

1st October, 2017

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

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

Scrip Code: 532641

Scrip Symbol: NDL

Dear Sir,

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

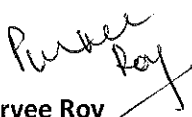
Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Voting Results of the 23rd Annual General Meeting of Nandan Denim Limited held on Friday, 29th September, 2017 at 03.00 p.m. at H.T. Parekh Convention Centre, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad in prescribed format along with Scrutinizer's Report.

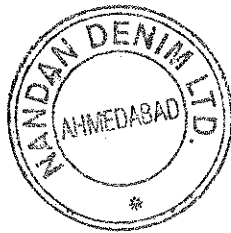
The above is also uploaded on Company's website www.nandandenim.com.

You are requested to kindly take the same on record.

Thanking You,

Yours sincerely,
For NANDAN DENIM LIMITED


Purvee Roy
Company Secretary
Mem. No. F8978



Nandan Denim Limited
(CIN:L51909GJ1994PLC022719)

Registered Office

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

Corporate Office

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

NANDAN DENIM LIMITED - AGM Date 29th Sept, 2017

Date of the AGM/EGM		29th Sept, 2017
Total number of shareholders on record date		33357
No. of Shareholders present in the meeting either in person or through proxy Promoters and Promoter Group:		5
Public:		41
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group:		-
Public:		-

Resolution required: (Ordinary/Special)	Ordinary (1) To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Report of the Board of Directors and Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	No. of shares held	Mode of Voting	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		
				$(3)=\frac{(2)}{(1)} \times 100$			$(6)=\frac{(4)}{(2)} \times 100$	$(7)=\frac{(5)}{(2)} \times 100$		
Promoter and Promoter Group	1	E-Voting	27397188	94.74	4	5	100.00	0.00		
		Poll	0	0.00	0	0	0.00	0.00		
		Postal Ballot (if Applicable)	0	0.00	0	0	0.00	0.00		
	28917197	Total	27397188	94.74	27397188	0	100.00	0.00		
Public - Institutions		E-Voting	0	0.00	0	0	0.00	0.00		
		Poll	0	0.00	0	0	0.00	0.00		
		Postal Ballot (if Applicable)	0	0.00	0	0	0.00	0.00		
	4299122	Total	0	0.00	0	0	0.00	0.00		
Public - Non Institutions		E-Voting	2988989	20.15	2988272	717	99.98	0.02		
		Poll	636	0.00	636	0	100.00	0.00		
		Postal Ballot (if Applicable)	0	0.00	0	0	0.00	0.00		
	14832737	Total	2989625	20.15	2988908	717	99.98	0.02		
	48049056	Total	30386613	63.24	30386096	717	100.00	0.00		



Resolution required: (Ordinary/Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled	
Promoter and Promoter Group	E-Voting	1	2	$(3)=\frac{(2)/(1)}{100} \times 100$ 94.74	4	5	$(6)=\frac{(4)/(2)}{100} \times 100$ 100.00	$(7)=\frac{(5)/(2)}{100} \times 100$ 0.00	
	Poll		27397188	0.00	27397188	0	0.00	0.00	
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00	
	Total	28917197	27397188	94.74	27397188	0	100.00	0.00	
Public - Institutions	E-Voting		0	0.00	0	0	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00	
	Total	4299122	0	0.00	0	0	0.00	0.00	
Public - Non Institutions	E-Voting		2988989	20.15	2988709	280	99.99	0.01	
	Poll		636	0.00	636	0	100.00	0.00	
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00	
	Total	14832737	2989625	20.16	2989345	280	99.99	0.01	
	Total	48049056	30386813	63.24	30386533	280	100.00	0.00	

Ordinary (2) To declare Dividend on equity shares for the financial year ended 31st March, 2017.

No

Resolution required: (Ordinary/Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled	
Promoter and Promoter Group	E-Voting	1	2	$(3)=\frac{(2)/(1)}{100} \times 100$ 94.74	4	5	$(6)=\frac{(4)/(2)}{100} \times 100$ 100.00	$(7)=\frac{(5)/(2)}{100} \times 100$ 0.00	
	Poll		27397188	0.00	27397188	0	0.00	0.00	
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00	
	Total	28917197	27397188	94.74	27397188	0	100.00	0.00	
Public - Institutions	E-Voting		0	0.00	0	0	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00	
	Total	4299122	0	0.00	0	0	0.00	0.00	
Public - Non Institutions	E-Voting		2988989	20.15	2988244	745	99.98	0.02	
	Poll		636	0.00	636	0	100.00	0.00	
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00	
	Total	14832737	2989625	20.16	2988880	745	99.98	0.02	
	Total	48049056	30386813	63.24	30386068	745	100.00	0.00	

Ordinary (3) To appoint a Director in place of Mr. Vedprakash Chiripal (DIN:00290454), who retires by rotation and being eligible, offers himself for reappointment as a Director.

Yes



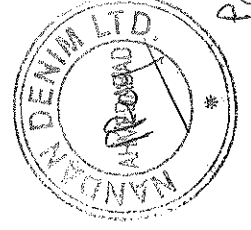
Resolution required: (Ordinary/Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	Ordinary (4) To appoint Auditors and fix their remuneration.						
			No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled	
				$(3) = \frac{(2)}{(1)} * 100$				$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	1	27397188	94.74	27397188	5	100.00	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0	0	0.00	0.00	0.00
	Total	28917197	27397188	94.74	27397188	0	100.00	0.00	0.00
Public - Institutions	E-Voting		0	0.00	0	0	0.00	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0	0	0.00	0.00	0.00
	Total	4299122	0	0.00	0	0	0.00	0.00	0.00
Public - Non Institutions	E-Voting		2988989	20.15	2988244	745	99.98	0.02	0.00
	Poll		636	0.00	636	0	100.00	0.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0	0	0.00	0.00	0.00
	Total	14832737	2989625	20.16	2988880	745	99.98	0.02	0.00
Total		48049056	30386913	63.24	30386068	745	100.00	0.00	0.00

Resolution required: (Ordinary/Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	Special (5) To appoint Mr. Jyotiprasad Chiripal (DIN: 00155695) as Managing Director.						
			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	
				$(3) = \frac{(2)}{(1)} * 100$				$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	1	27397188	94.74	27397188	5	100.00	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0	0	0.00	0.00	0.00
	Total	28917197	27397188	94.74	27397188	0	100.00	0.00	0.00
Public - Institutions	E-Voting		0	0.00	0	0	0.00	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0	0	0.00	0.00	0.00
	Total	4299122	0	0.00	0	0	0.00	0.00	0.00
Public - Non Institutions	E-Voting		2988989	20.15	2988244	745	99.98	0.02	0.00
	Poll		636	0.00	636	0	100.00	0.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0	0	0.00	0.00	0.00
	Total	14832737	2989625	20.16	2988880	745	99.98	0.02	0.00
Total		48049056	30386913	63.24	30386068	745	100.00	0.00	0.00



Resolution required: (Ordinary/Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	Special (6) To appoint Mr. Prakashkumar Ranniwash Sharma (DIN:06639254) as a Whole Time Director.		No. of Votes - Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled	No.
			No	Yes					
Promoter and Promoter Group	E-Voting Poll	1	2	27397188	4	5	100.00	100.00	
	Postal Ballot (If Applicable)		0	0	0	0	0.00	0.00	
	Total	28917197	27397188	27397188	27397188	0	100.00	100.00	
	E-Voting Poll		0	0	0	0	0.00	0.00	
Public - Institutions	Postal Ballot (If Applicable)		0	0	0	0	0.00	0.00	
	Total	4299122	0	0	0	0	0.00	0.00	
	E-Voting Poll		2988989	2988214	636	775	99.97	100.00	
	Total	14832737	2989625	298850	298850	0	100.00	100.00	
Public - Non Institutions	Total	48049056	30386813	63.24	30386038	775	99.97	100.00	0.03
	Total					775	99.97	100.00	0.03

Resolution required: (Ordinary/Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	Special (7) To approve the entering by the Company into Related Party Transactions.		No. of Votes - Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled	No.
			No	Yes					
Promoter and Promoter Group	E-Voting Poll	1	2	480000	4	5	100.00	100.00	
	Postal Ballot (If Applicable)		0	0	0	0	0.00	0.00	
	Total	28917197	480000	480000	480000	0	100.00	100.00	
	E-Voting Poll		0	0	0	0	0.00	0.00	
Public - Institutions	Postal Ballot (If Applicable)		0	0	0	0	0.00	0.00	
	Total	4299122	0	0	0	0	0.00	0.00	
	E-Voting Poll		2988989	2987740	586	1249	99.96	100.00	
	Total	14832737	2989625	2988326	2988326	0	99.96	100.00	0.04
Public - Non Institutions	Total	48049056	3469625	7.22	3468326	1299	99.96	100.00	0.04
	Total					1299	99.96	100.00	0.04



Ordinary (8) To ratify the remuneration of Cost Auditors for the financial year ending 31st March, 2018									
Resolution required: (Ordinary/Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled	
	E-Voting	1	2	$(3)=\frac{(2)}{(1)}*100$	27397188	5	$(6)=\frac{(4)}{(2)}*100$	$(7)=\frac{(5)}{(2)}*100$	
	Poll		0	94.74	0	0	100.00	0.00	
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00	
Promoter and Promoter Group	Total	28917197	27397188	94.74	27397188	0	100.00	0.00	
	E-Voting		0	0.00	0	0	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00	
Public - Institutions	Total	4299122	0	0.00	0	0	0.00	0.00	
	E-Voting		2988989	20.15	2988244	745	99.98	0.02	
	Poll		636	0.00	636	0	100.00	0.00	
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00	
Public - Non Institutions	Total	14832737	2989625	20.16	2988880	745	99.98	0.02	
Total		48049056	30386813	63.24	30386068	745	100.00	0.00	

Special (9) To increase limit of Foreign Investment by Non Resident Indians (NRI) under Portfolio Investment Scheme.									
Resolution required: (Ordinary/Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled	
	E-Voting	1	2	$(3)=\frac{(2)}{(1)}*100$	27397188	5	$(6)=\frac{(4)}{(2)}*100$	$(7)=\frac{(5)}{(2)}*100$	
	Poll		0	94.74	0	0	100.00	0.00	
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00	
Promoter and Promoter Group	Total	28917197	27397188	94.74	27397188	0	100.00	0.00	
	E-Voting		0	0.00	0	0	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00	
Public - Institutions	Total	4299122	0	0.00	0	0	0.00	0.00	
	E-Voting		2988989	20.15	2988519	470	99.98	0.02	
	Poll		636	0.00	636	0	100.00	0.00	
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00	
Public - Non Institutions	Total	14832737	2989625	20.16	2989155	470	99.98	0.02	
Total		48049056	30386813	63.24	30386343	470	100.00	0.00	



Resolution required: (Ordinary/Special)		Ordinary (10) To authorize the Company for making donation to bonafide charitable and other funds.									
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes									
Category	No. of shares held	Mode of Voting	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled			
	1		2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
Promoter and Promoter Group		E-Voting	27397188	94.74	27397188	0	100.00	0.00			
		Poll	0	0.00	0	0	0.00	0.00			
		Postal Ballot (If Applicable)	0	0.00	0	0	0.00	0.00			
		Total	28917197	27397188	94.74	27397188	0	100.00	0.00		
Public - Institutions		E-Voting	0	0.00	0	0	0.00	0.00			
		Poll	0	0.00	0	0	0.00	0.00			
		Postal Ballot (If Applicable)	0	0.00	0	0	0.00	0.00			
		Total	4299122	0	0.00	0	0	0.00	0.00		
Public - Non Institutions		E-Voting	2988989	20.15	2987824	1165	99.96	0.04			
		Poll	626	0.00	626	0	100.00	0.00			
		Postal Ballot (If Applicable)	0	0.00	0	0	0.00	0.00			
		Total	14832737	2989615	20.16	2988450	1165	99.96	0.04		
Total	48049056		30386803	63.24	30385638	1165	100.00	0.00			



23rd ANNUAL GENERAL MEETING HELD ON 29TH SEPTEMBER, 2017
DECLARATION OF RESULTS OF E-VOTING AND POLL
[NANDAN DENIM LIMITED]

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, 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 23rd Annual General (AGM). The e-voting was open from 9.00 A.M. on 25th September, 2017 and ended at 5.00 P.M. on 28th September, 2017.

Further, in line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs, voting of Show of Hands was not permitted at the general meeting where e-voting has been offered to the members. Therefore, at the 23rd AGM, voting was conducted by means of poll.

The Board of Directors had appointed Keyur J. Shah, Practicing Company Secretary, 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 28th September, 2017 and on poll at the 23rd AGM and submitted his Reports, on 30th September, 2017. The Reports of Scrutinizer are attached herewith.

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

Resolution No.	Resolution particulars.	Type of Resolution	No. of Votes in favour	% of Votes in favour	No. of Votes Against	% of Votes Against
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Report of the Board of Directors and Auditors thereon	Ordinary Business	30386096	99.9976	717	0.00236
2.	To declare Dividend on equity shares for the financial year ended 31st March, 2017	Ordinary Business	30386533	99.9991	280	0.00092
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	Ordinary Business	30386068	99.9975	745	0.00245

Nandan Denim Limited
(CIN:L51909GJ1994PLC022719)

Registered Office

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

Corporate Office

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



4.	To appoint Auditors and fix their remuneration	Ordinary Business	30386068	99.9975	745	0.00245
5.	To appoint Mr. Jyotiprasad Chiripal (DIN: 00155695) as Managing Director	Special Business – Special Resolution	30386068	99.9975	745	0.00245
6.	To appoint Mr. Prakashkumar Ramniwash Sharma (DIN:06639254) as a Whole Time Director	Special Business – Special Resolution	30386038	99.9974	775	0.00255
7.*	To approve the entering by the Company into Related Party Transactions	Special Business – Special Resolution	3467740	99.9626	1299	0.03744
8.	To ratify the remuneration of Cost Auditors for the financial year ending 31st March, 2018	Special Business – Ordinary Resolution	30386068	99.9975	745	0.00245
9.	To increase limit of Foreign Investment by Non Resident Indians (NRI) under Portfolio Investment Scheme and in this regard, pass with or without modification(s), the following resolution as a Special Resolution:	Special Business – Special Resolution	30386343	99.9985	470	0.00155
10.	To authorize the Company for making donation to bonafide charitable and other funds	Special Business – Ordinary Resolution	30385638	99.9962	1165	0.00383

* Votes casted by the Promoters and Promoter groups have not been included for the purpose of Resolution number 7 i.e. approval of related party transactions.

Based on the Reports of the Scrutinizer, all Resolutions as set out in the Notice of 23rd AGM have been duly approved by the Members with requisite majority.

Date: 1st October, 2017

For, Nandan Denim Limited



Shri. Ray

On behalf of the Chairman



Keyur J. Shah & Associates

Company Secretaries

Hand Phone : +91 99097 02182
keyur@keyurjshah.com
cs keyurshah@gmail.com

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]

Date: 29th September, 2017

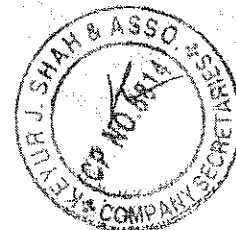
To,
The Chairman
Nandan Denim Limited
Survey No. 198/1, 230/2,
Saijpur-Gopalpur,
Pirana Road, Piplej,
Ahmedabad - 382405
Gujarat, India

Dear Sir,

Re: 23rd Annual General Meeting of the Members of Nandan Denim Limited held on 29th September, 2017 at 03.00 P.M. at H.T. Parekh Convention Hall, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380 015.

I, Keyur J. Shah, Practicing Company Secretary, B-301, Safal Pegasus, Opposite Shell Petrol Pump, Prahladnagar, Ahmedabad - 380 015, 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 23rd Annual General Meeting of the Members of the Company, held on 29th September, 2017 at 03.00 P.M. at, H.T. Parekh Convention Hall, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380015, Gujarat, India, hereby submit my report as under:

1. In accordance with the Notice of the 23rd Annual General Meeting sent to the members, the voting through electronic means was started at 9.00 a.m. on 25th September, 2017 and ended at 5.00 p.m. on 28th September, 2017.
2. The members holding shares as on the cut-off date i.e. 22nd September, 2017 were entitled to vote on the resolutions as stated in the Notice of the 23rd Annual General Meeting of the Company.
3. The votes were unblocked at 4:14 p.m. on 29th September, 2017 in the presence of Ms. Dhruvi Patel and Ms. Kunjan Mistry 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) is being handed over to the Chairman along with this report.
5. The result of the e-voting is as under:



A. Resolution No. 1: Ordinary Business

To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Report of the Board of Directors and 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
39	30385460	99.9976%

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	717	0.0024%

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

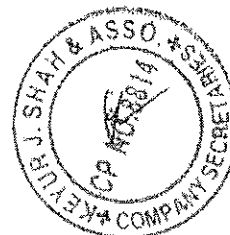
To declare Dividend on equity shares for the financial year ended 31st March, 2017 and in this regard, pass the following resolution as an Ordinary Resolution:

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
42	30385897	99.9991%

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	0.0009%



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 (DIN:00290454), 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:

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
38	30385432	99.9975%

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
6	745	0.0025%

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 Auditors and fix their remuneration and in this regard, pass the following resolution as an Ordinary Resolution:

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
38	30385432	99.9975%



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
6	745	0.0025%

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

To appoint Mr. Jyotiprasad Chiripal (DIN: 00155695) as Managing Director and in this regard, pass with or without modification(s), the following resolution as a Special Resolution:

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
38	30385432	99.9975%

II. Voted **against** the resolution:

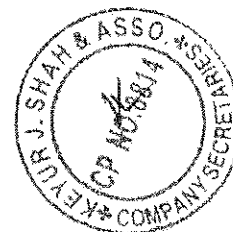
Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
6	745	0.0025%

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

To appoint Mr. Prakashkumar Ramniwash Sharma (DIN:06639254) as a Whole Time Director and in this regard, pass with or without modification(s), the following resolution as a Special Resolution:



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
37	30385402	99.9974%

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
7	775	0.0026%

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

To approve the entering by the Company into Related Party Transactions and in this regard, pass with or without modification(s), the following resolution as a Special Resolution:

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

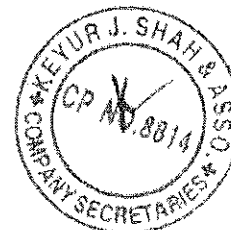
Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
35*	3467740*	99.964%

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
9	1249	0.0360%

iii. **Invalid Votes:**

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



*Note: Following number of shares has not been considered for this resolution as per provisions of Regulation 23 of securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Member Id	Member Name	No. of Shares
1203330000330496	CHIRIPAL EXIM LLP	7165556.0
1203330000552085	DEVKINANDAN CORPORATION LLP	3206060.0
1204220000035043	BRIJMOHAN DEVKINANDAN CHIRIPAL	1530000.0
1204840000310449	CHIRIPAL TEXTILE MILLS PRIVATE LIMITED	247000.0
IN30132110604678	VEDPRAKASH DEVKINANDAN CHIRIPAL	252500.0
IN30132110681375	CHIRIPAL INDUSTRIES LIMITED	11994270.0
IN30246110611643	BRIJMOHAN D CHIRIPAL	500000.0
IN30246110612100	JAIPRAKASH D CHIRIPAL	630000.0
IN30246110612126	JYOTIPRASAD D CHIRIPAL	630000.0
IN30246110668859	DEEPAK J CHIRIPAL	130000.0
IN30292710182995	URMILADEVI JYOTIPRASAD CHIRIPAL	631802.0

H. Resolution No. 8: Special Business

To ratify the remuneration of Cost Auditors for the financial year ending 31st March, 2018 and in this regard, pass with or without modification(s), the following resolution as an Ordinary Resolution:

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
38	30385432	99.9975%

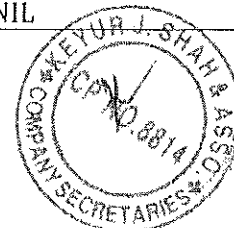
ii. Voted **against** the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
6	745	0.0025%

iii. **Invalid** Votes:

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

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I. Resolution No. 9: Special Business

To increase limit of Foreign Investment by Non Resident Indians (NRI) under Portfolio Investment Scheme and in this regard, pass with or without modification(s), the following resolution as a Special Resolution:

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
40	30385707	99.9985%

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
4	470	0.0015%

iii. **Invalid** Votes:

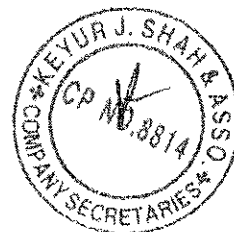
Total number of members' whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

J. Resolution No. 10: Special Business

To authorize the Company for making donation to bonafide charitable and other funds and in this regard, pass with or without modification(s), the following resolution as an Ordinary Resolution:

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
36	30385012	99.9962%



ii. Voted **against** the resolution:

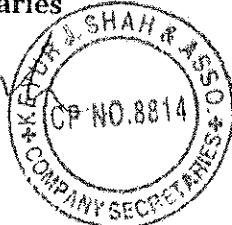
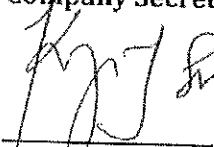
Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
8	1165	0.0038%

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,

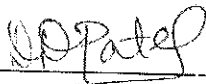
For, Keyur J Shah and Associates
Company Secretaries



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) in our presence at 4:14 p.m. on 29th September, 2017 at the office of the scrutinizer.



Name & Address of the Witness

- Ms. Dhruvi Patel
E-9, Vikram Appartment,
Near Shreyas Crossing,
Ahmedabad- 380015

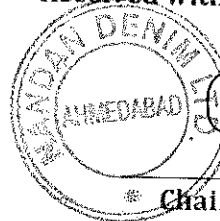
Date: 29/09/2017
Place: Ahmedabad



Name & Address of the Witness

- Ms. Kunjan J. Mistry
B/4, Hirabaug society,
Behind Sardar Patel School,
Ahmedabad-380008

Received with Acknowledgment



* Chairman



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: 30th September, 2017

23rd Annual General Meeting of the Members of Nandan Denim Limited held on 29th September, 2017 at 03.00P.M. at H.T. Parekh Convention Hall, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380 015.

Dear Sir,

I, Keyur J. Shah, Practicing Company Secretary, B-301, Safal Pegasus, Opposite Shell Petrol Pump, Prahladnagar, 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 23rd Annual General Meeting of the Members of the Company, held on 29th September, 2017 at 03.00P.M. at H.T. Parekh Convention Hall, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380015, Gujarat, India, hereby submit my 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 therecords 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.
4. The result of the Poll is as under:



A. Resolution No. 1: Ordinary Business

To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Report of the Board of Directors and Auditors thereon:

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
20	636	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
8*	36

**5 Members who had cast their vote in the ballot box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature.*

**3 Members have not mentioned their name/ folio number in the ballot papers and thus they are considered to be invalid by the Registrar and Transfer Agent and they have not been included in the total number of shares.*



B. Resolution No. 2: Ordinary Business

To declare Dividend on equity shares for the financial year ended 31st March, 2017 and in this regard, pass the following resolution as an Ordinary Resolution:

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	636	100%

ii. Voted against the resolution:

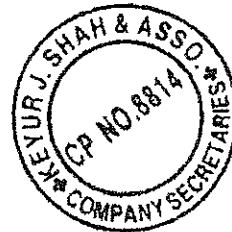
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00%

iii. Invalid Votes:

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8*	36

**5 Members who had cast their vote in the ballot box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature.*

**3 Members have not mentioned their name/ folio number in the ballot papers and thus they are considered to be invalid by the Registrar and Transfer Agent and they have not been included in the total number of shares.*



C. Resolution No. 3: Ordinary Business

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 and in this regard, pass the following resolution as an Ordinary Resolution:

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	636	100%

II. Voted against the resolution:

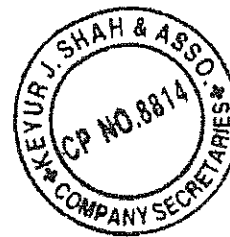
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00%

III. Invalid Votes:

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8*	36

**5 Members who had cast their vote in the ballot box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature.*

**3 Members have not mentioned their name/ folio number in the ballot papers and thus they are considered to be invalid by the Registrar and Transfer Agent and they have not been included in the total number of shares.*



D. Resolution No. 4: Ordinary Business

To appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an Ordinary Resolution:

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	636	100%

ii. Voted **against** the resolution:

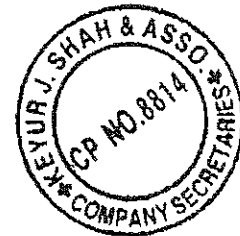
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00%

iii. **Invalid Votes:**

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8*	36

**5 Members who had cast their vote in the ballot box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature.*

**3 Members have not mentioned their name/ folio number in the ballot papers and thus they are considered to be invalid by the Registrar and Transfer Agent and they have not been included in the total number of shares.*



E. Resolution No. 5: Special Business

To appoint Mr. Jyotiprasad Chiripal (DIN: 00155695) as Managing Director and in this regard, pass with or without modification(s), the following resolution as a Special Resolution:

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	636	100%

II. Voted against the resolution:

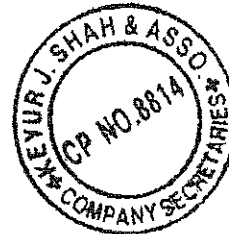
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00%

III. Invalid Votes:

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8*	36

**5 Members who had cast their vote in the ballot box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature.*

**3 Members have not mentioned their name/ folio number in the ballot papers and thus they are considered to be invalid by the Registrar and Transfer Agent and they have not been included in the total number of shares.*



F. Resolution No. 6: Special Business

To appoint Mr. Prakashkumar Ramniwash Sharma (DIN:06639254) as a Whole Time Director and in this regard, pass with or without modification(s), the following resolution as a Special Resolution:

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	636	100%

ii. Voted **against** the resolution:

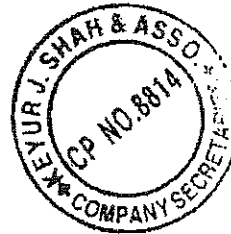
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00%

iii. **Invalid Votes:**

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8*	36

**5 Members who had cast their vote in the ballot box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature.*

**3 Members have not mentioned their name/ folio number in the ballot papers and thus they are considered to be invalid by the Registrar and Transfer Agent and they have not been included in the total number of shares.*



G. Resolution No. 7: Special Business

To approve the entering by the Company into Related Party Transactions and in this regard, pass with or without modification(s), the following resolution as a Special Resolution:

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	586	92.13%

ii. Voted **against** the resolution:

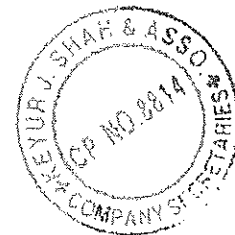
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
1	50	7.86%

iii. **Invalid** Votes:

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8*	36

**5 Members who had cast their vote in the ballot box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature.*

**3 Members have not mentioned their name/ folio number in the ballot papers and thus they are considered to be invalid by the Registrar and Transfer Agent and they have not been included in the total number of shares.*



H. Resolution No. 8: Special Business

To ratify the remuneration of Cost Auditors for the financial year ending 31st March, 2018 and in this regard, pass with or without modification(s), the following resolution as an Ordinary Resolution:

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	636	100%

ii. Voted **against** the resolution:

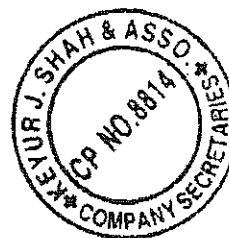
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00%

iii. **Invalid** Votes:

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8*	36

*5 Members who had cast their vote in the ballot box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature.

*3 Members have not mentioned their name/ folio number in the ballot papers and thus they are considered to be invalid by the Registrar and Transfer Agent and they have not been included in the total number of shares.



I. Resolution No. 9: Special Business

To increase limit of Foreign Investment by Non Resident Indians (NRI) under Portfolio Investment Scheme and in this regard, pass with or without modification(s), the following resolution as a Special Resolution:

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	636	100%

ii. Voted against the resolution:

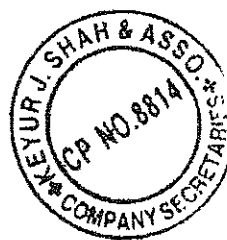
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00%

iii. Invalid Votes:

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8*	36

*5 Members who had cast their vote in the ballot box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature.

*3 Members have not mentioned their name/ folio number in the ballot papers and thus they are considered to be invalid by the Registrar and Transfer Agent and they have not been included in the total number of shares.



J. Resolution No. 10: Special Business

To authorize the Company for making donation to bonafide charitable and other funds and in this regard, pass with or without modification(s), the following resolution as an Ordinary Resolution:

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	626	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%

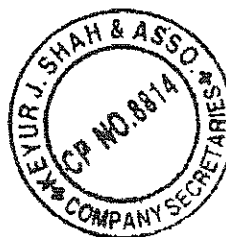
iii. Invalid Votes:

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8*	36

**5 Members who had cast their vote in the ballot box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature.*

**3 Members have not mentioned their name/ folio number in the ballot papers and thus they are considered to be invalid by the Registrar and Transfer Agent and they have not been included in the total number of shares.*

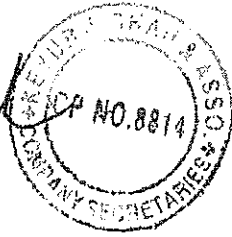
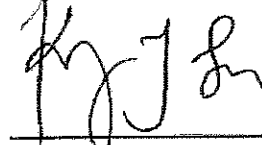
**1 Member has not marked any option for this resolution, so his votes have not been considered by the Registrar and Transfer Agent and excluded from the total votes for this resolution.*



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,

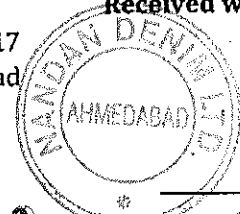
For, Keyur J. Shah and Associates
Company Secretaries



Keyur J. Shah
Proprietor
Membership Number: ACS 16687
COP. No.: 8814

Received with Acknowledgment

Date: 30/09/2017
Place: Ahmedabad



Nandan Denim Ltd.
Ahmedabad
Praveer Poy
On behalf of **Chairman**