

August 23, 2019

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

Scrip Code: 532641

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

Scrip Symbol: NDL

Dear Sir,

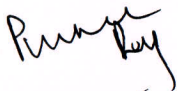
Sub.: Notice of Annual General Meeting

We are pleased to submit herewith the Notice of the 25th Annual General Meeting of Nandan Denim Limited to be held on Friday, September 13, 2019 at 10.30 a.m. at H.T. Parekh Convention Centre, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad.

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

Corporate Office: Chiripal House, Near Shivranjani Cross Roads, Satellite, Ahmedabad – 380 015

Website: www.nandandenim.com, **Email:** cs.ndl@chiripalgroup.com

Tel No.: 079 – 26734660/2/3

NOTICE

Notice is hereby given that the TWENTY FIFTH ANNUAL GENERAL MEETING of the Members of Nandan Denim Limited will be held on Friday, September 13, 2019 at 10.30 a.m. at H.T. Parekh Convention Centre, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380 015 to transact the following business:-

ORDINARY BUSINESS:

- 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:**

“RESOLVED THAT 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 laid before this meeting, be and are hereby considered and adopted.”

- 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:**

“RESOLVED THAT a dividend at the rate of 5% i.e. Rs. 0.50 (Fifty Paise Only) per equity share of Rs. 10/- (Rupees Ten Only) each fully paid up of the Company be and is hereby declared for the financial year ended March 31, 2019 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2019.”

- 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:**

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Vedprakash Chiripal (DIN: 00290454), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made there under and pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), if any, approval of the Members of the Company be and is hereby accorded to the Board of Directors (including Committee(s) of the Board), to enter into material contract(s)/arrangement(s)/ transaction(s) for a period of 2 (two) financial years i.e. from April 1, 2019 to March 31, 2021, with the respective Related Parties (as defined under section 2(76) of the Companies Act, 2013 and regulation 2 (zb) of the Listing Regulations) during the year 2019-20 and 2020-21 for contract(s)/arrangement(s)/transaction(s), which are commercial transactions as detailed in the explanatory statement attached to this notice.”

“RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company and/or Committee thereof, to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ re-negotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/ transactions/ contracts with the Related Parties.”

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such

agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

5. 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:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Tara Sankar Bhattacharya (DIN:00157305), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a term of four consecutive years with effect from September 15, 2019 to September 14, 2023, as recommended by the Nomination and Remuneration Committee, who shall not be liable to retire by rotation.”

6. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2019 and in this regard, pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 148 and other applicable provisions, if any,

of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of an amount, not exceeding Rs. 3.00 lakhs (Rupees Three Lakh Only) plus taxes and reimbursement of out of pocket expenses at actuals, if any, incurred in connection with the audit payable to M/s A.G. Tulsian & Co., Cost Accountants (Firm Registration Number:100629) who were appointed by the Board of Directors as Cost Auditors of the Company to conduct cost audit relating to cost records of the Company under the Companies (Cost Records and Audit) Rules, 2015 for the financial year ending March 31, 2020.”

“**RESOLVED FURTHER THAT** the Board of Directors and / or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

By order of the Board of Directors
For Nandan Denim Limited

Purvee Roy

Company Secretary
Mem. No. F8978

August 12, 2019
Ahmedabad

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of business to be transacted at the Annual General Meeting (AGM), as set out in Item Nos. 4, 5 and 6 above and the relevant details of the Directors seeking re-appointment under Item No. 3 and 5 above as required by Regulation 26(4) and 36(3) of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements), Regulations, 2015 and as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM MAY APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The

instrument appointing the proxy should be deposited at the Registered Office of the Company not less than 48 (forty eight) hours before the commencement of the AGM. A Proxy Form is annexed to the Annual Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

Pursuant to provisions of Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of members not exceeding 50 (fifty) in number and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital carrying voting rights may appoint single person as Proxy and such person shall not act

as Proxy for any other member. A Proxy holder shall prove his identity at the time of attending the Meeting. A Proxy shall not have a right to speak at the Annual General Meeting. However, in case a member has not voted through remote e-voting facility, the proxy may be entitled to vote through e-poll made available at the venue of the Annual General Meeting.

Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send, a certified copy of resolution with the respective specimen signature(s) of those representative(s) authorized under the said resolution to attend and vote on their behalf at the AGM, to the Company's Registrar and Transfer Agent, M/s Datamatics Business Solutions Limited (DBSL), Plot No B-5, Part B Cross Lane, MIDC, Andheri (East), Mumbai, Maharashtra-400093 by not less than 48 (forty eight) hours before commencement of the AGM.

3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

4. Book Closure and Dividend:

A. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 7, 2019 till Friday, September 13, 2019 (both days inclusive).

B. Payment of dividend for the financial year ended March 31, 2019:

(i) Final Dividend for the financial year ended March 31, 2019, as recommended by the Board of Directors, if approved by the members at the AGM, will be paid on or before September 23, 2019 to those members whose names appear on the Register of Members as on September 6, 2019.

(ii) Members holding shares in electronic form are hereby informed that bank particulars registered with their respective Depository Participants (DP), with whom they maintain their demat accounts, will be used by the Company for payment of dividend. The Company or DBSL cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the DP of the members.

(iii) Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of

dividend are requested to intimate DBSL and/or the Company.

(iv) Members are encouraged to update their details to enable expeditious credit of dividend into their respective bank accounts electronically through Automated Clearing House (ACH) mode or such other permitted mode for credit of dividend.

5. Pursuant to Sections 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to Investor Education and Protection Fund ("IEPF") established by the Central Government. During the year, the Company was not required to transfer any amount to the Investor Education and Protection Fund of the Central Government. The shareholders who have not claimed their dividend for the financial year 2011-12 and all subsequent years are requested to claim their dividend as early as possible, failing which it would be transferred to IEPF as per the (tentative) dates mentioned below and no claim shall lie against the Company for the said amount of unclaimed dividend so transferred. The details of unclaimed dividends are available on the Company's website at under 'Investor' section and Ministry of Corporate Affairs website at www.mca.gov.in.

Financial Year	Final Dividend/ Interim Dividend	Tentative Date for transfer to IEPF
2011-12	Final	02-12-2019
2012-13	Final	04-11-2020
2013-14	Interim	12-04-2021
2013-14	Final	21-11-2021
2014-15	Interim	11-04-2022
2014-15	Final	05-12-2022
2015-16	1st Interim	19-03-2023
2015-16	2nd Interim	16-04-2023
2016-17	Final	05-11-2024
2017-18	Final	05-11-2025

Further, pursuant to the provisions of Section 124 of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), there are no such shares on which dividend has not been paid or claimed for seven consecutive years or more are required to be transferred to Demat Account of IEPF.

6. To avoid loss of dividend warrants or cheque in transit and undue delay in respect of receipt of dividend warrants or cheques, the Company has provided a facility to the Members for remittance of dividend through the National Electronic Clearing System (NECS)/National Automated Clearing House (NACH). It is in Members interest to avail

NECS/NACH facility as it is quick and much convenient way of getting dividend directly in your bank account. Members desirous of availing NECS/NACH facility are requested to submit bank particulars in ECS Mandate Form, the format of which is annexed at the end of this Annual Report.

7. Members are requested to note that the Company's shares are under compulsory electronic trading for all investors. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository Participants. Members are encouraged to use the Electronic Clearing Services (ECS) for receiving dividends.

In accordance with the amendments to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 vide Cir. No. LIST/COMP/15/2018 dated July 05, 2018, effective from December 5, 2018, the Securities and Exchange Board of India (SEBI) has revised the provisions relating to transfer of listed securities and has decided that requests for effecting transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository [National Securities Depository Limited and Central Depository Services (India) Limited]. This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, facilitate convenience and safety of transactions for investors.

Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.

8. Transfer of Unclaimed Dividend Accounts to the Investor Education and Protection Fund (IEPF):
- A. Pursuant to applicable provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Central Government, after completion of 7 (seven) years. Further, according to the Rules, shares in respect of which dividend has not been paid or claimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account created by the IEPF Authority.
- B. During the financial year 2018-19, the Company was not required to transfer any amount to the IEPF unclaimed dividends and corresponding shares thereto.

- C. The shares transferred to the IEPF can be claimed by the concerned members from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules.

The details of unclaimed dividends are available on the Company's website.

9. Members are requested to hand over the Attendance Slip, duly signed in accordance with the specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client Id and DP Id numbers for identification.
10. Brief Profile of Director(s) seeking re-appointment at the ensuing Annual General Meeting of the Company as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed and forms integral part of the Notice
11. As per Securities and Exchange Board of India (SEBI) norms, submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or transmission/transposition of shares. Members holding shares in dematerialized mode are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Company's Registrar and Transfer Agent. As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective from December 1, 2015), for registration of transfer of shares, the transferee(s) as well as transferor(s) are required to furnish a copy of their PAN card to Company's Registrar and Share Transfer Agent.
12. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, securities of listed company can only be transferred in dematerialized form with effect from April 1, 2019. In view of the above, members are advised to dematerialize shares held by them in physical form.
13. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the meeting so that the information required may be made available at the meeting. The Company has connectivity from the CDSL & NSDL and equity shares of the Company may also be held in the electronic form with any DP, with whom the members/investors are having their depository account. The ISIN for the Equity Shares of the Company is INE875G01030. Members holding shares in physical

form are requested to consider converting their holding to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact Company's Registrar and Share Transfer Agent for assistance in this regard.

14. Documents open for inspection:

- A. During the period beginning 24 (twenty four) hours before the time fixed for the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than 3 (three) days of advance Notice in writing is given to the Company;
- B. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered and Corporate Office of the Company during business hours on all days except Saturdays, Sundays and public holidays upto the date of the AGM;
- C. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

15. In accordance with the provisions of Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the copy of Annual Report of the Company for the financial year 2018-19 and this Notice inter-alia indicating the process and manner of remote e-voting along with Attendance Slip, Proxy Form and Route Map are being sent by email, unless any Member has requested for a physical copy of the same, to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories. For Members who have not registered their e-mail address, physical copies of the Annual Report for the financial year 2018-19 and this Notice of 25th Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip, Proxy Form and Route map are being sent through the permitted mode.

16. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with

the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the members after making requisite changes thereon.

17. Green Initiative:

- A. Electronic copy of the Notice convening the 25th AGM of the Company, Annual Report along with the Attendance Slip and Proxy Form are being sent to the members who have registered their email ids with their Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode.
- B. Members, who have not registered their email ids so far, are requested to register their email ids with their depository for receiving all communications including Annual Report, Notices, etc. from the Company electronically by sending a request on cs.ndl@chiripalgroup.com and / or investorqry@datamaticsbpm.com.

18. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in demat form; the nomination form may be filed with the respective Depository Participant.

19. Procedure for voting:

A. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Section 109 of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014 along with Regulation 44 of the Listing Regulations (including any statutory modification(s) and / or enactment(s) thereof for the time being in force), members are provided with the following alternatives by which they may cast their votes:

- By electronic means through the remote e-voting platform provided by the Central Depository Services (India) Limited (CDSL).
- By voting through ballot paper at the Annual General Meeting.

In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through ballot form shall be treated as invalid.

Information and instructions relating to e-voting are as under:

The Company has appointed Mr. Keyur Shah (Membership Number: ACS 16687; CP No. 8814) of M/s. Keyur J. Shah & Associates, Company Secretaries as the scrutiniser for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The e-voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on September 6, 2019 being the cut-off date.

- (i) The voting period begins on Monday, September 9, 2019 (9.00am) and ends on Thursday, September 12, 2019 (5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 6, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below.

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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For Members holding shares in Demat Form and Physical Form

Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format)
OR Date of Birth (DOB)	as recorded in your demat account or in the company records in order to login.
	<ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use Mobile app - “m - Voting” for e voting . m - Voting app is available on Apple , Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- ii. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company.
- iii. CS Keyur Shah, Practising Company Secretary (Membership Number: ACS 16687; CP No. 8814) (Address: 408, Chitrarath Complex, Opp. Municipal Market, Off C.G. Road, Navrangpura, Ahmedabad - 380009, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-voting process.
- iv. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any and submit forth with to the Chairman of the Company.
- v. The results shall be declared on the date of AGM of the Company. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.nandandenim.com and on the website of CDSL [https:// www.evotingindia.co.in](https://www.evotingindia.co.in) within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- vi. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.

Contact Details

Company	: Nandan Denim Limited Corporate Office : ‘Chiripal House’, Near Shivranjani Cross Roads, Satellite, Ahmedabad – 380 015.
CIN	: L51909GJ1994PLC022719
Email ID	: cs.ndl@chiripalgroup.com
Registrar and Transfer Agent	: Datamatics Business Solutions Limited Plot No. B-5, Part B, Cross Lane, MIDC, Andheri (east), Mumbai – 400 093
Phone	: 022-66712151-2156
E-voting Agency	: Central Depository Services (India) Limited
Email ID	: helpdesk.evoting@cdslindia.com
Scrutinizer	: CS Keyur Shah, Practising Company Secretary
Email ID	: cs.keyurshah@gmail.com

SECTION B : COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

- i. The e-voting period commences on Monday, September 9, 2019 at 9.00 a.m. (IST) and ends on Thursday, September 12, 2019 at 05.00 p.m. (IST). The remote e-voting module will be disabled by CSDL for voting thereafter. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of September 6, 2019 may cast their vote electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 4:

In order to maintain quality standards of Chiripal Group, quantitative benefits, ease of customer reach, global representation and in the best interest of the Company and its shareholders, major transactions of the Company pertaining to sale, purchase or supply of goods, materials & services have been since long with Chiripal Group Companies. Considering the prevailing market trend these transactions will continue in the financial years 2019-20 and 2020-21. Further, the Company being in existence for more than two decades has developed into an organisation with efficient systems, competent credit management practices and stringent operational control processes and thus, may extend the required support to its Group Companies.

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of section 188 of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein below with the Related Party, the Company must obtain the prior approval of the Audit Committee and of the Board of Directors and in case certain class of Companies, prior approval of the shareholders by way of a Special Resolution must be obtained for certain transactions. In terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), all Material Related Party

Transaction, i.e., transactions which individually or taken together exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements, require approval of the shareholders and the Related Parties to the particular transaction shall abstain from voting on such resolutions. Since the aggregate value of these transactions (proposed in 2019-20 and 2020-21) are likely to exceed ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, the said transactions would be considered to be Material Related Party Transactions for the purpose of provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and will thus require approval of the members of the Company through a Special Resolution.

The Audit Committee has approved the abovementioned Related Party Transactions and has noted that these transactions are in the ordinary course of business and are at arm’s length. Further, the Audit Committee and Board of Directors have reviewed major terms & conditions of these transactions and hence recommend to the members for their approval for 2 (two) financial years i.e. for 2019-20 and 2020-21.

In the light of the provisions of the Companies Act, 2013, the Board of Directors of your Company have approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013), the name of the related parties, name of the Director or Key Managerial Personnel who is related, if any and other details required are mentioned below:

For the year 2019-20 and 2020-21 (figures provided below are on annual basis and not cumulative for 2 years):

Sr. No.	Particulars		Remarks / Details							
1.	Name of Related Parties	Chiripal Industries Limited	Nova Textiles Private Limited	Nandan Terry Private Limited	Chiripal Poly Films Limited	Vishal Fabrics Limited	Chiripal Textile Mills Private Limited	Chiripal Lifestyle Limited	CIL Nova Petrochemicals Limited	Shanti Exports Private Limited
2.	Name of Related Director / KMP	Jyotiprasad Chiripal	Brijmohan Chiripal	Brijmohan Chiripal & Vedprakash Chiripal	Vedprakash Chiripal, Jyotiprasad Chiripal & Brijmohan Chiripal	Brijmohan Chiripal	Brijmohan Chiripal	Jaiprakash Chiripal & Brijmohan Chiripal	Jyotiprasad Chiripal	Brijmohan Chiripal
3.	Nature of Relationship	Common Directorship & Shareholding	Brother of Chairman & Managing Director	Vedprakash Chiripal being Common Director and Brijmohan Chiripal is brother of Chairman & Managing Director	Common Directorship & Shareholding and Brijmohan Chiripal is brother of Chairman & Managing Director	Brother of Chairman & Managing Director	Brother of Chairman & Managing Director	Both are brothers of Chairman & Managing Director	Common Directorship & Shareholding	Brother of Chairman & Managing Director

Sr. No.	Particulars	Remarks / Details								
4.	Nature of Transaction	Sale of goods including job work, etc.	Sale of goods including job work, etc.	Sale of goods / products / power, etc.	-	Sale of goods	Sale of yarn, goods, etc.	Sale of goods including jobwork, etc.	Sale of goods including jobwork, etc.	Rent / Lease expenses including maintenance and electricity expenses
		Purchase of goods including raw materials & stock in trade. Payment for rent / lease of property.	Purchase of goods including raw materials & stock in trade.	Purchase of goods including jobwork	Purchase of goods	Purchase of goods	Purchase of fabrics	-	Purchase of goods	
5.	Material Terms	These transactions as well as the proposed transactions would continue to be in ordinary course of business and at arm's length basis								
6.	Monetary Value	600 cr.	600 cr.	200 cr.	100 cr.	300 cr.	100 cr.	5 cr.	25 cr.	2 cr.
7.	Particulars of Contracts or Arrangements	Contract or Arrangement have been entered into after consultation and approval of Audit Committee and Board.								
8.	Any other relevant or important information	No other relevant or important information.								

The support and services extended by the Company to its Group Companies in relation to business enhancement and for building up robust practices and processes are towards the benefit of all the Companies.

The members are further informed that no member(s) of the Company being a Related Party or having any interest in the resolution as set out at Item No. 4 shall be entitled to vote on this resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said Special Resolution, save and except as shareholder and to the extent of their shareholding in the Company.

The Board accordingly recommends the resolution as set out in Item No. 4 of the Notice for the approval of the members.

Item No. 5:

Mr. Tara Sankar Bhattacharya (DIN: 00157305) is an Independent Non-Executive Director of the Company and Chairperson of the Audit Committee and Nomination & Remuneration Committee of the Board of Directors of the Company. He joined the Board of Directors of the Company in February, 2013. Pursuant to the Act, Mr. Bhattacharya, was appointed as an Independent Non-Executive Director to hold office for five consecutive years for a term upto September 14, 2019, by the Members of the Company in the 20th AGM held on September 15, 2014. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation

of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the SEBI Listing Regulations, Mr. Bhattacharya, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for a term of four consecutive years from September 15, 2019 upto September 14, 2023. The respective tenure is decided considering the year in which he attains the age of 75 years in compliance with provisions of Regulation 17(A) of SEBI Listing Regulations.

Mr. Bhattacharya does not hold by himself or for any other person on a beneficial basis, any shares in the Company. In the opinion of the Board, Mr. Bhattacharya fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the Listing Regulations for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Bhattacharya as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered and Corporate Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Bhattacharya as an Independent Director. Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Mr. Bhattacharya as an Independent Director for a term of four consecutive years with effect from September 14, 2019 to September 15, 2023, for the approval by the shareholders of the Company.

This explanatory statement together with the accompanying Notice of the Annual General Meeting may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) of Institute of Company Secretaries of India.

Except Mr. Tara Sankar Bhattacharya, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said Special Resolution, save and except as shareholder and to the extent of their shareholding in the Company.

The Board accordingly recommends the resolution as set out in Item No. 5 of the Notice for the approval of the members.

Item No. 6:

The Board of Directors at their meeting held on August 12, 2019, on the recommendation of the Audit Committee, had approved the appointment and remuneration of M/s A.G. Tulsian & Co., Cost Accountants, Ahmedabad (Firm Registration Number: 100629) as Cost Auditor to conduct the audit of the cost accounting records maintained by the Company in respect of textiles and other products of the Company for the financial year ending March 31, 2019 at a remuneration not exceeding Rs. 3.00 lacs (Rupees Three Lakhs Only) excluding taxes and reimbursement of out of pocket expenses at actuals, if any, in connection with the audit.

M/s A. G. Tulsian & Co., Cost Accountants (Firm Registration Number: 100629) have confirmed that they hold a valid

certificate of practice under sub-section (1) of Section 6 of the Cost and Works Accountants Act, 1959.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and / or re-enactment(s) for the time being in force), the remuneration payable to Cost Auditor has to be ratified by the members of the Company.

Accordingly, ratification by members is sought to the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company, if required, for the financial year ending March 31, 2019.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said Ordinary Resolution, save and except as shareholder and to the extent of their shareholding in the Company.

The Board accordingly recommends the resolution as set out in Item No. 6 of the Notice for the approval of the members.

By order of the Board of Directors
For Nandan Denim Limited

August 12, 2019
Ahmedabad

Purvee Roy
Company Secretary
Mem. No. F8978

ANNEXURE TO THE NOTICE DATED AUGUST 12, 2019

DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

Particulars	Mr. VedprakashDevkinandan Chiripal	Mr. Tara Sankar Bhattacharya
Age	67 years	71 years
Qualifications	Bachelor of Commerce	MBA and Master of Science in Nuclear Physics
Experience (including expertise in specific functional are) / Brief Resume	The Chairman of the Company and the soul of Chiripal Group of Industries, he has single mindedly steered the Group. He is widely recognized for his path breaking and visionary contribution to denim sector. A Commerce Graduate, he has more than four decades of experience in the field of manufacturing, trading and export of various textiles products. He started his small textile business with only 12 looms in 1974. Subsequently, he set up various processing units and other manufacturing units for textile products. Under his visionary leadership, the Group's business and revenues have grown manifold and it emerged as a large conglomerate with diversified interests.	Mr. Bhattacharya has retired as the Managing Director of State Bank of India. Armed with an MBA and Master of Science in Nuclear Physics, and over 35 years of experience in the Banking industry, he also serves as a Director to other major companies such as Jindal Stainless Limited, IDFC Securities Limited, IDFC AMC Trustee Company Limited, etc.
Terms and Conditions of Appointment / Re-appointment	As per terms and conditions mentioned in agreement entered into between Vedprakash Chiripal and Nandan Denim Limited. His re-appointment is as Non Executive Promoter Director.	As per terms and conditions mentioned in letter of appointment provided by Nandan Denim Limited. His re-appointment is as Non Executive Independent Director.
Date of first appointment on the Board	11.08.2003	06.02.2013
Shareholding in the Company as on March 31, 2019	23,48,462 equity shares(4.89%)	NIL
Relationship with other Directors / Key Managerial Personnel	Brother of Jyotiprasad Chiripal (Managing Director)	Not related to any Director or Key Managerial Personnel
Number of meetings of the Board attended during the year	4 (four) Board Meetings	3 (three) Board Meetings
Directorships of other Boards as on March 31, 2019	<ul style="list-style-type: none"> • Chiripal Industries Limited • Chiripal Poly Films Limited • Nandan Terry Private Limited 	<ul style="list-style-type: none"> • Jindal Stainless Limited • Surya Roshni Limited • Uflex Limited • Bajaj Energy Limited • Sharven Consultancy Private Limited • IDFC Projects Limited • Arshiya Limited

Particulars	Mr. VedprakashDevkinandan Chiripal	Mr. Tara Sankar Bhattacharya
Membership / Chairmanship of Committees of other Boards as on March 31, 2019	<p>Nandan Denim Limited</p> <ul style="list-style-type: none"> • Nomination & Remuneration Committee – Member • Stakeholders Relationship Committee – Member • Corporate Social Responsibility - Member 	<p>Nandan Denim Limited</p> <ul style="list-style-type: none"> • Audit Committee – Chairman • Nomination & Remuneration Committee – Chairman • Management Committee - Member <p>Surya Roshni Limited</p> <ul style="list-style-type: none"> • Audit Committee - Member <p>Bajaj Energy Limited</p> <ul style="list-style-type: none"> • Audit Committee - Member <p>IDFC Securities Limited</p> <ul style="list-style-type: none"> • Audit Committee – Chairman <p>Jindal Stainless Limited</p> <ul style="list-style-type: none"> • Audit Committee – Member • Nomination & Remuneration Committee – Member • Corporate Social Responsibility Committee - Member <p>Arshiya Limited</p> <ul style="list-style-type: none"> • Audit Committee – Member • Corporate Social Responsibility Committee – Member <p>Surya Roshni Limited</p> <ul style="list-style-type: none"> • Audit Committee - Member



NANDAN DENIM LIMITED

CIN: L51909GJ1994PLC022719

Registered Office: Survey No. 198/1 & 203/2, Saijpur – Gopalpur, Pirana Road, Piplej, Ahmedabad – 382 405

Corporate Office: Chiripal House, Near Shivranjani Cross Roads, Satellite, Ahmedabad – 380 015

Website: www.nandandenim.com, **Email:** cs.ndl@chiripalgroup.com

Tel No.: 079 – 26734660/2/3

ATTENDANCE SLIP

(to be presented at the entrance of the hall)

DP ID:

Folio No. / Client Id:

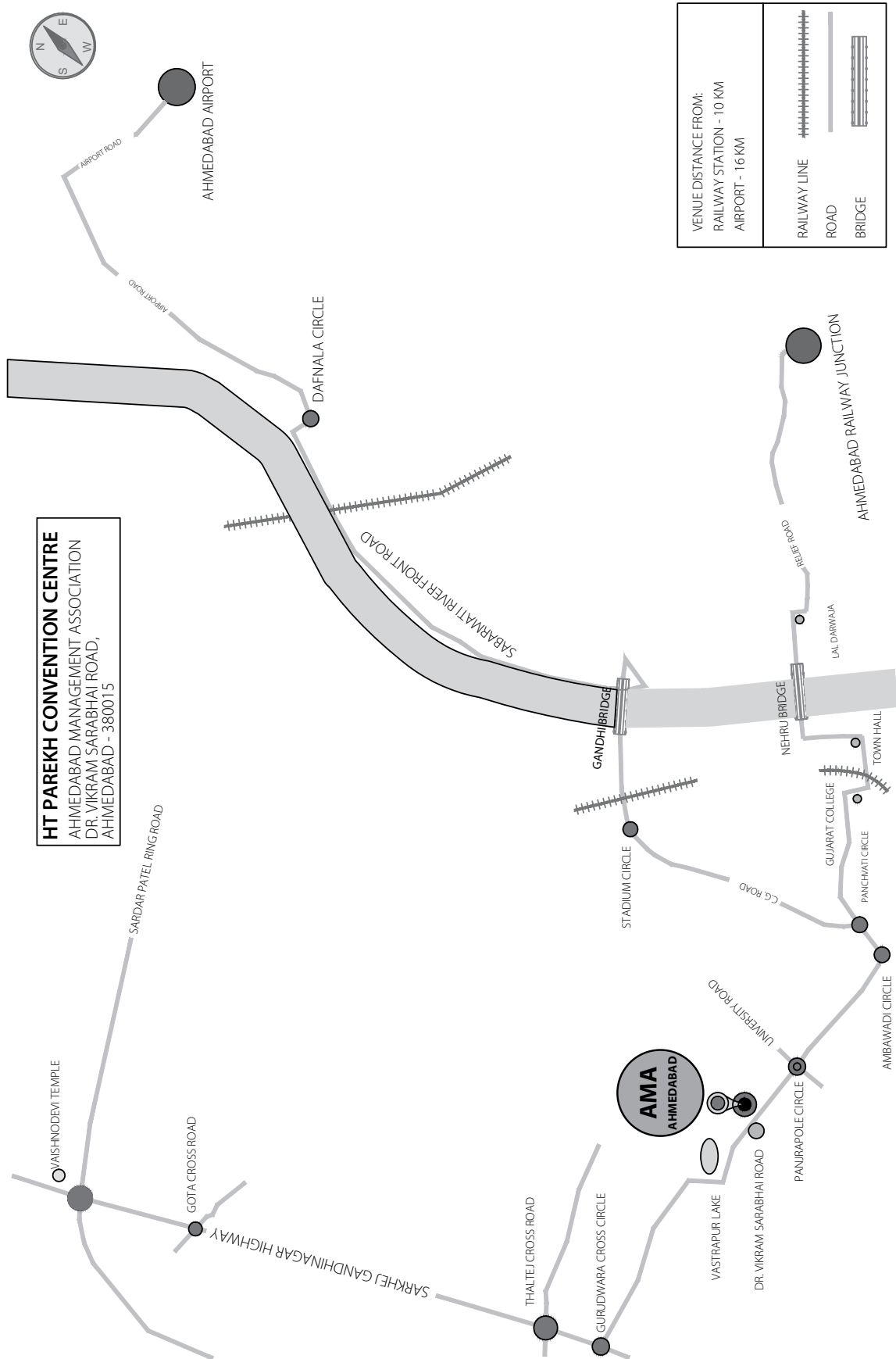
I/We hereby record my/our presence at the 25th ANNUAL GENERAL MEETING of the Company at H.T. Parekh Convention Centre, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380 015 on Friday, September 13, 2019 at 10.30 a.m.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

.....

Signature of the Member / Proxy

ROUTE MAP OF THE AGM VENUE





NANDAN DENIM LIMITED

CIN: L51909GJ1994PLC022719

Registered Office: Survey No. 198/1 & 203/2, Saijpur – Gopalpur, Pirana Road, Piplej, Ahmedabad – 382 405

Corporate Office: Chiripal House, Near Shivranjani Cross Roads, Satellite, Ahmedabad – 380 015

Website: www.nandandenim.com, **Email:** cs.ndl@chiripalgroup.com

Tel No.: 079 – 26734660/2/3

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):	
Registered address:	
E-mail Id:	
DP ID:	
Folio No./Client ID:	

I/We being the member(s) of _____ shares of the above named Company hereby appoint:

- (1) Name: _____
 Address: _____
 E-mail Id: _____ or failing him;
- 2) Name: _____
 Address: _____
 E-mail Id: _____ or failing him;
- 3) Name: _____
 Address: _____
 E-mail Id: _____ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/behalf at the 25th Annual General Meeting of the Company to be held on Friday, September 13, 2019 at 10.30 a.m. at H.T. Parekh Convention Centre, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380 015 and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolutions
Ordinary Business:	
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.
2	To declare Dividend on equity shares for the financial year ended March 31, 2019.
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.
Special Business:	
4	To approve the entering by the Company into Related Party Transactions.
5	To re-appoint Mr. Tara Sankar Bhattacharya as an Independent Non-Executive Director of the Company.
6	To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2020.

Signed this _____ day of _____ 2019

Signature of the Shareholder _____

Affix
revenue
stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.