>3,18,93,358</b>	<b>75</b>	<b>3,18,13,914</b>	<b>99.75%</b>	<b>04</b>	<b>79,444</b>	<b>0.25%</b>	<b>07</b>	<b>732</b>



*\*Total shares cast at the AGM through ballot papers were 3,361, however, as per confirmation from RTA, only 2,629 shares were valid and 732 shares were invalid. The invalid shares are not taken into consideration.*

**Resolution No. 5: SPECIAL RESOLUTION**

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

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	26,34,259	37	25,54,646	96.98%	04	79,613	3.02%	13	2,92,56,470
Poll at the AGM	2,610	23	2,600	99.62%	01	10	0.38%	08	737
<b>Total</b>	<b>26,36,869</b>	<b>60</b>	<b>25,57,246</b>	<b>96.80%</b>	<b>05</b>	<b>79,623</b>	<b>3.02%</b>	<b>21</b>	<b>2,92,57,207</b>

*\*Total shares cast at the AGM through ballot papers were 3,347, however, as per confirmation from RTA, only 2,610 shares were valid and 737 shares were invalid. The invalid shares are not taken into consideration.*

**Resolution No. 6: SPECIAL RESOLUTION**

To ratify the remuneration of Cost Auditors for the financial year ending 31st March, 2019.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	3,18,90,729	52	3,18,90,387	100.00%	02	342	0.00%	--	--
Poll at the AGM	2,615	24	2,610	99.81%	01	05	0.19%	07	732
<b>Total</b>	<b>3,18,93,344</b>	<b>76</b>	<b>3,18,92,997</b>	<b>100.00%</b>	<b>03</b>	<b>347</b>	<b>0.00%</b>	<b>07</b>	<b>732</b>



*\*Total shares cast at the AGM through ballot papers were 3,347, however, as per confirmation from RTA, only 2,615 shares were valid and 732 shares were invalid. The invalid shares are not taken into consideration.*

Thanking you,



Yours faithfully,

A handwritten signature in blue ink, appearing to read "Keyur J. Shah".

**Place** : Ahmedabad  
**Date** : October 1, 2018

**Keyur J. Shah**  
**Practicing Company Secretary**