

1st October, 2018

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

Scrip Code: 532641

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

Scrip Symbol: NDL

Dear Sir,

**Sub.: 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 24th Annual General Meeting of Nandan Denim Limited held on Saturday, 29th September, 2018 at 02.30 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 September 2018

Date of the AGM	29th September 2018
Total number of shareholders on record date	35151
No. of Shareholders present in the meeting either in person or through proxy	12
Promoters and Promoter Group:	68
Public:	
No. of Shareholders attended the meeting through Video Conferencing	-
Promoters and Promoter Group:	
Public:	

Resolution required: (Ordinary/Special)
 Ordinary(1) To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2018 together with Report of the Board of Directors and Auditors thereon

Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
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)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Postal Ballot (if Applicable)		29736470	98.02	29736470	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	30336470	29736470	98.02	29736470	0	100.00	0.00
Public - Institutions	E-Voting		171588	4.38	92491	79097	53.90	46.10
	Postal Ballot (if Applicable)		0	0.00	0	0	0.00	0.00
	Total	3916194	171588	4.38	92491	79097	53.90	46.10
	E-Voting		1982671	14.37	1982329	342	99.98	0.02
Public - Non Institutions	Poll		2629	0.02	2629	0	100.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0	0	0.00	0.00
	Total	13796392	1983300	14.39	1984958	342	99.98	0.02
	Total	48049056	31893358	66.38	31813919	79439	99.75	0.25



Resolution required: (Ordinary/Special)		Whether promoter/ promoter group are interested in the agenda/resolution?		Ordinary/(2) To declare dividend on equity shares for the financial year ended 31st March, 2018						
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	$(3)=\frac{(2)/(1)}{100} * 100$	4	5	$(6)=\frac{(4)/(2)}{100} * 100$	$(7)=\frac{(5)/(2)}{100} * 100$		
	Poll		29736470	98.02	29736470	0	100.00	0.00		
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00		
	Total	30336470	29736470	98.02	29736470	0	100.00	0.00		
Public - Institutions	E-Voting		0	0.00	0	0	0.00	0.00		
	Poll		171588	4.38	171588	0	100.00	0.00		
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00		
	Total	3916194	171588	4.38	171588	0	100.00	0.00		
Public - Non Institutions	E-Voting		1982671	14.37	1982329	342	99.98	0.02		
	Poll		2629	0.02	2629	0	100.00	0.00		
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00		
	Total	13796392	1985300	14.39	1984958	342	99.98	0.02		
Total	48049056	31893358	66.38	31893016	342	100.00	0.00			

Resolution required: (Ordinary/Special)

Ordinary(3) To appoint a Director in place of Mr. JyotiprasadChitral (DIN: 00155695), who retires by rotation and being eligible, offers himself for reappointment as a Director

Whether promoter/ promoter group are interested in the agenda/resolution? NO

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	$(3)=\frac{(2)/(1)}{100} * 100$	4	5	$(6)=\frac{(4)/(2)}{100} * 100$	$(7)=\frac{(5)/(2)}{100} * 100$
	Poll		29736470	98.02	29736470	0	100.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total	30336470	29736470	98.02	29736470	0	100.00	0.00
Public - Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll		171588	4.38	171588	0	100.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total	3916194	171588	4.38	171588	0	100.00	0.00
Public - Non Institutions	E-Voting		1982671	14.37	1982329	342	99.98	0.02
	Poll		2629	0.02	2629	0	100.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total	13796392	1985300	14.39	1984948	352	99.98	0.02
Total	48049056	31893358	66.38	31813909	79449	99.75	0.25	



Resolution required: (Ordinary/Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?				Ordinary(4) To appoint a Director in place of Mr. PrakashkumarSharma (DIN: 06639254), who retires by rotationand being eligible, offers himself for reappointment as a Director					
NO				YES					
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)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	Poll		29736470	98.02	29736470	0	100.00	0.00	
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00	
	Total	30336470	29736470	98.02	29736470	0	100.00	0.00	
Public - Institutions	E-Voting		0	4.38	92491	79097	53.90	46.10	
	Poll		171588	0.00	0	0	0.00	0.00	
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00	
	Total	3916194	171588	4.38	92491	79097	53.90	46.10	
Public - Non Institutions	E-Voting		0	0.02	1982671	342	99.98	0.02	
	Poll		2629	0.00	2624	5	99.81	0.19	
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00	
	Total	13796392	1985300	14.39	1984953	347	99.98	0.02	
Total		48049056	31893358	66.38	31813914	79444	99.75	0.25	

Resolution required: (Ordinary/Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?				Special (5) To approve the entering into by the Company /intohelated Party Transactions					
YES				NO					
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)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	Poll		29736470	98.02	29736470	0	100.00	0.00	
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00	
	Total	30336470	29736470	98.02	29736470	0	100.00	0.00	
Public - Institutions	E-Voting		0	4.38	92491	79097	53.90	46.10	
	Poll		171588	0.00	0	0	0.00	0.00	
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00	
	Total	3916194	171588	4.38	92491	79097	53.90	46.10	
Public - Non Institutions	E-Voting		0	0.02	1982671	516	99.97	0.03	
	Poll		2610	0.00	2600	10	99.62	0.38	
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00	
	Total	13796392	1985281	14.39	1984755	526	99.97	0.03	
Total		48049056	31893359	66.38	31813716	79623	99.75	0.25	



Resolution required: (Ordinary/Special) Special (6) To ratify the remuneration of Cost Auditors for the financial year ending 31st March, 2019

Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
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
		1	2	$(3)=\frac{(2)}{(1)} \times 100$	4	5	$(6)=\frac{(4)}{(2)} \times 100$	$(7)=\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting		29736470	98.02	29736470	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	30336470	29736470	98.02	29736470	0	100.00	0.00
Public - Institutions	E-Voting		171588	4.38	171588	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	3916194	171588	4.38	171588	0	100.00	0.00
Public - Non Institutions	E-Voting		1982671	14.37	1982329	342	99.98	0.02
	Poll		2615	0.02	2610	5	99.81	0.19
	Postal Ballot (if Applicable)		0	0.00	0	0	0.00	0.00
	Total	13796392	1985286	14.39	1984939	347	99.98	0.02
	Total	48049056	31893344	66.38	31892997	347	100.00	0.00





Date: 1st October, 2018

To,
NANDAN DENIM LIMITED
CIN: L51909GJ1994PLC022719
SURVEY NO 198/1 203/2 SAIJPUR GOPALPUR
PIRANA ROAD, PIPELJ
AHMEDABAD 382405
GUJARAT, INDIA

Dear Sir,

SUB: CONSOLIDATED SCRUTINIZERS' REPORT

I, Keyur J. Shah, Practicing Company Secretary of M/s Keyur J. Shah & Associates, Company Secretaries, having address at 408, 4th Floor, Chitrarath Complex, B/h President Hotel, Off C. G. Road, Navrangpura: 380009, Ahmedabad, Gujarat, India, was appointed as scrutinizer by the Board of Directors of Nandan Denim Limited ("**the Company**") at their meeting held on 13th August, 2018 for the purpose of:

- i. Scrutinizing the remote E-voting process (remote e-voting) in terms of the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time; and
- ii. Scrutinizing the voting through ballot paper or polling paper at the 24th Annual General Meeting (AGM), on the resolutions contained in the Notice dated August 13, 2018 of the AGM of the Company, held on Saturday, 29th September, 2018 at 02:30 P.M.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to remote e-voting on the resolutions contained in the Notice of the AGM of the members of the Company and at the meeting. My Responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer's report of the votes cast "in favour" "against" or remain "abstain/invalid", if any, on the resolutions contained in the Notice of 24th AGM, based on the reports generated from the e-voting system provided by CDSL and based on the voting at 24th AGM.

The Company has made arrangements with CDSL for providing a system of voting by the Members electronically through remote e-voting.

The Members of the Company holding shares as on the cut-off date (i.e. Saturday, 22nd September, 2018) were entitled to vote on the resolutions as contained in the Notice of the 24th Annual General Meeting.

I have issued separate Scrutinizer's Reports dated October 1, 2018 (a) on voting by Electronic means (i.e. Remote e-voting), and (b) on voting through ballot papers, on the resolutions contained in the Notice of the 24th Annual General Meeting of the Company. I submit herewith my consolidated scrutinizer's report on the voting through electronic means (remote e-voting) and voting at 24th AGM.



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Resolution No. 1: ORDINARY RESOLUTION

To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2018 together with Report of the Board of Directors and Auditors thereon.

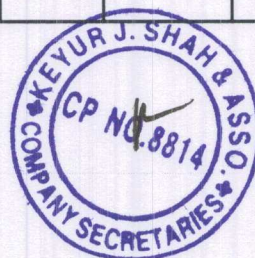
Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	3,18,90,729	51	3,18,11,290	99.75%	03	79,439	0.25%	--	--
Poll at the AGM	2,629	25	2629	100.00%	--	--	--	07	732
Total	3,18,93,358	76	3,18,13,919	99.75%	03	79,439	0.25%	07	732

**Total shares cast at the AGM through ballot papers were 3,361, however, as per confirmation from RTA, only 2,629 shares were valid and 732 shares were invalid. The invalid shares are not taken into consideration.*

Resolution No. 2: ORDINARY RESOLUTION

To declare dividend on equity shares for the financial year ended 31st March, 2018.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	3,18,90,729	51	3,18,11,290	99.75%	03	79,439	0.25%	--	--
Poll at the AGM	2,629	25	2629	100.00%	--	--	--	07	732
Total	3,18,93,358	76	3,18,13,919	99.75%	03	79,439	0.25%	07	732



**Total shares cast at the AGM through ballot papers were 3,361, however, as per confirmation from RTA, only 2,629 shares were valid and 732 shares were invalid. The invalid shares are not taken into consideration.*

Resolution No. 3: ORDINARY RESOLUTION

To appoint a Director in place of Mr. Jyotiprasad Chiripal (DIN: 00155695), who retires by rotation and being eligible, offers himself for reappointment as a Director.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	3,18,90,729	51	3,18,11,290	99.75%	03	79,439	0.25%	--	--
Poll at the AGM	2629	24	2,619	99.62%	01	10	0.38%	07	732
Total	3,18,93,358	75	3,18,13,909	99.75%	04	79,449	0.25%	07	732

**Total shares cast at the AGM through ballot papers were 3,361, however, as per confirmation from RTA, only 2,629 shares were valid and 732 shares were invalid. The invalid shares are not taken into consideration.*

Resolution No. 4: ORDINARY RESOLUTION

To appoint a Director in place of Mr. Prakashkumar Sharma (DIN: 06639254), who retires by rotation and being eligible, offers himself for reappointment as a Director.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	3,18,90,729	51	3,18,11,290	99.75%	03	79,439	0.25%	--	--
Poll at the AGM	2,629	24	2624	99.81%	01	05	0.19%	07	732
Total	3,18,93,358	75	3,18,13,914	99.75%	04	79,444	0.25%	07	732



**Total shares cast at the AGM through ballot papers were 3,361, however, as per confirmation from RTA, only 2,629 shares were valid and 732 shares were invalid. The invalid shares are not taken into consideration.*

Resolution No. 5: SPECIAL RESOLUTION

To approve the entering into by the Company into Related Party Transactions.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	26,34,259	37	25,54,646	96.98%	04	79,613	3.02%	13	2,92,56,470
Poll at the AGM	2,610	23	2,600	99.62%	01	10	0.38%	08	737
Total	26,36,869	60	25,57,246	96.80%	05	79,623	3.02%	21	2,92,57,207

**Total shares cast at the AGM through ballot papers were 3,347, however, as per confirmation from RTA, only 2,610 shares were valid and 737 shares were invalid. The invalid shares are not taken into consideration.*

Resolution No. 6: SPECIAL RESOLUTION

To ratify the remuneration of Cost Auditors for the financial year ending 31st March, 2019.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	3,18,90,729	52	3,18,90,387	100.00%	02	342	0.00%	--	--
Poll at the AGM	2,615	24	2,610	99.81%	01	05	0.19%	07	732
Total	3,18,93,344	76	3,18,92,997	100.00%	03	347	0.00%	07	732



**Total shares cast at the AGM through ballot papers were 3,347, however, as per confirmation from RTA, only 2,615 shares were valid and 732 shares were invalid. The invalid shares are not taken into consideration.*

Thanking you,



Yours faithfully,

A handwritten signature in black ink, appearing to read "Keyur J. Shah".

Place : Ahmedabad
Date : October 1, 2018

Keyur J. Shah
Practicing Company Secretary