

## 21<sup>ST</sup> ANNUAL GENERAL MEETING HELD ON 29<sup>TH</sup> SEPTEMBER, 2015

### Declaration of Results of e-voting and poll

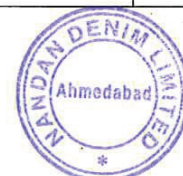
Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, Nandan Denim Limited ("the Company") had provided e-voting facility to the Members to enable them to cast their vote electronically on the resolutions proposed in the Notice of 21<sup>st</sup> Annual General Meeting (AGM). The e-voting was open from 9.00 a.m. on 25th September, 2015 and ended at 5.00 p.m. on 28th September, 2015.

Further, in line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs, voting by show of hands was not permitted at the general meeting where e-voting has been offered to the members. Therefore, at the 21<sup>st</sup> AGM, voting was conducted by means of poll.

The Board of Directors had appointed Mr. Keyur J. Shah, Practicing Company Secretary and Proprietor of M/s. Keyur J. Shah & Associates as the Scrutinizer for e- voting and poll. The Scrutinizer has carried out the scrutiny of all the electronic votes received till 5.00 p.m. on 28<sup>th</sup> September, 2015 and on poll at the 21<sup>st</sup> AGM and submitted his Reports, on 1<sup>st</sup> October, 2015. The Reports of Scrutinizer are attached herewith.

The consolidated Results as per the Scrutinizer's above mentioned Reports are as follows:

Particulars	Type of Resolution	% of votes in favour	% of votes against
Resolution 1: To receive, consider and adopt the Audited Statement of Profit and Loss Account for the year ended March 31, 2015 and the Balance Sheet as at that date together with the Reports of the Board of Directors	Ordinary	100.00	0.00
Resolution 2: To confirm the payment of Interim Dividend and to declare a Final Dividend on Equity Shares for the financial year 2014-15.	Ordinary	100.00	0.00
Resolution 3: To appoint a Director in place of Mr. Vedprakash Chiripal, who retires by rotation and being eligible offers himself for reappointment.	Ordinary	100.00	0.00



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**Nandan Denim Limited**  
(Formerly known as Nandan Exim Limited)  
(CIN:L51909GJ1994PLC022719)

**Plant & Regd. Office:**

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

**Corporate House:**

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

Resolution 4: To appoint M/s. J.T. Shah & Co., Chartered Accountants (FRN: 109616W) as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and authorize the Board to fix their remuneration.	Ordinary	100.00	0.00
Resolution 5: Appointment of Ms. Pratima Ram (DIN: 03518633) as an Independent Director of the Company.	Ordinary	100.00	0.00
Resolution 6: Appointment of Mr. Giraj Mohan Sharma (DIN: 01215950) as an Independent Director of the Company.	Ordinary	100.00	0.00
Resolution 7: Appointment of Dr. Yasho Verdhan Verma (DIN: 06389278) as an Independent Director of the Company.	Ordinary	100.00	0.00
Resolution 8: Approval for entering into Related Party Transactions during the financial year ended 31 <sup>st</sup> March 2016.	Special	99.59	0.41
Resolution 9: Appointment of Cost Auditors for the year 2015-16 and fixing their remuneration.	Ordinary	100.00	0.00
Resolution 10: Adoption of new set of Articles as per Companies Act, 2013.	Special	100.00	0.00
Resolution 11: Approval for keeping and inspecting statutory registers, returns etc. at a place other than the Registered Office of the Company.	Special	100.00	0.00
Resolution 12: Re-appointment of Mr. Brijmohan D. Chiripal (DIN: 00290426) as the Managing Director of the Company	Special	100.00	0.00
Resolution 13: To create, offer and issue 25,00,000 convertible warrants on preferential basis	Special	100.00	0.00

Based on the Consolidated Report of the Scrutinizer, all resolutions as set out in the Notice of the 21<sup>st</sup> Annual General Meeting have been duly approved by the shareholders with requisite majority.

**For NANDAN DENIM LIMITED**



**Vedprakash Chiripal**  
Chairman

**Date: 1<sup>st</sup> October, 2015**

**Outcome of Voting of Annual General Meeting  
(As per Clause 35A of Listing Agreement)**

<b>Date of Annual General Meeting</b>	29 <sup>th</sup> September, 2015			
<b>Total number of shareholders as on Cut-Off Date</b>	32,041			
<b>No. of shareholders present in the meeting either in person or through proxy</b>	Promoters & Promoters Group		Public	
	In Person	Through Proxy	In Person	Through Proxy
	3	8	57	8
<b>No. of shareholders attended the meeting through video conferencing</b>	Promoters & Promoters Group		Public	
	Not Arranged		Not Arranged	

**Agenda Wise**

The mode of voting for all the resolutions was:

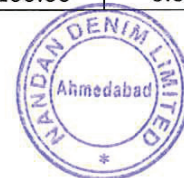
1. E-voting conducted between 25<sup>th</sup> September, 2015 to 28<sup>th</sup> September, 2015 and
2. Poll conducted at the Meeting.

Given below is the resolution wise combined result of e-voting and poll.

**Resolution 1:**

To receive, consider and adopt the Audited Statement of Profit and Loss Account for the year ended March 31, 2015 and the Balance Sheet as at that date together with the Reports of the Board of Directors.

Promoter / Public	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	27758720	27758720	100.00	27758720	0	100.00	0.00
Public – Institutional Holders	1560099	39894	2.56	39894	0	100.00	0.00
Public – Others	16230237	4677280	28.82	4677100	180	100.00	0.00
<b>Total</b>	<b>45549056</b>	<b>32475894</b>	<b>71.30</b>	<b>32475714</b>	<b>180</b>	<b>100.00</b>	<b>0.00</b>



3

**Nandan Denim Limited**  
(Formerly known as Nandan Exim Limited)  
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**Plant & Regd. Office:**

Survey No. 198/1, 203/2, Sajjipuri-Gopalpur, Pirana Road, Piplej, Ahmedabad - 382405  
Ph.: +91 9879200199 Website: www.nandandenim.com Email: info@nandandenim.com

**Corporate House:**

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

**Resolution 2:**

To confirm the payment of Interim Dividend and to declare a Final Dividend on Equity Shares for the financial year 2014-15.

Promoter / Public	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	27758720	27758720	100.00	27758720	0	100.00	0.00
Public – Institutional Holders	1560099	84836	5.44	84836	0	100.00	0.00
Public – Others	16230237	4722222	29.10	4722017	205	100.00	0.00
Total	45549056	32565778	71.50	32565573	205	100.00	0.00

**Resolution 3:**

To appoint a Director in place of Mr. Vedprakash Chiripal, who retires by rotation and being eligible offers himself for reappointment.

Promoter / Public	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	27758720	27758720	100.00	27758720	0	100.00	0.00
Public – Institutional Holders	1560099	84836	5.44	84836	0	100.00	0.00
Public – Others	16230237	4722222	29.10	4722042	180	100.00	0.00
Total	45549056	32565778	71.50	32565598	180	100.00	0.00



**Resolution 4:**

To appoint M/s. J.T. Shah & Co., Chartered Accountants (FRN: 109616W) as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and authorize the Board to fix their remuneration.

Promoter / Public	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	27758720	27758720	100.00	27758720	0	100.00	0.00
Public – Institutional Holders	1560099	84836	5.44	84836	0	100.00	0.00
Public – Others	16230237	4722222	29.10	4722017	205	100.00	0.00
Total	45549056	32565778	71.50	32565573	205	100.00	0.00

**Resolution 5:**

Appointment of Ms. Pratima Ram (DIN: 03518633) as an Independent Director of the Company.

Promoter / Public	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	27758720	27758720	100.00	27758720	0	100.00	0.00
Public – Institutional Holders	1560099	84836	5.44	84836	0	100.00	0.00
Public – Others	16230237	4722222	29.10	4722012	205	100.00	0.00
Total	45549056	32565778	71.50	32565568	205	100.00	0.00



**Resolution 6:**

**Appointment of Mr. Giraj Mohan Sharma (DIN: 01215950) as an Independent Director of the Company.**

Promoter / Public	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.	27758720	27758720	100.00	27758720	0	100.00	0.00
Public – Institutional Holders	1560099	84836	5.44	84836	0	100.00	0.00
Public – Others	16230237	4721176	29.08	4720971	205	100.00	0.00
Total	45549056	32564732	71.49	32564527	205	100.00	0.00

**Resolution 7:**

**Appointment of Dr. Yasho Verdhan Verma (DIN: 06389278) as an Independent Director of the Company.**

Promoter / Public	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.	27758720	27758720	100.00	27758720	0	100.00	0.00
Public – Institutional Holders	1560099	84836	5.44	84836	0	100.00	0.00
Public – Others	16230237	4721176	29.08	4720971	205	100.00	0.00
Total	45549056	32564732	71.49	32564527	205	100.00	0.00



**Resolution 8:**

Approval for entering into Related Party Transactions during the financial year ended 31st March 2016.

Promoter / Public	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	27758720	15914450**	57.33	15914450	0	100.00	0.00
Public – Institutional Holders	1560099	84836	5.44	0	84836	0.00	100.00
Public – Others	16230237	4721176	29.08	4720971	205	100.00	0.00
Total	45549056	20720462	45.49	20635421	85041	99.59	0.41

\*\* Shareholding of Chiripal Industries Limited (11844270 equity shares) has not been considered since it is a Related Party.

**Resolution 9:**

To appoint M/s. A.G. Tulsian & Co., as the Cost Auditor for the year 2015-16 and fixing their remuneration.

Promoter / Public	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	27758720	27758720	100.00	27758720	0	100.00	0.00
Public – Institutional Holders	1560099	84836	5.44	84836	0	100.00	0.00
Public – Others	16230237	4721176	29.08	4720971	205	100.00	0.00
Total	45549056	32564732	71.49	32564527	205	100.00	0.00



**Resolution 10:****Adoption of new set of Articles as per Companies Act, 2013.**

Promoter / Public	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	27758720	27758720	100.00	27758720	0	100.00	0.00
Public – Institutional Holders	1560099	84836	5.44	84836	0	100.00	0.00
Public – Others	16230237	4721176	29.08	4720996	180	100.00	0.00
Total	45549056	32564732	71.49	32564552	180	100.00	0.00

**Resolution 11:****Approval for keeping and inspecting statutory registers, returns etc. at a place other than the Registered Office of the Company.**

Promoter / Public	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	27758720	27758720	100.00	27758720	0	100.00	0.00
Public – Institutional Holders	1560099	84836	5.44	84836	0	100.00	0.00
Public – Others	16230237	4721176	29.08	4720996	180	100.00	0.00
Total	45549056	32564732	71.49	32564552	180	100.00	0.00



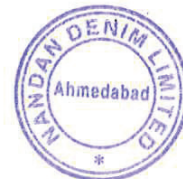


**Resolution 12:****Re-appointment of Mr. Brijmohan D. Chiripal as the Managing Director of the Company.**

Promoter / Public	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	27758720	27758720	100.00	27758720	0	100.00	0.00
Public – Institutional Holders	1560099	84836	5.44	84836	0	100.00	0.00
Public – Others	16230237	4721176	29.08	4720946	230	100.00	0.00
Total	45549056	32564732	71.49	32564502	230	100.00	0.00

**Resolution 13:****To create, offer and issue 25,00,000 convertible warrants on preferential basis.**

Promoter / Public	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	27758720	27758720	100.00	27758720	0	100.00	0.00
Public – Institutional Holders	1560099	84836	5.44	84836	0	100.00	0.00
Public – Others	16230237	4721176	29.08	4720896	280	99.99	0.01
Total	45549056	32564732	71.49	32564452	280	100.00	0.00



**NOTES:**

# voting rights are in proportion to shares held as on 22nd September, 2015  
@ excludes invalid votes

As per the consolidated results of e-voting and poll on item no. 1 to item no. 13 of the Notice of AGM, all the resolutions are passed by requisite majority.

Note: the percentage has been calculated upto two decimal points, wherever required.





**FORM NO. MGT-13**

**REPORT OF SCRUTINIZER**

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

**[Nandan Denim Limited]**

**[Formerly known as Nandan Exim Limited]**

To,  
The Chairman,  
Nandan Denim Limited,

Date: 1<sup>st</sup> October, 2015

21<sup>st</sup> Annual General Meeting of the Members of Nandan Denim Limited held on Tuesday, 29<sup>th</sup> September, 2015 at 09.30 a.m. at J.B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380 015.

Dear Sir,

I, Keyur J. Shah, Practicing Company Secretary, 6-Darpan Society, above Central Bank, St. Xaviers Loyola Road, Darpan Six Cross Roads, Ahmedabad - 380 013, Gujarat, India, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 21st Annual General Meeting of the Members of Nandan Denim Limited ("the Company") held on Tuesday, 29th September, 2015 at 09.30 a.m. J.B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380 015, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (One) Ballot Box kept for the polling was locked in the presence of the members and marked with due identification mark by me.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Datamatics Financial Services Ltd., the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. Appropriate arrangement was made/ actions were taken to eliminate duplicate voting i.e. e-voting as well as on poll. Poll papers were issued to those members present at the Annual General Meeting, who had not voted through e-voting.
3. The poll papers, which were incomplete and / or which were otherwise found defective, have been treated as invalid and kept separately.

1 | Scrutinizer's Report on 21<sup>st</sup> AGM of Nandan Denim Limited



5. The result of the e-voting is as under:

**A. Resolution No. 1: Ordinary Business**

To receive, consider and adopt the Audited Statement of Profit and Loss Account for the year ended March 31, 2015 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.

i. Voted in favour of the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
54	32515641	99.99%

ii. Voted against the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
1	180	0.01%

iii. Invalid Votes:

Total number of members' whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**B. Resolution No. 2: Ordinary Business**

To confirm the payment of Interim Dividend and to declare a Final Dividend on Equity Shares for the financial year 2014-15.

I. Voted in favour of the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
54	32560583	99.99%



II. Voted against the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
1	180	0.01%

III. Invalid Votes:

Total number of members' whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

C. Resolution No. 3: Ordinary Business

To appoint a Director in place of Mr. Vedprakash Chiripal, who retires by rotation and being eligible offers himself for reappointment.

I. Voted in favour of the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
54	32560583	99.99%

II. Voted against the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
1	180	0.01%

III. Invalid Votes:

Total number of members' whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



**D. Resolution No. 4: Ordinary Business**

To appoint M/s. J.T. Shah & Co., Chartered Accountants (FRN: 109616W) as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and authorize the Board to fix their remuneration.

i. Voted in favour of the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
54	32560583	99.99%

ii. Voted against the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
1	180	0.01%

iii. Invalid Votes:

Total number of members' whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**E. Resolution No. 5: Special Business**

Appointment of Ms. Pratima Ram as an Independent Director of the Company.

i. Voted in favour of the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
54	32560583	99.99%

*K*

II. Voted against the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
1	180	0.01%

III. Invalid Votes:

Total number of members' whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

F. Resolution No. 6: Special Business

Appointment of Mr. Giraj Mohan Sharma as an Independent Director of the Company.

i. Voted in favour of the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
54	32560583	99.99%

ii. Voted against the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
1	180	0.01%

iii. Invalid Votes:

Total number of members' whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**G. Resolution No. 7: Special Business**

Appointment of Dr. Yasho Verdhan Verma as an Independent Director of the Company.

i. Voted **in favour** of the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
54	32560583	99.99%

ii. Voted **against** the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
1	180	0.01%

iii. **Invalid Votes:**

Total number of members' whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**H. Resolution No. 8: Special Business**

Approval for entering into Related Party Transactions.

i. Voted **in favour** of the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
49	20631477*	99.58%

*\*Note: Votes cast for 11844270 shares of Chiripal Industries Limited are not taken into consideration as it is a related party of the Company.*

ii. Voted **against** the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
5	85016	0.26%



iii. Invalid Votes:

Total number of members' whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

I. Resolution No. 9: Ordinary Business

To appoint M/s. A.G. Tulsian & Co., as the cost auditor and fix their remuneration.

i. Voted in favour of the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
54	32560583	99.99%

ii. Voted against the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
1	180	0.01%

iii. Invalid Votes:

Total number of members' whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

J. Resolution No. 10: Special Business

Adoption of new set of Article of association.

i. Voted in favour of the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
54	32560583	99.99%

*R*

ii. Voted against the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
1	180	0.01%

iii. Invalid Votes:

Total number of members' whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**K. Resolution No. 11: Special Business**

Approval for keeping and inspecting statutory Registers, Index of Members and copies of all Annual Returns at the corporate office of the Company.

I. Voted in favour of the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
54	32560583	99.99%

II. Voted against the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
1	180	0.01%

III. Invalid Votes:

Total number of members' whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

K

**L. Resolution No. 12: Special Business**

Reappointment of Mr. Brijmohan D. Chiripal as the Managing director of the company

I. Voted in favour of the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
54	32560583	99.99%

II. Voted against the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
1	180	0.01%

III. Invalid votes:

Total number of members' whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**M. Resolution No. 13: Special Business**

To create, offer, issue and allot from time to time in one or more tranches, upto 25,00,000 (Twenty Five Lakh Only) warrants of the Company

I. Voted in favour of the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
53	32560483	99.99%

II. Voted against the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
2	280	0.01%

III. Invalid votes:

Total number of members' whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Thanking you,

Yours faithfully,

For, Keyur J Shah and Associates  
Company Secretaries

  
Keyur J. Shah  
Proprietor

Membership Number: ACS 16687

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](http://www.evotingindia.com)) in our presence at 2:00 p.m. on 29<sup>th</sup> September, 2015 at the office of the scrutinizer.

  
\_\_\_\_\_

Name & Address of the Witness

- Ms. Koshani D. Shah  
12/B, Aryavrat Bungalows  
Satellite,  
Ahmedabad- 380015

  
\_\_\_\_\_

Name & Address of the Witness

- Ms. Noopur K. Dalal  
48, Shyamal 3/B Row House,  
Satellite,  
Ahmedabad-380015

Received with Acknowledgment

Date: 01/10/2015  
Place: Ahmedabad.

  
\_\_\_\_\_

Chairman



## Report of Scrutinizer on E-voting Results

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

[Nandan Denim Limited]

To,  
The Chairman  
Nandan Denim Limited  
Survey No. 198/1, 230/2,  
Saijpur-Gopalpur,  
Pirana Road, Piplej,  
Ahmedabad - 382405  
Gujarat, India

Date: 1<sup>st</sup> October, 2015

Dear Sir,

Re: 21<sup>st</sup> Annual General Meeting of the Members of Nandan Denim Limited to be held on 29<sup>th</sup> September, 2015 at 09.30 a.m. at J.B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380 015.

I, Keyur J. Shah, Practicing Company Secretary, 6-Darpan Society, above Central Bank, St. Xaviers Loyola Road, Darpan Six Cross Roads, Ahmedabad - 380 013, Gujarat, India, appointed as Scrutinizer for the purpose of scrutinizing e-voting process in fair and transparent manner in respect of the below mentioned resolutions proposed at the 21<sup>st</sup> Annual General Meeting of the Members of the Company, to be held on 29<sup>th</sup> September, 2015 at 09.30 a.m. at, J.B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380006, Gujarat, India, hereby submit my report as under:

1. In accordance with the Notice of the 21<sup>st</sup> Annual General Meeting sent to the members, the voting through electronic means was started at 9.00 a.m. on 25<sup>th</sup> September, 2015 and ended at 5.00 p.m. on 28<sup>th</sup> September, 2015.
2. The members holding shares as on the cut-off date i.e. 22<sup>nd</sup> September, 2015 were entitled to vote on the resolutions as stated in the Notice of the 21<sup>st</sup> Annual General Meeting of the Company.
3. The votes were unblocked at 2:00 p.m. on 29<sup>th</sup> September, 2015 in the presence of Ms. Koshani Shah and Ms. Noopur K. Dalal 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 the Central Depository Services (India) Limited ([www.evotingindia.com](http://www.evotingindia.com)) is being handed over to the Chairman alongwith this report.



4. The result of the Poll is as under:

**A. Resolution No. 1: Ordinary Business**

To receive, consider and adopt the Audited Statement of Profit and Loss Account for the year ended March 31, 2015 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the 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 the total number of valid votes cast
26	5015	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00%

iii. Invalid Votes:

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5*	185

*\*3 Members who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature and they have been considered in this total.*

*\*2 Members had not signed their ballot papers and thus they are considered to be invalid.*

*Note: 3 Members have submitted valid ballot papers, but no votes were cast by them. Accordingly, their votes have not been considered for favour or against.*

## B. Resolution No. 2: Ordinary Business

To confirm the payment of Interim Dividend and to declare a Final Dividend on Equity Shares for the financial year 2014-15.

### 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 the total number of valid votes cast
25	4990	99.50%

### ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
1	25	0.498%

### iii. Invalid Votes:

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5*	185

\*3 Members who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature and they have been considered in this total.

\*2 Members had not signed their ballot papers and thus they are considered to be invalid.

Note: 3 Members have submitted valid ballot papers, but no votes were cast by them. Accordingly, their votes have not been considered for favour or against.

### C. Resolution No. 3: Ordinary Business

To appoint a Director in place of Mr. Vedprakash Chiripal, who retires by rotation and being eligible offers himself for reappointment.

#### 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 the total number of valid votes cast
26	5015	100%

#### II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00%

#### III. Invalid Votes:

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5*	185

*\*3 Members who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature and they have been considered in this total.*

*\*2 Members had not signed their ballot papers and thus they are considered to be invalid.*

*Note: 3 Members have submitted valid ballot papers, but no votes were cast by them. Accordingly, their votes have not been considered for favour or against.*



**D. Resolution No. 4: Ordinary Business**

To appoint M/s. J.T. Shah & Co., Chartered Accountants (FRN: 109616W) as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and authorize the Board to fix their remuneration.

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 the total number of valid votes cast
25	4990	99.50%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
1	25	0.498%

iii. Invalid Votes:

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5*	185

*\*3 Members who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature and they have been considered in this total.*

*\*2 Members had not signed their ballot papers and thus they are considered to be invalid.*

*Note: 3 Members have submitted valid ballot papers, but no votes were cast by them. Accordingly, their votes have not been considered for favour or against.*

**E. Resolution No. 5: Special Business**

Appointment of Ms. Pratima Ram as an Independent 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 the total number of valid votes cast
25	4985	99.40%

**II. Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
1	25	0.485%

**III. Invalid Votes:**

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5*	185

*\*3 Members who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature and they have been considered in this total.*

*\*2 Members had not signed their ballot papers and thus they are considered to be invalid.*

*Note: 3 Members have submitted valid ballot papers, but no votes were cast by them. Accordingly, their votes have not been considered for favour or against.*

F. Resolution No. 6: Special Business

Appointment of Mr. Giraj Mohan Sharma as an Independent 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 the total number of valid votes cast
20	3944	76.58%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
1	25	0.458%

iii. Invalid Votes:

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5*	185

\*3 Members who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature and they have been considered in this total.

\*2 Members had not signed their ballot papers and thus they are considered to be invalid.

Note: 8 Members have submitted valid ballot papers, but no votes were cast by them. Accordingly, their votes have not been considered for favour or against

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## G. Resolution No. 7: Special Business

Appointment of Dr. Yasho Verdhan Verma as an Independent 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 the total number of valid votes cast
20	3944	76.58%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
1	25	0.498%

iii. Invalid Votes:

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5*	185

*\*3 Members who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature and they have been considered in this total.*

*\*2 Members had not signed their ballot papers and thus they are considered to be invalid.*

*Note: 8 Members have submitted valid ballot papers, but no votes were cast by them. Accordingly, their votes have not been considered for favour or against*

## H. Resolution No. 8: Special Business

Approval for entering into Related Party Transactions.

### 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 the total number of valid votes cast
20	3944	76.58%

### ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
1	25	0.498%

### iii. Invalid Votes:

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5*	185

*\*3 Members who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature and they have been considered in this total.*

*\*2 Members had not signed their ballot papers and thus they are considered to be invalid.*

*Note: 8 Members have submitted valid ballot papers, but no votes were cast by them. Accordingly, their votes have not been considered for favour or against*



**I. Resolution No. 9: Ordinary Business**

To appoint M/s. A.G. Tulsian & Co., as the cost auditor and fix their remuneration.

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 the total number of valid votes cast
20	3944	76.58%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
1	25	0.498%

iii. Invalid Votes:

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5*	185

*\*3 Members who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature and they have been considered in this total.*

*\*2 Members had not signed their ballot papers and thus they are considered to be invalid.*

*Note: 8 Members have submitted valid ballot papers, but no votes were cast by them. Accordingly, their votes have not been considered for favour or against*



**J. Resolution No. 10: Special Business**

Adoption of new set of Article of association.

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 the total number of valid votes cast
21	3969	79.14%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00%

iii. Invalid Votes:

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5*	185

*\*3 Members who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature and they have been considered in this total.*

*\*2 Members had not signed their ballot papers and thus they are considered to be invalid.*

*Note: 8 Members have submitted valid ballot papers, but no votes were cast by them. Accordingly, their votes have not been considered for favour or against*

*K*

## K. Resolution No. 11: Special Business

Approval for keeping and inspecting statutory Registers, Index of Members and copies of all Annual Returns at the corporate office 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 the total number of valid votes cast
21	3969	79.14%

### ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00%

### iii. Invalid Votes:

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5*	185

\*3 Members who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature and they have been considered in this total.

\*2 Members had not signed their ballot papers and thus they are considered to be invalid.

Note: 8 Members have submitted valid ballot papers, but no votes were cast by them. Accordingly, their votes have not been considered for favour or against





**L. Resolution No. 12: Special Business**

Reappointment of Mr. Brijmohan D. Chiripal as the Managing 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 the total number of valid votes cast
19	3919	78.14%

**II. Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
2	50	0.97%

**III. Invalid votes:**

Total number of members' (In person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5*	185

*\*3 Members who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature and they have been considered in this total.*

*\*2 Members had not signed their ballot papers and thus they are considered to be invalid.*

*Note: 8 Members have submitted valid ballot papers, but no votes were cast by them. Accordingly, their votes have not been considered for favour or against*

### M. Resolution No. 13: Special Business

To create, offer, issue and allot from time to time in one or more tranches, upto 25,00,000 (Twenty Five Lakh Only) warrants 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 the total number of valid votes cast
21	3969	79.14%

#### II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00%

#### III. Invalid votes:

Total number of members' (in person or whose votes were declared invalid	Total number of votes cast by them
5*	185

*\*3 Members who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature and they have been considered in this total.*

*\*2 Members had not signed their ballot papers and thus they are considered to be invalid.*

*Note: 8 Members have submitted valid ballot papers, but no votes were cast by them. Accordingly, their votes have not been considered for favour or against*



5. A separate annexure containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully,

For, Keyur J Shah and Associates  
Company Secretaries

  
Keyur J. Shah  
Proprietor



Membership Number: ACS 16687  
COP. No.: 8814

Received with Acknowledgment

Date: 01/10/2015  
Place: Ahmedabad



Chairman