

Date of the AGM	13th Sep,2019
Total number of shareholders on record date	33288
No. of Shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group:	12
Public:	47
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	-
Public:	-

Resolution required: (Ordinary/Special)			Ordinary (1) : To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 and the Report of the Board of Directors and Auditors thereon					
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	31102147	0	0.000	0	0	0.000	0.000
	Poll		28623685	92.031	28623685	0	100.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total		28623685	92.031	28623685	0	100.000	0.000
Public - Institutions	E-Voting	161227	154888	96.068	75791	79097	48.933	51.067
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total		154888	96.068	75791	79097	48.933	51.067
Public - Non Institutions	E-Voting	16785682	7275	0.043	7095	180	97.526	2.474
	Poll		1539460	9.171	1539460	0	100.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total		1546735	9.215	1546555	180	99.988	0.012
Total		48049056	30325308	63.113	30246031	79277	99.739	0.261

Resolution required: (Ordinary/Special)			Ordinary (2) : To declare Dividend on equity shares for the financial year ended March 31, 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	$(3)=\{(2)/(1)\} * 100$	4	5	$(6)=\{(4)/(2)\} * 100$	$(7)=\{(5)/(2)\} * 100$
Promoter and Promoter Group	E-Voting	31102147	0	0.000	0	0	0.000	0.000
	Poll		28623685	92.031	0	28623685	0.000	100.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total		28623685	92.031	0	28623685	0.000	100.000
Public - Institutions	E-Voting	161227	154888	96.068	154888	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total		154888	96.068	154888	0	100.000	0.000
Public - Non Institutions	E-Voting	16785682	7275	0.043	7095	180	97.526	2.474
	Poll		1539460	9.171	1118	1538342	0.073	99.927
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total		1546735	9.215	8213	1538522	0.531	99.469
Total		48049056	30325308	63.113	163101	30162207	0.538	99.462

Resolution required: (Ordinary/Special)			Ordinary (3) : To appoint a Director in place of Mr. Vedprakash Chiripal (DIN: 00290454), 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		0	0.000	0	0	0.000	0.000
	Poll		28623685	92.031	28623685	0	100.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	31102147	28623685	92.031	28623685	0	100.000	0.000
Public - Institutions	E-Voting		154888	96.068	0	154888	0.000	100.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	161227	154888	96.068	0	154888	0.000	100.000
Public - Non Institutions	E-Voting		7275	0.043	5895	1380	81.031	18.969
	Poll		1539460	9.171	1539460	0	100.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	16785682	1546735	9.215	1545355	1380	99.911	0.089
Total		48049056	30325308	63.113	30169040	156268	99.485	0.515

Resolution required: (Ordinary/Special)			Special (4) : To approve the entering by the Company into Related 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	$(3)=\{(2)/(1)\} * 100$	4	5	$(6)=\{(4)/(2)\} * 100$	$(7)=\{(5)/(2)\} * 100$
Promoter and Promoter Group	E-Voting		0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	31102147	0	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting		154888	96.068	75791	79097	48.933	51.067
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	161227	154888	96.068	75791	79097	48.933	51.067
Public - Non Institutions	E-Voting		7275	0.043	721	654	9.911	90.089
	Poll		1539460	9.171	1539450	10	99.999	0.001
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	16785682	1546735	9.215	1540171	654	99.576	0.424
Total		48049056	1701623	3.541	1615962	85661	94.966	5.034

Resolution required: (Ordinary/Special)			Special (5) : To re-appoint Mr. Tara Sankar Bhattacharya as an Independent Non-Executive Director of the Company					
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	31102147	0	0.000	0	0	0.000	0.000
	Poll		28623685	92.031	28623685	0	100.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total		28623685	92.031	28623685	0	100.000	0.000
Public - Institutions	E-Voting	161227	154888	96.068	0	154888	0.000	100.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total		154888	96.068	0	154888	0.000	100.000
Public - Non Institutions	E-Voting	16785682	7275	0.043	895	6380	12.302	87.698
	Poll		1539460	9.171	1539460	0	100.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total		1546735	9.215	1540355	6380	99.588	0.412
Total		48049056	30325308	63.113	30164040	161268	99.468	0.532

Resolution required: (Ordinary/Special)			Ordinary (6) : To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2020					
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	31102147	0	0.000	0	0	0.000	0.000
	Poll		28623685	92.031	28623685	0	100.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total		28623685	92.031	28623685	0	100.000	0.000
Public - Institutions	E-Voting	161227	154888	96.068	154888	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total		154888	96.068	154888	0	100.000	0.000
Public - Non Institutions	E-Voting	16785682	7275	0.043	5895	1380	81.031	18.969
	Poll		1539460	9.171	1539460	0	100.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total		1546735	9.215	1545355	1380	99.911	0.089
Total		48049056	30325308	63.113	30323928	1380	99.995	0.005



**Consolidated Scrutinizers' Report [Pursuant to Section 108 of the Companies Act, 2013
read with Rule 20 of the Companies (Management and Administration Rules, 2014)]**

Date: 19th September, 2019

To,
Nandan Denim Limited
CIN: L51909GJ1994PLC022719
Survey No. 198/1 203/2 Saijpur Gopalpur,
Pirana Road, Piplej,
Ahmedabad-382405
Gujarat, India.

Subject: Consolidated Scrutinizers' Report on Remote e-voting and voting at the meeting of shareholders through poll, Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

I, **Keyur J. Shah**, Practicing Company Secretary of M/s Keyur J. Shah & Associates, Company Secretaries, having address at 408, 4th Floor, Chitrarath Complex, B/h President Hotel, Off C. G. Road, Navrangpura, Ahmedabad-380009, Gujarat, India, was appointed as scrutinizer by the Board of Directors of Nandan Denim Limited ("**the Company**") at their meeting held on 12th August, 2019 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 25th Annual General Meeting (AGM), on the resolutions contained in the notice dated 12th August, 2019 of the AGM of the Company, held on Friday, 13th September, 2019 at 10:30 A.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 25th AGM, based on the reports generated from the e-voting system provided by CDSL and based on the voting at 25th 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. Friday, 06th September, 2019) were entitled to vote on the resolutions as contained in the Notice of the 25th Annual General Meeting.

I have issued this Scrutinizer's Reports dated 19th September, 2019 (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 25th 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 25th AGM.

Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2019 together with Report of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as Ordinary Resolution:

Voting Method	Total 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	1,62,163	20	82,886	51.11%	2	79,277	48.89%	-	-
Poll at the AGM	3,01,97,279	49	3,01,63,145	100.00%	0	0	0	10	34,134
Total	3,03,59,442	69	3,02,46,031	99.63%	2	79,277	0.26%	10	34,134

Note: Total votes cast at the AGM through ballot papers were 3,01,97,279 however, as per reconciliation records obtained from RTA, only 3,01,63,145 votes were valid which are taken into consideration while remaining 34,134 votes were invalid** are not considered.

Resolution No. 2: Ordinary Resolution

To declare dividend on equity shares for the financial year ended March 31, 2019 and in this regard, pass the following resolution as an Ordinary Resolution:

Voting Method	Total 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	1,62,163	21	1,61,983	99.89%	1	180	0.11%	-	-
Poll at the AGM	3,01,97,279	32	1,118	0.004%	17	30,162,027	99.996%	10	34,134
Total	3,03,59,442	53	1,63,101	0.53%	18	30,162,207	99.35%	10	34,134



Note: Total votes cast at the AGM through ballot papers were 3,01,97,279 however, as per reconciliation records obtained from RTA, only 3,01,63,145 votes were valid which are taken into consideration while remaining 34,134 votes were invalid** are not considered.

Resolution No. 3: Ordinary Resolution

To appoint a Director in place of Mr. Vedprakash Chiripal, who retires by rotation and being eligible, offers himself for reappointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

Voting Method	Total 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	1,62,163	18	5,895	3.64%	4	1,56,268	96.36%	-	-
Poll at the AGM	3,01,97,279	49	3,01,63,145	100.00%	0	0	0	10	34,134
Total	3,03,59,442	67	3,01,69,040	99.37%	4	1,56,268	0.51%	10	34,134

Note:

1. Mr. Vedprakash Chiripal, Director of the Company who offered himself for re-appointment as a Director, has not casted his vote in the said resolution;
2. Total votes cast at the AGM through ballot papers were 3,01,97,279 however, as per reconciliation records obtained from RTA, only 3,01,63,145 votes were valid which are taken into consideration while remaining 34,134 votes were invalid** are not considered.

Resolution No. 4: Special Resolution

Approval of Related Party Transactions and in this regard, pass with or without modification(s), the following resolution as a Special Resolution:



Voting Method	Total Votes (excluding abstained 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	1,62,163	17	76,512	47.18%	5	85,651	52.818%	-	-
Poll at the AGM	*15,73,594	36	15,39,450	99.99%	1	10	0.001%	10	34,134
Total	17,35,757	53	16,15,962	93.09%	6	85,661	4.93%	10	34,134

Note: *Total votes cast at the AGM through ballot papers were 3,01,97,279 however, as per reconciliation records obtained from RTA, only 15,39,460 votes were valid, which are taken into consideration while remaining 34,134 votes were invalid** are not considered. Total abstained votes casted by Related Parties in the said resolution were 2,86,23,685 which are not included in the calculation of valid votes cast.

Resolution No. 5: Special Resolution

To re-appoint Mr. Tara Sankar Bhattacharya as an Independent Non-Executive Director of the Company and in this regard, pass with or without modification(s), the following resolution as a Special Resolution:

Voting Method	Total 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	1,62,163	17	895	0.55%	5	1,61,268	99.45%	-	-
Poll at the AGM	3,01,97,279	49	3,01,63,145	100.00%	0	0	0	10	34,134
Total	3,03,59,442	66	3,01,64,040	99.36%	5	1,61,268	0.53%	10	34,134



Note:

1. Mr. Tara Sankar Bhattacharya, Director of the Company who offered himself for re-appointment as an Independent Non-Executive Director, did not cast his vote in the said resolution.
2. Total votes cast at the AGM through ballot papers were 30197279 however, as per reconciliation records obtained from RTA, only 30163145 votes were valid which are taken into consideration while remaining 34134 votes were invalid** are not considered.

Resolution No. 6: Ordinary Resolution

To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2020 and in this regard, pass with or without modification(s), the following resolution as an Ordinary Resolution:

Voting Method	Total 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	1,62,163	20	1,60,783	99.15%	2	1,380	0.85%	-	-
Poll at the AGM	3,01,97,279	49	3,01,63,145	100.00%	0	0	0	10	34,134
Total	3,03,59,442	69	3,03,23,928	99.88%	2	1,380	0.00%	10	34,134

Note: Total votes cast at the AGM through ballot papers were 30197279 however, as per reconciliation records obtained from RTA, only 30163145 votes were valid which are taken into consideration while remaining 34134 votes were invalid** are not considered.

** 1. Ballot papers which were found incomplete or defective have been treated as invalid by the RTA and are not considered.

2. Votes casted through E-voting as well as by poll at the AGM by the same shareholders are considered invalid.

3. Due to some technical and typographic errors the Report issued by us on 13th September, 2019 is being replaced with this report.

Place : Ahmedabad
Date : 19th September, 2019

Thanking you,
Yours faithfully,

Keyur J. Shah
Practicing Company Secretary

