

NANDAN DENIM LIMITED

MINUTES OF THE PROCEEDINGS OF THE TWENTY FIRST ANNUAL GENERAL MEETING HELD AT 09.30 A.M. ON TUESDAY, THE 29TH DAY OF SEPTEMBER, 2015 AT JB AUDITORIUM, AHMEDABAD MANAGEMENT ASSOCIATION, AMA COMPLEX, ATIRA, DR. VIKRAM SARABHAI MARG, AHMEDABAD - 380 015.

No. of Members present in person - 60
No. of Members present through proxy - 16

Directors present:

1. Mr. Vedprakash Chiripal - Chairman
2. Mr. Brijmohan Chiripal - Managing Director
3. Mr. Ambalal Patel - Independent Director & Chairman of Audit Committee

Others present:

1. Mr. Deepak Chiripal - Chief Executive Officer
2. Mr. Govind Sharda - President
3. Mr. Sanjay Agrawal - Chief Financial Officer
4. Mr. PK Sharma - Plant Head
5. Mr. PK Shrivastava - HR Head
6. Ms. Purvee Roy - Company Secretary

By invitation:

1. Mr. S.T. Shah - Consultant (M/s. S.T. Shah & Co.)
2. Mr. Jignesh Shah - Representative of Statutory Auditor (M/s. J.T. Shah & Co.)

In accordance with the Articles of Association of the Company, Mr. Vedprakash Chiripal, Chairman of the Company took the Chair.

Ms. Purvee Roy, Company Secretary of the Company welcomed the members to the 21st Annual General Meeting of the Company. Having ascertained that the requisite quorum was present, the Company Secretary called the meeting in order. She further announced that the Chairman of the Audit Committee and the scrutinizer Mr. Keyur Shah were present.

INTRODUCTION OF DIRECTORS:

Ms. Purvee Roy, Company Secretary introduced the members of the Board and other invitees present on the dias.

CHAIRMANS ADDRESS:

The Company Secretary requested the Chairman to deliver his speech and enlighten the members present regarding the major events of the Company for the year gone by.

Then the Chairman addressed the meeting and read out his statement.

NOTICE OF THE MEETING:

The Company Secretary stated that the Notice of the Meeting along with the entire Annual Report was circulated to the members in advance and had been with them for some time.

For, NANDAN DENIM LIMITED


COMPANY SECRETARY



Chairman's Initial

Therefore, with the consent of the members present, the Notice convening the Meeting, as already circulated, was taken as read.

AUDITORS REPORT:

The Company Secretary informed the Members that since there were no such qualifications, observations or comments in the Auditors' Report on the Annual Accounts of the Company for the financial year ended 31st March, 2015, the same was not required to be read at the Meeting as per Section 145 of the Companies Act, 2013.

QUERIES BY MEMBERS:

The Company Secretary invited members present in person to ask questions and offer comments, if any, on the Annual Report or in respect of the Notice of the Annual General Meeting.

Several members addressed the meeting, gave their suggestions and sought clarifications on the Company's accounts and businesses. All the queries raised by the members were answered.

VOTING PROCEDURE:

The Company Secretary informed the members that pursuant to the provisions of the Companies Act, 2013, Rules framed thereunder and the Listing Agreement, the Company had extended its members the facility to exercise their right to vote on the businesses to be transacted at the AGM by electronic means.

Accordingly, the e-voting facility was made available to the members for four days from 9.00 a.m. on 25th September, 2015 to 05.00 p.m. on 28th September, 2015.

The Company Secretary further informed that the facility for voting through Ballot Paper has been made available at the Meeting in order to provide opportunities to the members who have not cast their votes through e-voting.

The Company Secretary further informed that the Board of Directors have engaged the services of Central Depository Services Limited (CDSL) as the agency to provide e-voting facility and have appointed Mr. Keyur Shah as the Scrutiniser for the purpose of scrutinizing the e-voting and voting through ballot and thereafter submit his report.

The Company Secretary requested all the members present to cast their votes by ballot through the ballot papers provided to them at the entrance of the auditorium. The Scrutiniser locked the ballot box in the presence of the members.

The Company Secretary informed that the results of voting on each resolution shall be determined by adding the votes cast by the members through e-voting and voting done through ballot papers at the meeting.

The Company Secretary further informed that the results along with the Scrutinizer's Report would be uploaded in the Company's website and also on the website of CDSL.

For, NANDAN DENIM LIMITED

Keyur Shah
COMPANY SECRETARY

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Chairman's Initial

The Company Secretary thanked the members for their participation and announced formal closure of the 21st Annual General Meeting of the Company.

DECLARATION OF VOTING RESULTS:

On the basis of the Report submitted by the Scrutinizer Shri. Keyur Shah, Proprietor, Keyur J. Shah & Associates, the results of the voting on the various businesses transacted at the Twenty First Annual General Meeting of the Company held on 29th September, 2015 are as follows:

ORDINARY BUSINESS:

ITEM NO. 1

ORDINARY RESOLUTION:

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:

“RESOLVED THAT the Profit & Loss Statement for the year ended 31st March, 2015 and the Balance Sheet as on that date, together with the Reports of Directors and Auditors thereon be and are hereby received and adopted.”

The resolution was carried by requisite majority.

ITEM NO. 2

ORDINARY RESOLUTION:

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

“RESOLVED THAT a dividend of Rs. 1.00/- per equity share in respect of 4,55,49,056 Equity Shares of Rs. 10/- each fully paid-up as on 31st March, 2015 be paid to the holders of Equity Shares whose names appear on the Register of Members as on 22nd September, 2015.”

“RESOLVED FURTHER THAT an interim dividend of Re. 0.60/- per equity share in respect of 4,55,49,056 Equity Shares of Rs. 10/- each fully paid-up declared by the Board of Directors of the Company at their meeting held on 3rd February, 2015 be and is hereby confirmed.”

The resolution was carried by requisite majority.

ITEM NO. 3

ORDINARY RESOLUTION:

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

For, NANDAN DENIM LIMITED


COMPANY SECRETARY



Chairman's Initial

"RESOLVED THAT Mr. Vedprakash Chiripal (DIN: 00290424) be and is hereby appointed as a Director of the Company, liable to retire by rotation."

The resolution was carried by requisite majority.

ITEM NO. 4

ORDINARY RESOLUTION:

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:

"RESOLVED THAT the appointment of M/s. J.T. Shah & Co., Chartered Accountants (who were appointed by the Members up to the conclusion of the Annual General Meeting to be held in the year 2019 as Statutory Auditors of the Company) having Firm Registration Number: 109616W, be and are hereby ratified until the conclusion of the next Annual General Meeting of the Company, on such remuneration, as may be decided by the Board of Directors of the Company."

The resolution was carried by requisite majority.

SPECIAL BUSINESS:

ITEM NO. 5

ORDINARY RESOLUTION:

To appoint Ms. Pratima Ram as an Independent Director of the Company for a term of five years:

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Ms. Pratima Ram (DIN: 03518633), a non-executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from September 29, 2015 up to September 28, 2020."

The resolution was carried by requisite majority.

ITEM NO. 6

ORDINARY RESOLUTION:

To appoint Mr. Giraj Mohan Sharma as an Independent Director of the Company for a term of five years:

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including

For, NANDAN DENIM LIMITED

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COMPANY SECRETARY

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Chairman's Initial

any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Giraj Mohan Sharma (DIN: 01215950), a 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 appointment, be and is hereby appointed as an Independent Director of the Company with effect from September 29, 2015 up to September 28, 2020.”

The resolution was carried by requisite majority.

ITEM NO. 7

ORDINARY RESOLUTION:

To appoint Dr. Yasho Verdhan Verma as an Independent Director of the Company for a term of five years:

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Dr. Yasho Verdhan Verma (DIN: 06389278), a 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 appointment, be and is hereby appointed as an Independent Director of the Company with effect from September 29, 2015 up to September 28, 2020.”

The resolution was carried by requisite majority.

ITEM NO. 8

SPECIAL RESOLUTION:

To approve the Related Party Transactions to be entered into by the Company:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum, as mentioned herein below:

Sr. No.	Nature of the transactions as per section 188 of the Companies Act, 2013	Name of the Director / KMP who is related and nature of their relationship	Name of the related party	Purchase / Sale (Rs. in crores)
1.	Sale of goods	Mr. Vedprakash Chiripal, Chairman of the Company being common Director(s) / Shareholder(s) of the Company.	1. Chiripal Industries Limited; 2. Nova Textiles Private Limited	400.00

For, NANDAN DENIM LIMITED

 COMPANY SECRETARY



Chairman's Initial

2.	Purchase of goods	Mr. Vedprakash Chiripal, Chairman of the Company and his family members being common Director(s) / Shareholder(s) of the Company.	1. Chiripal Poly Films Limited; 2. Chiripal Industries Limited; 3. Vishal Fabrics Limited.	200.00
3.	Rent / Lease of the Property	Mr. Vedprakash Chiripal, Chairman of the Company and his family members being common Director(s) / Shareholder(s) of the Company.	Chiripal Industries Limited	5.00
4.	Job Work Charges	Mr. Vedprakash Chiripal, Chairman of the Company and his family members being common Director(s) / Shareholder(s) of the Company.	Chiripal Industries Limited	150.00
5.	Maintenance Expenses	Mr. Vedprakash Chiripal, Chairman of the Company and his family members being common Director(s) / Shareholder(s) of the Company.	Shanti Exports Private Limited	1.00
6.	Electricity Expenses	Mr. Vedprakash Chiripal, Chairman of the Company and his family members being common Director(s) / Shareholder(s) of the Company.	Shanti Exports Private Limited.	1.00
7.	Capital Asset Sales / Purchase	Mr. Vedprakash Chiripal, Chairman of the Company and his family members being common Director(s) / Shareholder(s) of the Company.	Chiripal Infrastructure Limited	35.00

RESOLVED FURTHER THAT the transactions may be entered into subject to the compliance of criteria mentioned under Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013.

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

For, NANDAN DENIM LIMITED

 COMPANY SECRETARY


 Chairman's Initial

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.”

The resolution was carried by requisite majority.

ITEM NO .9

ORDINARY RESOLUTION:

To appoint Cost Auditor for the year 2015-16 and to fix their remuneration:

“RESOLVED THAT pursuant to the provisions of section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. A.G. Tulsian & Co., Cost Accountants, Ahmedabad having Firm Registration No. 100629, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records maintained by the Company in respect of textiles for the financial year ending March 31, 2016, at a remuneration not exceeding to Rs. 50,000 p.a. (Rupees Fifty Thousand Only) as also the payment of service tax as applicable and re-imbusement of out of pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

The resolution was carried by requisite majority.

ITEM NO. 10

SPECIAL RESOLUTION:

To adopt new set of Articles as per Companies Act, 2013:

“RESOLVED THAT pursuant to provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, a new set of Articles of Association, placed before the Members, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

The resolution was carried by requisite majority.

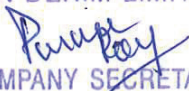
ITEM NO. 11

SPECIAL RESOLUTION:

To approve to keep and inspect the registers, returns, etc. at a place other than the registered office of the Company:

“RESOLVED THAT pursuant to the provisions of Section 94, other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment

For, NANDAN DENIM LIMITED


COMPANY SECRETARY


Chairman's Initial

thereto or enactment thereof for the time being in force), consent of the Company be and is hereby accorded to keep the Register and Index of Members, and copies of all Annual Returns under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at the Corporate Office of the Company viz. 'Chiripal House', Shivranjani Cross Roads, Satellite, Ahmedabad, or its any other office or place within the Ahmedabad city, instead of the Registered Office of the Company.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof of the Company be and are hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto."

The resolution was carried by requisite majority.

ITEM NO. 12

SPECIAL RESOLUTION:

To re-appoint Mr. Brijmohan D. Chiripal as Managing Director of the Company:

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to the applicable Article of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Brijmohan D. Chiripal (DIN: 00290426) as the Managing Director of the Company for a period of five years commencing from 01.10.2014 on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed in the Notice.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter or vary the scope of remuneration of Mr. Brijmohan D. Chiripal, Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and is hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

The resolution was carried by requisite majority.

ITEM NO. 13

SPECIAL RESOLUTION:

To create, offer and issue 25,00,000 convertible warrants on preferential basis:

"RESOLVED THAT subject to the provisions of Section 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any

For, NANDAN DENIM LIMITED

Brijmohan D. Chiripal
COMPANY SECRETARY

Chiripal
Chairman's Initial

statutory modification or re-enactment thereof for the time being in force and hereinafter collectively referred as "Act"); the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations") as amended and any other guidelines and clarifications issued by the Securities and Exchange Board of India as also by any other statutory/regulatory authorities, the Listing Agreement entered into between the Company and BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and in accordance with the provisions of the Articles of Association of the Company, and the Foreign Exchange Management Act, 1999 (the "FEMA"), and any other rules, regulations notified under FEMA and circulars issued under FEMA and subject to all necessary statutory or regulatory approvals, consents, permissions and / or sanctions as may be deemed necessary including without limitation approvals from the Government of India, Foreign Investment Promotion Board (FIPB), Reserve Bank of India (RBI) and subject to all such other approvals, permissions, consents and sanctions of any authorities, as may be necessary, and all other relevant third party consents and approvals as may be required and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents and sanctions which may be agreed to by the Board of Directors, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include duly authorized committee thereof constituted to exercise the powers conferred on the Board by this resolution) 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 in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion to the following allottees, provided that each such warrant shall entitle to the holder(s) thereof to subscribe for and be allotted one equity share of face value of Rs. 10/- of the Company ("Equity Share") at an exercise price of Rs. 200/- (including premium of Rs. 190/-, per equity share in accordance with the ICDR Regulations ("Issue Price").

Sr. No.	Names of Proposed Allottee	No. of Convertible Warrants to be allotted	PAN	Category	Allottee is: QIB/MF/FI/Trust/ Banks/Limited Liability Partnership
1.	Polus Global Fund	25,00,000	AAHCP1682K	Foreign Institutional Investor	FII

RESOLVED FURTHER THAT the issue and allotment of the warrants to the above referred entity (the "Allottee(s)") shall be on the following terms and conditions:

1. the Relevant Date for the preferential issue, as per the SEBI (ICDR) Regulations, as amended from time to time, for the determination of price for the issue of the above mentioned warrants shall be August 28, 2015, being the date 30 days prior to the date of Annual General Meeting (i.e. September 29, 2015) to approve the proposed preferential issue in terms of section 62(1)(c) of the Act.
2. The warrants by itself do not give to the warrants holder any rights of the shareholders of the Company.
3. The warrants shall be convertible into equity shares, in one or more tranches, within a period of 18 months from the date of their allotment;

For, NANDAN DENIM LIMITED

Pooja Roy
COMPANY SECRETARY

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Chairman's Initial

4. The warrant holder shall pay an amount equivalent to at least 25% of the consideration determined in terms Regulation 76 of the SEBI (ICDR) Regulations against each warrant, on or before the allotment of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised as per above clause (3), the amount paid under this clause shall be forfeited by the Company.
5. The number of shares that each warrant converts into and the price per share upon conversion of the warrants, shall be appropriately adjusted for the corporate actions such as bonus issues, rights issues, stock split or any capital or corporate restructuring.
6. The allotment of warrants, allotment of equity shares pursuant to conversion of warrants, conditions of payment of consideration and other terms and conditions thereof shall be subject to any statutory amendment and modification, notification, rules, regulations under any applicable law as the case may be for the time being in force.

RESOLVED FURTHER THAT:

- i) the requisite number of equity shares against the warrants to be so allotted in favour of the Allottee as aforesaid, be issued in favour of the Allottee upon receipt of the balance 75% of the conversion price from such Allottee, at the time of allotment of equity shares pursuant to exercise of option against each such warrant by the warrant holder;
- ii) the consideration price of the warrants, if paid in cash, shall be received from the Allottee's bank accounts;
- iii) the equity shares allotted pursuant to the conversion of the warrants shall rank pari passu in all respects with the existing fully paid up equity shares of the Company, from the date of their allotment. Such new equity shares when issued and allotted as aforesaid shall also be entitled for dividend as per the regulations/ notifications/ clarifications issued by SEBI in this regard;
- iv) the Equity shares to be issued and allotted on conversion of the warrants shall be listed and traded on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- v) the equity shares allotted pursuant to exercise of options attached to the warrants issued on preferential basis to such persons, shall remain locked in as per the provisions of SEBI (ICDR) Regulations viz. for a period of one year for Non Promoter Group, from the date of their trading approval (the date of trading approval shall mean the latest date when trading approval has been granted by recognized stock exchanges viz. BSE and NSE);
- vi) the Board be and is hereby authorized to accept any modification(s) to or to modify the terms of issue of the warrants or equity shares on conversion thereof, subject to the provisions of the Act and SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the members of the Company.

For, NANDAN DENIM LIMITED

Ranjeet Roy
COMPANY SECRETARY

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Chairman's Initial

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things and to take all such steps and give all such directions as the Board may consider necessary, expedient or desirable, including without limitation, to prescribe the forms of application, allotment and by way of further calls, if any, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle all questions, difficulties or doubts that may arise in relation to the proposed issue, offer and allotment of any of the said warrants and the utilization of the issue proceeds and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards to the terms and conditions as may be required by the SEBI, stock exchange, Registrar of Companies or other authorities or agencies involved or concerned with regard to the issue and allotment of warrants and the shares proposed to be allotted pursuant to the conversion thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board be and is hereby authorized to appoint consultants, advisors, manager to the issue and pay their fees, remuneration, charges, etc. as provided under the regulations and as may be warranted.

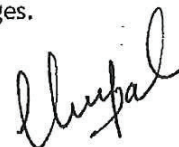
RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any Director or Directors or to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolutions."

The resolution was carried by requisite majority.

The complete details of the voting results along with the Consolidated Report on the e-voting and the Poll conducted at the Meeting submitted by the Scrutinizer were uploaded on the Company's website and were communicated to the Stock Exchanges.


Place: Ahmedabad

Date: 24 Oct - 2015



CHAIRMAN

For, NANDAN DENIM LIMITED


COMPANY SECRETARY

VOTING RESULTS
(TWENTY FIRST ANNUAL GENERAL MEETING HELD ON 29TH SEPTEMBER, 2015)

On the basis of the Report submitted by the Scrutinizer Mr. Keyur Shah, Proprietor, Keyur J. Shah & Associates, the results of the voting on the various businesses transacted at the Twenty First Annual General Meeting of the Company held on 29th September, 2015 are as below:

Particulars	Type of Resolution	Results
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	Carried by Requisite Majority
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	Carried by Requisite Majority
Resolution 3: To appoint a Director in place of Mr. Vedprakash Chiripal, who retires by rotation and being eligible offers himself for reappointment.	Ordinary	Carried by Requisite Majority
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	Carried by Requisite Majority
Resolution 5: Appointment of Ms. Pratima Ram (DIN: 03518633) as an Independent Director of the Company	Ordinary	Carried by Requisite Majority
Resolution 6: Appointment of Mr. Giraj Mohan Sharma (DIN: 01215950) as an Independent Director of the Company	Ordinary	Carried by Requisite Majority
Resolution 7: Appointment of Dr. Yasho Verdhan Verma (DIN: 06389278) as an Independent Director of the Company	Ordinary	Carried by Requisite Majority
Resolution 8: Approval for entering into Related Party Transactions during the financial year ended 31st March 2016	Special	Carried by Requisite Majority
Resolution 9: Appointment of Cost Auditors for the year 2015-16 and fixing their remuneration	Ordinary	Carried by Requisite Majority

For, NANDAN DENIM LIMITED
Ramesh Roy
COMPANY SECRETARY

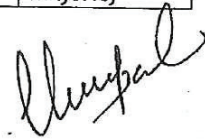
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Chairman's Initial

Resolution 10: Adoption of new set of Articles as per Companies Act, 2013.	Special	Carried by Requisite Majority
Resolution 11: Approval for keeping and inspecting statutory registers; returns etc. at a place other than the Registered Office of the Company	Special	Carried by Requisite Majority
Resolution 12: Re-appointment of Mr. Brijmohan D. Chiripal (DIN: 00290426) as the Managing Director of the Company	Special	Carried by Requisite Majority
Resolution 13: To create, offer and issue 25,00,000 convertible warrants on preferential basis	Special	Carried by Requisite Majority


Place: Ahmedabad

Date: 24-Oct-2015



CHAIRMAN

For, NANDAN DENIM LIMITED


COMPANY SECRETARY