

May 30, 2019

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

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

Scrip Code: 532641

Scrip Symbol: NDL

Dear Sir,

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2019.

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended on March 31, 2019 issued by M/s Sandip Sheth & Associates, Practicing Company Secretaries, Ahmedabad.

You are requested to take the same on your records.

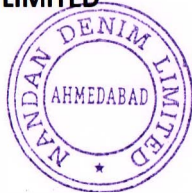
Thanking you,

Yours faithfully,

For NANDAN DENIM LIMITED



Purvee Roy
Company Secretary
Mem. No.: F8978



Nandan Denim Limited
(CIN:L51909GJ1994PLC022719)

Registered Office

Survey No. 198/1, 203/2, Saljpur-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



To,
The Board of Directors,
Nandan Denim Limited
Survey No. 198/1, 203/2,
Saijpur Gopalpur Pirana Road,
Piplej, Ahmedabad - 382405

Dear Sir/s,

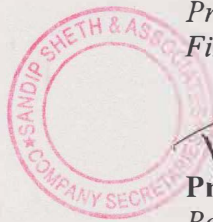
Sub: Annual Secretarial Compliance Report for the Financial Year 2018-19.

We have been engaged by Nandan Denim Limited (hereinafter referred to as 'the listed entity') bearing CIN: L51909GJ1994PLC022719 whose equity shares are listed on BSE Limited (BSE) (Security Code: 532641) and also on National Stock Exchange Limited (NSE) (Security Code: NDL) to conduct an audit in terms of Regulation 24A of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively. Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue report thereon. Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involves such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report for the period 2018-19 is enclosed herewith as Annexure-A.

For, Sandip Sheth & Associates
Practicing Company Secretaries
Firm Unique Code: P2001GJ041000



Prashant
Prashant Prajapati
Partner
ACS: 32597
CP No.: 12531

Date: 30th May, 2019
Place: Ahmedabad

ANNUAL SECRETARIAL COMPLIANCE REPORT
of Nandan Denim Limited for the year ended March 31, 2019

[Under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, Sandip Sheth And Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by *Nandan Denim Limited* ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Depositories And Participants) Regulations, 2018

and circulars/ guidelines issued thereunder, whereas we further report that there were no actions/events reported by the listed entity during the period under review for the following SEBI Regulations;

- (a) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (b) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (c) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;





We hereby report based on the above examination that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/Remarks of Practicing Company Secretary
		None	

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records, wherein proper system for disclosure/reporting has been advised.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr No.	Action Taken By	Details of Violation	Details of action taken eg., fines, warning letter, debarment etc.,	Observations/remarks of Practicing Company Secretary, if any
				None

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr No.	Observation of Practicing Company in the Previous Report	Observations made in Secretarial Compliance Report for the year ended....(The years are to be mentioned)	Action taken by the listed entity, if any	Comments of Practicing Company Secretary on the actions taken by listed entity
				No Comments are offered since this being first year of applicability of this Annual Secretarial Compliance Report to the Company.

For, Sandip Sheth & Associates
Practicing Company Secretaries
Firm Unique Code: P2001GJ041000


Prashant Prajapati
Partner

ACS: 32597
CP No.: 12531

Date: 30th May, 2019
Place: Ahmedabad