

September 14, 2019

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G – Block,
BKC, Bandra (East),
Mumbai – 400 051.

Scrip Code: 532641

Scrip Symbol: NDL

Dear Sir,

**Sub.: Voting Results of the Annual General Meeting of the Company – Regulation 44(3) of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Voting Results of the 25th Annual General Meeting of Nandan Denim Limited held on Friday, 13th September, 2019 at 10.30 p.m. at H.T. Parekh Convention Centre, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad in prescribed format along with Scrutinizer's Report.

The above is also uploaded on Company's website www.nandandenim.com.

You are requested to kindly take the same on record.

Thanking You,

Yours sincerely,

For NANDAN DENIM LIMITED


Purvee Roy
Company Secretary



Nandan Denim Limited
(CIN:L51909GJ1994PLC022719)

Registered Office

Survey No. 198/1, 203/2, Saijpur-Gopalpur, Pirana Road, Piplej, Ahmedabad - 382 405
Ph.: +91 9879200199 Website : www.nandandenim.com Email : info@nandandenim.com

Corporate Office

Chiripal House, Shivranjani Cross Roads, Satellite, Ahmedabad - 380 015
Ph.: 079-26734660/2/3 Fax : 079-26768656

Nandan Denim Ltd - AGM Date 13th Sep,2019

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	$(3)=\frac{(2)}{(1)}*100$	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	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	$(3)=\frac{(2)}{(1)}*100$	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	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	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	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	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?			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	721	6554	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		1546735	9.215	1540171	6564	99.576	0.424
Total		48049056	30325308	63.113	30239647	85661	99.718	0.282



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		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	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	16785682	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		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	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	161227	154888	96.068	154888	0	100.000	0.000
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	30323928	1380	99.995	0.005





Date: 13.09.2019

To,
NANDAN DENIM LIMITED
CIN: L51909GJ1994PLC022719
SURVEY NO 198/1 203/2 SAIJPUR GOPALPUR,
PIRANA ROAD, PIPLEJ,
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, 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:

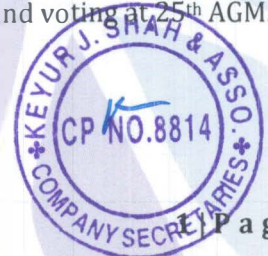
- i. Scrutinizing the remote E-voting process (remote e-voting) in terms of the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time; and
- ii. Scrutinizing the voting through ballot 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 separate Scrutinizer's Reports dated 13th 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.



Page

Resolution No. 1: ORDINARY RESOLUTION

To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2019 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	No. of Shares
Remote E-Voting	162163	20	82886	51.11%	2	79277	48.89%	-	-
Poll at the AGM	30197279	49	30163145	100%	0	0	0	10	34134
Total	30359442	69	30246031	99.63%	2	79277	0.26%	10	34134

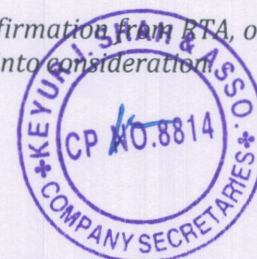
**Total shares cast at the AGM through ballot papers were 61 however, as per confirmation from RTA, only 49 shares were valid and 10 shares were invalid. The invalid shares are not taken into consideration.*

Resolution No. 2: ORDINARY RESOLUTION

To declare dividend on equity shares for the financial year ended 31st March, 2019.

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	162163	21	161983	99.89%	1	180	0.11%	-	-
Poll at the AGM	30197279	32	1118	0.0037%	17	30162027	99.996%	10	34134
Total	30359442	53	163101	0.53%	18	30162207	99.35%	10	34134

**Total shares cast at the AGM through ballot papers were 61 however, as per confirmation from RTA, only 49 shares were valid and 10 shares were invalid. The invalid shares are not taken into consideration.*



Resolution No. 3: 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	No. of Shares
Remote E-Voting	162163	18	5895	3.64%	4	15626	96.36%	-	-
Poll at the AGM	30197279	49	30163145	100%	0	0	0	10	34134
Total	30359442	67	30169040	99.37%	4	15626	0.05%	10	34134

**Total shares cast at the AGM through ballot papers were 61 however, as per confirmation from RTA, only 49 shares were valid and 10 shares were invalid. The invalid shares are not taken into consideration.*

Resolution No. 4: SPECIAL RESOLUTION

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

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	162163	17	76512	47.18%	5	85651	52.82%	-	-
Poll at the AGM	30197279	48	30163135	99.99997%	1	10	0.00003%	10	34134
Total	30359442	65	30239647	99.60%	6	85661	0.28%	10	34134

**Total shares cast at the AGM through ballot papers were 61 however, as per confirmation from RTA, only 49 shares were valid and 10 shares were invalid. The invalid shares are not taken into consideration.*

Resolution No. 5: SPECIAL RESOLUTION

To re-appoint Mr. Tara Sankar Bhattacharya as an Independent Non-Executive 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	No. of Shares
Remote E-Voting	162163	17	895	0.55%	5	161268	99.45%	-	-
Poll at the AGM	30197279	49	30163145	100%	0	0	0	10	34134
Total	30359442	66	30164040	99.36%	5	161268	0.53%	10	34134

**Total shares cast at the AGM through ballot papers were 61 however, as per confirmation from RTA, only 49 shares were valid and 10 shares were invalid. The invalid shares are not taken into consideration.*

Resolution No. 6: ORDINARY RESOLUTION

To ratify the remuneration of Cost Auditors for the financial year ending 31st March, 2020.

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	162163	20	160783	99.15%	2	1380	0.85%	-	-
Poll at the AGM	30197279	49	30163145	100%	0	0	0	10	34134
Total	30359442	69	30323928	99.88%	2	1380	0.00%	10	34134

**Total shares cast at the AGM through ballot papers were 61 however, as per confirmation from RTA, only 49 shares were valid and 10 shares were invalid. The invalid shares are not taken into consideration.*

Thanking you,



Yours faithfully,

Keyur J. Shah
Practicing Company Secretary

Place : Ahmedabad
Date : 13th September, 2019



FORM NO. MGT-13
Report of Scrutinizer

*[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2)
Of the Companies (Management and Administration) Rules, 2014]*

To,
NANDAN DENIM LIMITED
CIN: L51909GJ1994PLC022719
Survey no. 198/1 203/2,
Saijpur – gopalpur, pirana road, pipej,
Ahmedabad- 382405,
Gujarat, India.

Ref.: 25th Annual General Meeting of the equity shareholders of Nandan Denim Limited held on Friday, 13th September, 2019 at 10:30 A.M.

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, appointed as the Scrutinizer for the purpose of the e-voting and poll taken on the below mentioned resolutions, at the 25th Annual General Meeting ('AGM') of the equity shareholders of **Nandan Denim Limited ('the Company')**, held on **Friday, 13th September, 2019 at 10:30 A.M.** hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by **Datamatics Financial Services Limited**, Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. 10 (Ten) poll papers are invalid.
4. The result of the Poll is as under:



(a). Item 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:

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
49	30,163,145	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
10	34,134

(b). Item No. 2 (Ordinary Resolution): To declare dividend on equity shares for the financial year ended March 31, 2019.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	1,118	0.0037%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	30,162,027	99.996%



(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
10	34,134

(c). Item 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.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
49	30,163,145	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

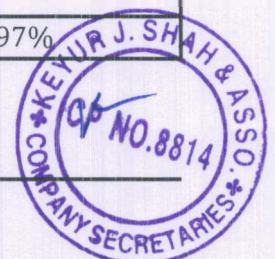
(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
10	34,134

(d). Item No. 4 (Special Resolution): Approval of Related Party Transactions and in this regard, pass with or without modification(s).

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
48	30,163,135	99.99997%



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	0.00003%

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
10	34,134

(e). Item No. 5 (Special Resolution): To re-appoint Mr. Tara Sankar Bhattacharya as an Independent Non-Executive Director of the Company.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
49	30,163,145	100%

(i) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(ii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
10	34,134



(f). Item No. 6 (Ordinary Resolution): To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2020.

(ii) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
49	30,163,145	100%

(iii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

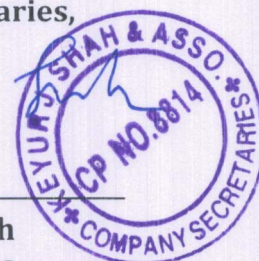
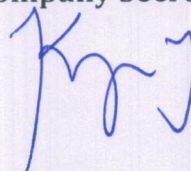
(iv) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
10	34,134

5. The poll papers and all other relevant records were sealed and handed over to the Chairman of the Company for safe keeping.

Thanking you,
Yours Faithfully,

For, Keyur J. Shah & Associates,
Company Secretaries,



Keyur J. Shah

Practicing Company Secretary

PLACE: Ahmedabad
DATE: 13th September, 2019



SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015]

Date: 13.09.2019

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

SUB: REPORT ON REMOTE E-VOTING

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 a scrutinizer by the Board of Directors of NANDAN DENIM LIMITED (“**the Company**”) at their meeting held on 12th August, 2019 under Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, for conducting the remote e-voting proceedings in a fair and transparent manner, in respect of the resolutions as set out in the notice dated August 13, 2018 issued by the Company to its members.

In this context, I hereby submit my report as under:

1. In accordance with the notice of AGM sent to the equity shareholders, the voting through electronic means (Remote e-Voting) was started on 09th September, 2019 (9:00 AM) and ended on 12th September, 2019 (5:00 PM) being last date fixed by the Company for receipt of votes and all the votes received up to the said date and time were considered for my scrutiny.
2. The Equity shareholders holding shares as on cut-off date i.e. 06th September, 2019 were entitled to vote on the resolutions as stated in the notice of AGM of the Company.
3. The votes were unblocked on 13th September, 2019 in the presence of Miss. Pratima Singh and Mrs. Mausam Patel, who are not the employees of the Company and who have signed below as witnesses to the unblocking of the votes.
4. The e-voting results/list downloaded from the website of CDSL (www.evotingindia.com) is being handed over to the Chairman of the Company along with this report.
5. The result of the e-voting is as under



(a). Item 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:

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
20	82886	51.11%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	79277	48.89%

(iii) **Invalid** votes:

Number of members voted	Total number of votes cast by them
-	-

(b). Item No. 2 (Ordinary Resolution): To declare dividend on equity shares for the financial year ended March 31, 2019.

(i) Voted in **favour** of the resolution:

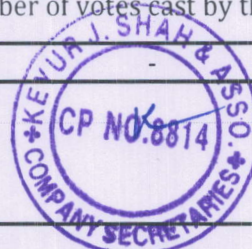
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
21	161983	99.89%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	180	0.11%

(iii) **Invalid** votes:

Number of members voted	Total number of votes cast by them
-	-



(c). Item 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.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
18	5895	3.64%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	156268	96.36%

(iii) **Invalid** votes:

Number of members voted	Total number of votes cast by them
-	-

(d). Item No. 4 (Special Resolution): Approval of Related Party Transactions and in this regard, pass with or without modification(s).

(i) Voted in **favour** of the resolution:

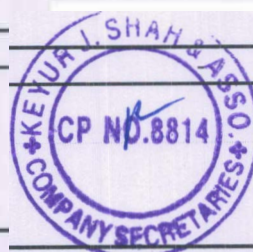
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
17	76512	47.18%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	85651	52.82%

(iii) **Invalid** votes:

Number of members voted	Total number of votes cast by them
-	-



(e). Item No. 5 (Special Resolution): To re-appoint Mr. Tara Sankar Bhattacharya as an Independent Non-Executive Director of the Company.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
17	895	0.55%

(i) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	161268	99.45%

(ii) **Invalid** votes:

Number of members voted	Total number of votes cast by them

(f). Item No. 6 (Ordinary Resolution): To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2020.

(ii) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
20	160783	99.15%

(iii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	1380	0.85%

(iv) **Invalid** votes:

Number of members voted	Total number of votes cast by them



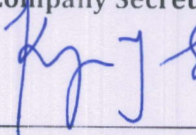
The Register giving full particulars of all votes (casted electronically) received, is enclosed for your perusal and record.

The said register, 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 12th August, 2019 issued under Section 108 of the Companies Act, 2013 and rules made there under.

Thanking you,
Yours faithfully,

**For, Keyur J Shah and Associates
Company Secretaries**



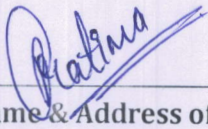
**Keyur J. Shah
Proprietor**

Membership Number: FCS: 9559

COP. No.: 8814



We, the undersigned, witnessed that the votes were unblocked from the e-voting website of the Central Depository Services (India) Limited (www.evotingindia.com) in our presence at 15.20 P.M. on 12th September, 2019 at the office of the scrutinizer.



Name & Address of the Witness

1. Ms. Pratima Chaudhary
33, People's Plaza,
Near Memnagar fire station
Vijay cross road, Navarangpura,
Ahmedabad-380009

Date: 13.09.2019

Place: Ahmedabad



Name & Address of the Witness

2. Mrs. Mausam Patel
2, Kunj Banglows,
Near Sola water tank,
Science city, Sola,
Ahmedabad-380060

Received with Acknowledgment

Chairman