

1<sup>st</sup> 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 24<sup>th</sup> 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

Purnen

**Purvee Roy Company Secretary** Mem. No. F8978



Nandan Denim Limited (CIN:L51909GJ1994PLC022719)

Date of the AGM Total number of shareholders on record date				29th September 2018	r 2018		
Total number of shareholders on record date							
				35151			
No. of Shareholders present in the meeting either in person or through proxy							
Promoters and Promoter Group:				12			
Public:				68			
No. of Shareholders attended the meeting through Video Conferencing							
Promoters and Promoter Group:							
Public:				,			
Popplisting specified: (Ordinany/Spopial)		Ordinary(1) To receive	Ordinary(1) To receive consider and adopt the Audited FinancialStatement of the Company for the	ed FinancialStatem	ent of the Compa	iv for the	
	+	inancial yearended 31	financial yearended 31st March, 2018 together with Report of theBoard of Directors and Auditors	Report of theBoarc	of Directors and	Auditors	
	-	thereon					
Whether promoter/ promoter group are interested in		NO					
the agenda/resolution r	No of	Noof	% of Votes	No. of	No. of	% of Votes in	% of Votes
	shares	Votes	Polled on	Votes -	Votes -	favour on	against on
Category Mode of Voting	held	Polled	outstanding	in Favour	Against	votes	votes
			Shares			Polled	Polled
	1	2	(3)={(2)/(1)}*100	4	л	(6)={(4)/(2)}*100	(7)={(5)/(2)}*100
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
	30336470	29736470	98.02	29736470	0	100.00	0.00
E-Voting		171588	4.38	92491	79097	53.90	46.10
Poll	_	0	0.00	0	0	0.00	0.00
Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	3916194	171588	4.38	92491	79097	53.90	46.10
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
	13796392	1985300	14.39	1984958	342	99.98	0.02
Total 48	48049056	31893358	66.38	31813919	79439	99.75	0.25

NANDAN DENIM LIMITED - AGM Date 29th September 2018



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Resolution required: (Ordinary/Special)			Ordinary(2) To declar	Ordinary(2) To declare dividend on equity shares for the financialyear ended 31st March, 2018	r the financialyear e	nded 31st March,	2018	
Whether promoter/ promoter group are interested in the agends / recolution?	re interested in		NO					
		No. of	No. of	% of Votes	No. of	No. of	% of Votes in	% of Votes
		shares	Votes	Polled on	Votes -	Votes -	favour on	against on
Category	Mode of Voting	held	Polled	outstanding	in Favour	Against	votes	votes
				Shares		c	Polled	Polled
		1	2	(3)={(2)/(1)}*100	4	5	(6)={(4)/(2)}*100	(7)={(5)/(2)}*100
	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
Promoter and Promoter Group	Total	30336470	29736470	98.02	29736470	0	100.00	0.00
	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
Public - Institutions	Total	3916194	171588	4.38	171588	0	100.00	0.00
	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
Public - Non Institutions	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 appoir by rotationand being	Ordinary(3) To appoint a Director in place of Mr. JyotiprasadChiripal (DIN: 00155695), who retires by rotationand being eligible, offers himself for reappointmentas a Director	otiprasadChiripal (DI opointmentas a Direc	V: 00155695), wh :tor	o retires	
Whether promoter/ promoter group are interested in the agenda/resolution?	re interested in		NO					
		No. of	No. of	% of Votes	No. of	No. of	% of Votes in	% of Votes
Category	Mode of Voting	shares	Votes	Polled on	Votes -	Votes -	favour on	against on
an and an a		held	Polled	outstanding	in Favour	Against	Polled	Polled
		1	2	(3)={(2)/(1)}*100	4	л	(6)={(4)/(2)}*100	(7)={(5)/(2)}*100
	E-Voting		29736470	98.02	29736470	0	100.00	0.00
	Poll	5 <u>5</u>	0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
Promoter and Promoter Group	Total	30336470	29736470	98.02	29736470	0	100.00	0.00
	E-Voting		171588	4.38	92491	79097	53.90	46.10
	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	3916194	171588	4.38	92491	79097	53.90	46.10
	E-Voting		1982671	14.37	1982329	342	99.98	0.02
	Poll		2629	0.02	2619	10	99.62	0.38
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
Public - Non Institutions	Total	13796392	1985300	14.39	1984948	352	99.98	0.02
Total		48049056	31893358	66.38	31813909	79449	99.75	0.25

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Public - Institutions Postal E Public - Non Institutions Postal B						Π	Doctol				Promoter and Promoter Group	Γ							Category		the agenda/resolution?	Whether promoter/ promoter group are interested in	Resolution required: (Ordinary/Special)		Total	Public - Non Institutions				Public - Institutions				Promoter and Promoter Group	2					Category		the agenda/resolution?	Whether promoter/ promoter group are interested in		Resolution required: (Ordinary/Special)
Total	-	anor (II Applicable)	Postal Ballot (If Applicable)	Poll	E-Voting	Total	rustal ballot (If Applicable)		Poll	E-Voting	Total	Postal Ballot (If Applicable)	Poll	E-Voting				INIDUE OF VOTING				5			Iotal	rustal Ballot (IT Applicable)	POIL	E-Voting	Iotal	Fostal ballot (IT Applicable)	POI	E-Voting	Iotal	Postal Ballot (If Applicable)	POI	L-AOUIR	E-Vinting			Mode of Voting			ed in		
	13796392					3916194				0110000	30336470				1			held	shares	No of				48049056	13796392				3916194			1	30336470				F		held	shares	No. of				
2400000	1985281	0	0197	T 1070CT	1982671	171588	0	0	88CT/T	474 500	070726700	0	0	29736470	2		Polled	Polled	No. of	No of	YES	Special (5) To approve		31893358	1985300	0	2629	1982671	171588	0	0	171588	29736470	0	0	29736470	2		Polled	Votes	No. of	ð		Ordinary(4) To appoint	
	14.39	0.00	0.02	14.3/	14 37	85.7	0.00	0.00	4.38	98.02	0.00	0.00	0 00	98.02	(3)={(2)/(1)}*100	Shares	outstanding	Polled on	% of Votes	~ ~ ~		Special (5) To approve the entering into by the Company intoRelated Party Transactions		66.38	14.39	0.00	0.02	14.37	4.38	0.00	0.00	4.38	98.02	0.00	0.00	98.02	(3)={(2)/(1)}*100	Shares	outstanding	Polled on	% of Votes		NO	Ordinary(4) To appoint a Director in place of Mr. PrakashkumarSharma (DIN: 06639254), who retires	
CC / HOCT	100/700	0	2600	1982155	16476			0	92491	29736470	•		01406163	20726770	4		in Favour	Votes -	No. of			npany intoRelated Pau		31813914	1984953	0	2624	1982320	97491	0	0	92491	29736470			29736470	4		in Favour	Votes -	No. of		reappointment as a Director	PrakashkumarSharm	
970		5	10	516	79097	6		-	79097	0	0	c		5 0	n		Against	Votes -	No. of			ty Transactions	10111	79444	347		5 J42	15051	70007		1.001	79097					5	16 miles	Against	Votes -	No. of		rector	a (DIN: 06639254	
99.97	0.00	20:02	99 67	99.97	53.90	0.00	0.00	000	53 90	100.00	0.00	0.00	100.00	(¤)={(4)/(2)}*100		Polled	votes	favour on	% of Votes in				27.75	33.30	0.00	19.66	99.98	53.90	0.00	0.00	UE.CC	00.001	0.00	0.00	DO'DOT	OU 001	(6)=((4)/(2))*100	Polled	Tavour on		% of Votos in			), who retires	
0.03	0.00	0.38	0.00	50.0	46.10	0.00	0.00	40. LU	0.00	0 00	0.00	0.00	0.00	(7)={(5)/(2)}*100	Polled	works	Votec	against on	% of Votes				0.25	0.02	0.00	0.19	0.02	46.10	0.00	0.00	46.10	0.00	0.00	0.00	0.00	001.4{{7}/{c}}={//		votes	against on	% of Votes					

Resolution required: (Ordinary/Special)			Special (6) To ratify th 2019	Special (6) To ratify the remuneration of Cost Auditors for thefinancial year ending 31st march, 2019	rs for thefinancial ye	ar ending 31st M	Harch,	
Whether promoter/ promoter group are interested in	e interested in		NO					
the agenda/resolution?					N	No of	% of Votes in	% of Votes
		No. of	No. of	% or votes	Votes -	Votes -	favour on	against on
Category	Mode of Voting	snares	Pollod	outstanding	in Favour	Against	votes	votes
-ureBoil		neid	Polled	Charas			Polled	Polled
			J	(3)={(1)}*100	4	ъ	(6)={(4)/(2)}*100	(7)={(5)/(2)}*100
		ŀ	7	00 00	29736470	0	100.00	0.00
	E-Voting		01400167	0.00	0	0	0.00	0.00
	Poll			0.00	-	0	0.00	0.00
	Postal Ballot (If Applicable)		c	0.00	OFFICE	5	100 00	0.00
Promoter and Promoter Group	Total	30336470	29736470	98.02	0/400/67		100 00	0.00
	E-Voting		171588	4.38	1/1588		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	00.001	00.0
	E-Voting		1982671	14.37	1982329	342	99.98	0.02
			2615	0.02	2610	л	99.81	0.19
	POI		0.010	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		1005300	1/ 30	1984939	347	99.98	0.02
Public - Non Institutions	Total	13/90392	0020001	86 33 2001	31892997	347	100.00	0.00



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

**Company Secretaries** 

Date: 1st October, 2018

To, NANDAN DENIM LIMITED CIN: L51909GJ1994PLC022719 SURVEY NO 198/1 203/2 SAIJPUR GOPALPUR PIRANA ROAD, PIPLEJ 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, 4<sup>th</sup> 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 13<sup>th</sup> 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 24<sup>th</sup> Annual General Meeting (AGM), on the resolutions contained in the Notice dated August 13, 2018 of the AGM of the Company, held on Saturday, 29<sup>th</sup> 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, 22<sup>nd</sup> September, 2018) were entitled to vote on the resolutions as contained in the Notice of the 24<sup>th</sup> 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 24<sup>th</sup> 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 24<sup>th</sup> AGM.



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B-301, Safal Pegaus, Opp. Shell Petrol Pump, Praladnagar, Ahmedabad-380015. (Gujarat, India) Contact : +91 7434852508, +91-79- 66172121, Alt. Email : csteam@keyurjshah.com, csteam.kisa@gmail.com

### **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.

		Votes i	n favour of the	Resolution	Vo	tes agains Resolutio		Inval	id Votes
Voting Method	Total Valid 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.

		Votes in	n favour of the I	Resolution	Vo	tes agains Resolutio		Inval	id Votes
Voting Method	Total Valid 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

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\*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.

		Votes i	n favour of the l	Resolution	Vo	tes agains Resolutio		Inva	lid Votes
Voting Method	Total Valid 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.

		Votes i	n favour of the l	Resolution	Vo	tes agains Resolutio		Inva	lid Votes
Voting Method	Total Valid 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

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\*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.

		Votes in	n favour of the	Resolution	Vo	tes agains Resolutio		Inv	valid Votes
Voting Method	Total Valid 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.

		Votes i	n favour of the	Resolution	Vo	tes agains Resolutio		Inva	lid Votes
Voting Method	Total Valid 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



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\*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,

Keyur J. Shah Practicing Company Secretary

Place: AhmedabadDate: October 1, 2018