



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

To,
NANDAN DENIM LIMITED,
CIN: L51909GJ1994PLC022719
Survey No. 198/1, 203/2 Saijpur,
Gopalpur, Pirana Road, Piplej,
Ahmedabad, Gujarat -382405

Date: 02nd January, 2021

Subject: Consolidated Scrutinizers' Report on Remote e-voting and e-voting at the Annual General Meeting of shareholders, 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 and proprietor of M/s Keyur J. Shah & Associates, Company Secretaries, having address at 1007, Sun Avenue One, Near Shreyas Foundation, Manekbaug Society, Ambawadi, Ahmedabad, Gujarat - 380015, was appointed as scrutinizer by the Board of Directors of **NANDAN DENIM LIMITED ("the Company")** at their meeting held on 31st December, 2020 for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**") on the resolutions contained in the notice dated 09th December, 2020 ("**Notice**") issued in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 08th April, 2020, 13th April, 2020 and 05th May, 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "**MCA Circulars**"), Government of India, calling the 26th Annual General Meeting of its members ("**the Meeting**" / "**AGM**") through VC/OAVM. The AGM was convened on Thursday, 31st December, 2020 at 03:00 p.m. IST through VC/OAVM.

The said appointment as Scrutinizer is under 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 ("**the Rules**"). As the Scrutinizer, I have to scrutinize:

- (i) process of remote e-voting, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("**remote e-voting**"); and
- (ii) process of e-voting, during the AGM, using an electronic voting system ("**e-voting**").

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("**LODR**") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.



My responsibility as a scrutinizer for the e-voting process (i.e. remote e-voting and e-voting) is restricted to furnish a Consolidated Scrutinizer's Report of the votes cast "in favour" "against" or remain "abstain/invalid", if any, on the resolutions contained in the Notice of 26th AGM of the Company, based on the reports generated from the e-voting system provided by CDSL e-Voting System. The Company has made arrangements with CDSL e-Voting System for providing a system of voting by the Members electronically.

The Equity Shareholders of the Company as on the "cut-off" date, (i.e. Thursday, 24th December, 2020) as set out in the Notice of the 26th Annual General Meeting dated 31st December, 2020 were entitled to vote on the resolutions (item nos. 1 to 6 as set out in the Notice calling AGM) and their voting rights were in proportion to their share in the paid-up equity share capital of the company as on the cut-off date.

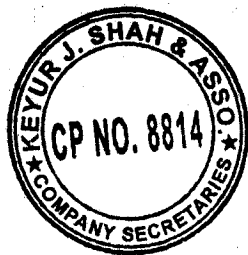
E-VOTING PROCESS:

- i. The remote e-voting period remained open from Sunday, 27th December, 2020 (9:00 a.m. IST) to Wednesday, 30th December, 2020 (5:00 p.m. IST) on designated website of CDSL e-Voting System (www.evotingindia.com).
- ii. The interim voting results were unblocked on Thursday, 31st December, 2020 at 03:38 P.M. and was witnessed by two witnesses, who are not in the employment of the Company.

E-VOTING PROCESS AT THE AGM:

- i. The e-voting facility during the AGM remained open on designated website of CDSL e-Voting System (www.evotingindia.com) from commencement of AGM on Wednesday, 31st December, 2020 at 03.00 p.m. till 03.38 p.m., after the conclusion of AGM. After the conclusion of AGM, the electronic system recording the e-voting (e-votes) was locked by CDSL e-Voting System.
- ii. The e-votes cast were blocked on Wednesday, 31st December, 2020 at 03.38 p.m. after the conclusion of the AGM.
- iii. Thereafter, the details containing, *inter alia*, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the designated website of CDSL e-Voting System (www.evotingindia.com) is being handed over to the Chairman of the Company along with this report.

I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and the e-voting at AGM, based on the reports generated by CDSL e-Voting System and relied upon by me as under:



ORDINARY BUSINESSES:**Resolution No. 1: Ordinary Resolution**

To receive, consider and adopt the Audited Balance Sheet and Statement of Profit and Loss Account for the year ended on 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon.

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	36580097	83	36579727	99.99%	03	370	0.001%	-	-
E-voting at AGM	20	01	10	50.00%	01	10	50.00%	-	-
Total	36580117	84	36579737	99.99%	04	380	0.001%	-	-

Resolution No. 2: 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 Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of 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	36580097	82	36503936	99.79%	04	76161	0.21%	-	-
E-voting at AGM	10	01	10	100.00%	-	-	-	-	-
Total	36580107	83	36503946	99.79%	04	76161	0.21%	-	-



Resolution No. 3: Special Resolution

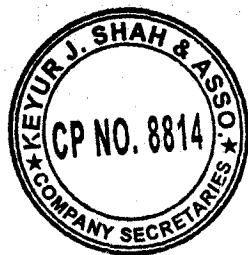
To re-appoint Mr. Giraj Mohan Sharma as an Independent Non-Executive Director of the Company.

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	36580097	82	36503936	99.79%	04	76161	0.21%	-	-
E-voting at AGM	20	02	20	100.00%	-	-	-	-	-
Total	36580117	84	36503956	99.79%	04	76161	0.21%	-	-

Resolution No. 4: Ordinary Resolution

To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2021.

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	36580097	83	36579727	99.99%	03	370	0.001%	-	-
E-voting at AGM	10	01	10	100.00%	-	-	-	-	-
Total	36580107	84	36579737	99.99%	03	370	0.001%	-	-



Resolution No. 5: Special Resolution

To approve availing of financial assistance having an option available to the lenders for conversion of such financial assistance into equity shares of the Company upon occurrence of certain events.

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	36580097	82	36503936	99.79%	04	76161	0.21%	-	-
E-voting at AGM	20	02	20	100.00%	-	-	-	-	-
Total	36580117	84	36503956	99.79%	04	76161	0.21%	-	-

Resolution No. 6: Special Resolution

To appoint Ms. Falguni Vasavada as an Independent Non-Executive Director of the Company.

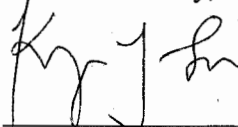
Voting Method	Total Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	36580097	83	36579727	99.99%	03	370	0.001%	-	-
E-voting at AGM	20	02	20	100.00%	-	-	-	-	-
Total	36580117	85	36579747	99.99%	03	370	0.001%	-	-



The Register giving full particulars of all votes (casted electronically), all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same shall be handed over to the Chairman of the Company.

The Company may accordingly declare the result of E-voting, in respect of the resolutions mentioned in the notice dated 09th December, 2020 issued under Section 108 of the Companies Act, 2013 and rules made there under.

Thanking you,
Yours faithfully,

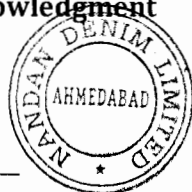
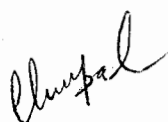


Keyur J. Shah
Practicing Company Secretary
Mem. Number: FCS 9559
COP. No.: 8814
UDIN: F009559B001825747

Place: Ahmedabad

Date: 02nd January, 2021

Received with Acknowledgment



Chairman