

Jay D. Khatnani
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J. D. KHATNANI & ASSOCIATES
Practicing Company Secretary

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Ahmedabad - 380014, Gujarat, India.

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SECRETARIAL COMPLIANCE REPORT OF NANDAN DENIM LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

[Pursuant to Regulation 24A read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

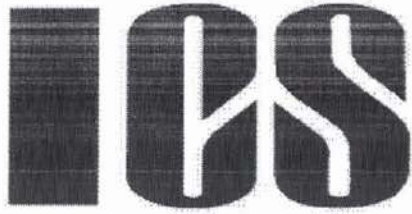
I Jaykumar D. Khatnani have examined:

- (a) all the documents and records made available to us and explanation provided by **NANDAN DENIM LIMITED** (CIN: L51909GJ1994PLC022719) ("the listed entity");
- (b) the filings / submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity; and
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the Financial year ended **March 31, 2025** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");





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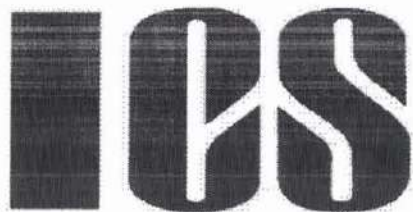
The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable for the year under report)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable for the year under report)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable for the year under report)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable for the year under report)**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
- (i) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993
- (j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not Applicable for the year under report)**

and circulars/ guidelines issued thereunder;

and based on the Above Examination, I/We hereby report that, during the review period; I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:





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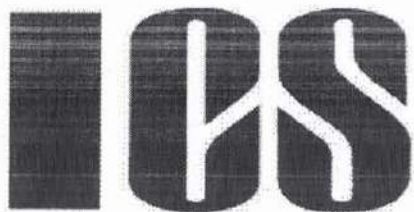
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- (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, **except** in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action Advisory / Clarification / Fine / Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements)	21	There was a Gap of 225 Days between two Consecutive	Securities Exchange Board of India (SEBI)	Warning Letter	There was a Gap of 225 Days between two Consecutive	NIL	There was a Gap of 225 Days between two Consecutive Meetings	The said non-compliance was happened due to resignation	As Warning Letter is being Issued by the Respective





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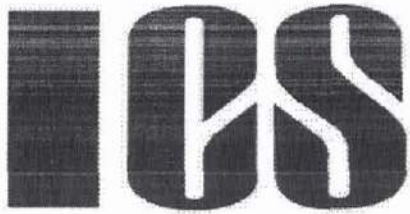
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nts) Regulations , 2015		ve Meetings is not in line with Provision s of Regulatio ns 21(3C) of the SEBI (LODR), 2015		ve Meetings is not in line with Provision s of Regulatio ns 21(3C) of the SEBI (LODR), 2015		is not in line with Provisions of Regulation s 21(3C) of the SEBI (LODR), 2015	n of Company Secretary and Complianc e Officer of the Company, the Risk Managem ent Committe e meeting could not have been conducted within due time mentioned in Regulation	e Departme nt, Company and its Board of Directors should take note in the meeting to avoid such non Complan ce further in Future.
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									21 (3C) of the SEBI (LODR) Regulation s, 2015 at that time.	
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulation s/ circulars / guidelines including specific clause)	Regulation / Circular No.	Deviation s	Action Taken by	Type of Action Advisory / Clarification / Fine / Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
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NO OBSERVATIONS IN PREVIOUS REPORTS






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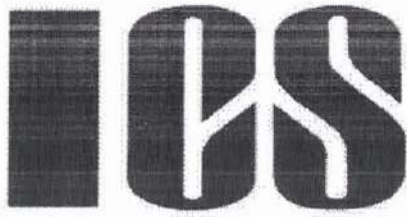
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I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	
2	Adoption and timely updating of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities;All the policies are in conformity with SEBI Regulations;and have been reviewed & updated on time, as per the regulations / circulars / guidelines issued by SEBI.	YES YES YES	



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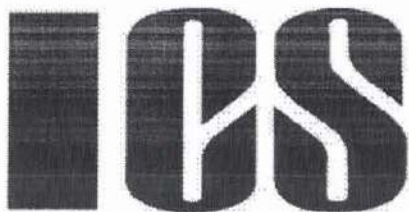
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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
3	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional website;Timely dissemination of the documents / information under a separate section on the website;Web-links provided in annual corporate governance;reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website.	YES YES YES YES	
4	Disqualification of Director: *None of the Director(s) of the Company is / are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity. *(As per MCA Records as on March 31, 2024)	YES	
5	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (c) Disclosure requirement of material as well as other subsidiaries	NA NA	The Listed Entity does not have any material subsidiary / Wholly owned subsidiary.





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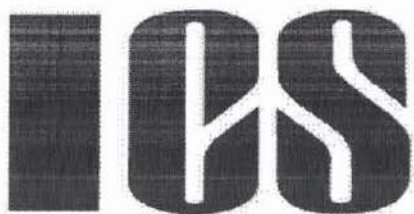
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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee, in case no prior approval has been obtained.	YES YES	





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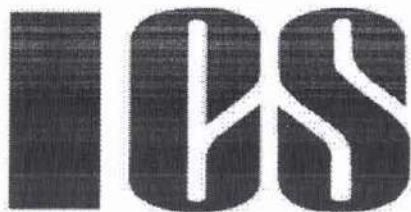
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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars / guidelines issued thereunder (or)	YES	





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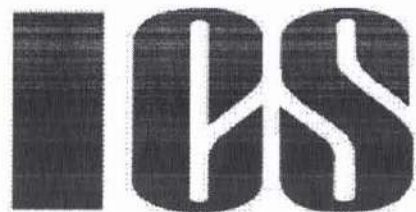
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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
	The Actions taken against the Listed Entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the Last Column		
12	Resignation of Statutory auditors from the listed Entity or its material subsidiaries: In Case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/ or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of Chapter V of the Master Circular on Compliance with the provisions of the LODR Regulations by listed entities.	YES	
13	Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation / circular / guidance note etc.	YES	





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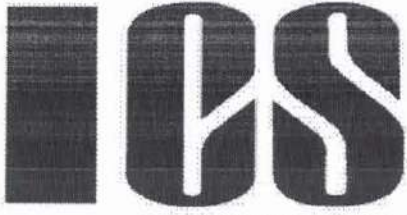
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Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.





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Place: Ahmedabad

Date: May 22, 2025

UDIN: A050727G000403706



For J D KHATNANI & ASSOCIATES
Practicing Company Secretary

Jaykumar D. Khatnani
(Proprietor)

(ACS: 50727, COP: 18421)

Peer Review No.1246/2021

Firm Reg. No.: S2018GJ620700