



**KEYUR J. SHAH & ASSOCIATES**  
COMPANY SECRETARIES  
INSOLVENCY PROFESSIONAL | REGISTERED VALUER

**Consolidated Scrutinizers' Report**  
**[Pursuant to Section 108 of the Companies Act, 2013**  
**read with Rule 21 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: 01<sup>st</sup> October, 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 21 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 14<sup>th</sup> August, 2021 for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the resolutions contained in the notice dated 14<sup>th</sup> August, 2021 ("Notice") issued in accordance with General Circular No. 14/2020, 17/2020 and 02/2021 dated 08<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 13<sup>th</sup> January, 2021 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling the 27<sup>th</sup> Annual General Meeting of its members ("the Meeting"/ "AGM") through VC/OAVM. The AGM was convened on Thursday, 30<sup>th</sup> September, 2021 at 03:05 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 21 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 27<sup>th</sup> 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.

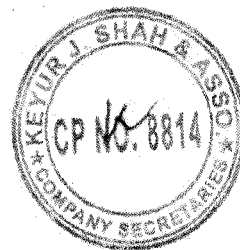
The Equity Shareholders of the Company as on the "cut-off" date, (i.e. Thursday, 23<sup>rd</sup> September, 2021) as set out in the Notice of the 27<sup>th</sup> Annual General Meeting dated 30<sup>th</sup> September, 2021 were entitled to vote on the resolutions (item nos. 1 to 6 as set out in the Notice 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, 26<sup>th</sup> September, 2021 (9:00 a.m. IST) to Wednesday, 29<sup>th</sup> September, 2021 (5:00 p.m. IST) on designated website of CDSL e-Voting System ([www.evotingindia.com](http://www.evotingindia.com)).
- ii. The interim voting results were unblocked on Thursday, 30<sup>th</sup> September, 2021 at 03:35 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](http://www.evotingindia.com)) from commencement of AGM on Thursday, 30<sup>th</sup> September, 2021 at 03.05 p.m. till 15 minutes from the conclusion of AGM i.e. till 03.35 p.m., after the conclusion of AGM.
- ii. The e-votes cast were blocked on Thursday, 30<sup>th</sup> September, 2021 at 03.35 p.m. after 15 minutes from 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](http://www.evotingindia.com)).





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 Standalone Audited Financial Statement of for the Financial Year ended on 31<sup>st</sup> March, 2021 together with Report of the Board of Directors and Auditors thereon.

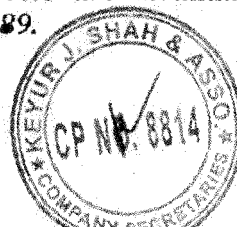
Voting Method	Total Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	Total number of votes cast by them
Remote E-Voting	34003691	91	34003451	99.999%	2	240	0.001%	-	-
E-voting at AGM	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>34003691</b>	<b>91</b>	<b>34003451</b>	<b>99.999%</b>	<b>2</b>	<b>240</b>	<b>0.001%</b>	<b>-</b>	<b>-</b>

**Resolution No. 2: Ordinary Resolution**

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

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	Total number of votes cast by them
Remote E-Voting	34003651	88	31654799	99.999%	3	390	0.001%	1	2348462
E-voting at AGM	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>34003651</b>	<b>88</b>	<b>31654799</b>	<b>99.999%</b>	<b>3</b>	<b>390</b>	<b>0.001%</b>	<b>1</b>	<b>2348462</b>

\*Total votes cast through remote e-voting were 3,40,03,651 out of which 23,48,462 votes were cast by interested party, thus such votes are invalidated and not taken into consideration, hence valid votes were 3,16,55,189.




**Resolution No. 3: Ordinary Resolution**

To appoint Mr. Shaktidan Jayendrasingh Gadhavi (DIN: 09004587) as 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	Total number of votes cast by them
Remote E-Voting	34003651	89	34002412	99.996%	3	1239	0.004%	-	-
E-voting at AGM	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>34003651</b>	<b>89</b>	<b>34002412</b>	<b>99.996%</b>	<b>3</b>	<b>1239</b>	<b>0.004%</b>	<b>-</b>	<b>-</b>

**Resolution No. 4: Special Resolution**

To appoint Mr. Shaktidan Jayendrasingh Gadhavi (DIN: 09004587) as Whole-Time 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	Total number of votes cast by them
Remote E-Voting	34003641	87	33997402	99.98%	4	6239	0.02%	-	-
E-voting at AGM	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>34003641</b>	<b>87</b>	<b>33997402</b>	<b>99.98%</b>	<b>4</b>	<b>6239</b>	<b>0.02%</b>	<b>-</b>	<b>-</b>




**Resolution No. 5: Ordinary Resolution**

To ratify the remuneration of Cost Auditors for the financial year ending 31st March, 2022

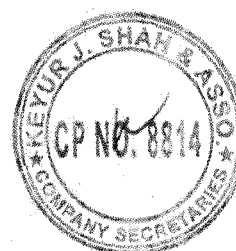
Voting Method	Total Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	Total number of votes cast by them
Remote E-Voting	34003691	90	34003351	99.999%	3	340	0.001%	-	-
E-voting at AGM	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>34003691</b>	<b>90</b>	<b>34003351</b>	<b>99.999%</b>	<b>3</b>	<b>340</b>	<b>0.001%</b>	<b>-</b>	<b>-</b>

**Resolution No. 6: Special Resolution**

To approve the entering of Related Party Transactions by 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	Total number of votes cast by them
Remote E-Voting	34003691	83	21151757	99.95%	7	10664	0.05%	3	12841270
E-voting at AGM	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>34003691</b>	<b>83</b>	<b>21151757</b>	<b>99.95%</b>	<b>7</b>	<b>10664</b>	<b>0.05%</b>	<b>3</b>	<b>12841270</b>

\*Total votes cast through remote e-voting were 3,40,03,691 out of which 1,28,41,270 votes were cast by interested party, thus such votes are invalidated and not taken into consideration, hence valid votes were 2,11,62,421.



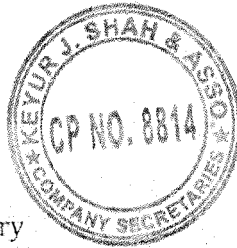


The Register giving full particulars of all votes (casted electronically), all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same shall 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 14<sup>th</sup> August, 2021 issued under Section 108 of the Companies Act, 2013 and rules made there under.

Thanking you,  
Yours faithfully,

For, Keyur J. Shah & Associates



Keyur J. Shah  
Practicing Company Secretary  
Mem. Number: FCS 9559  
COP. No.: 8814  
UDIN: F009559C001066230

Countersigned by

For, Nandan Denim Limited

Chairman

Place: Ahmedabad

Date: 01<sup>st</sup> October, 2021