

KEYUR I. SHAH & ASSOCIATES COMPANY SECRETARIES

INSOLVENCY PROFESSIONAL | REGISTERED VALUER

Consolidated Scrutinizers' Report [Pursuant to Section 108 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration Rules), 2014]

To.

Date: 01st October, 2021

Nandan Denim Limited CIN: L51909GI1994PLC022719 Survey No. 198/1, 203/2 Salipur, Gopalpur, Pirana Road, Piplej, Ahmedabad, Gujarat -382405

Subject: Consolidated Scrutinizers' Report on Remote e-voting and e-voting at the Annual General Meeting of shareholders, pursuant to Section 108 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

1. Keyur I. Shah, Practicing Company Secretary and proprietor of M/s Keyur I. Shah & Associates, Company Secretaries, having address at 1007, Sun Avenue One, Near Shreyas Foundation, Manekbaug Society, Ambawadi, Ahmedabad, Gujarat - 380015, was appointed as scrutinizer by the Board of Directors of NANDAN DENIM LIMITED ("the Company") at their meeting held on 14th August, 2021 for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the resolutions contained in the notice dated 14th August, 2021 ("Notice") issued in accordance with General Circular No. 14/2020, 17/2020 and 02/2021 dated 08th April, 2\$20, 13th April, 2020 and 13th January, 2021 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling the 27th Annual General Meeting of its members ("the Meeting"/ "AGM") through VC/OAVM. The AGM was convened on Thursday, 30th September, 2021 at 03:05 p.m. IST through VC/OAVM.

The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:

- (i) process of remote e-voting, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
- (ii) process of e-voting, during the AGM, using an electronic voting system ("e-voting").

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.









My responsibility as a scrutinizer for the e-voting process (i.e. remote e-voting and e-voting) is restricted to furnish a Consolidated Scrutinizer's Report of the votes cast "in favour" "against" or remain "abstain/invalid", if any, on the resolutions contained in the Notice of 27th AGM of the Company, based on the reports generated from the e-voting system provided by CDSL e-Voting System. The Company has made arrangements with CDSL e-Voting System for providing a system of voting by the Members electronically.

The Equity Shareholders of the Company as on the "cut-off" date, (i.e. Thursday, 23rd September, 2021) as set out in the Notice of the 27th Annual General Meeting dated 30th September, 2021 were entitled to vote on the resolutions (item nos. 1 to 6 as set out in the Notice calling AGM) and their voting rights were in proportion to their share in the paid-up equity share capital of the company as on the cut-off date.

E-VOTING PROCESS:

- 1. The remote e-voting period remained open from Sunday, 26th September, 2021 (9:00 a,m. IST) to Wednesday, 29th September, 2021 (5:00 p.m. IST) on designated website of CDSL e-Voting System (www.evotingindia.com).
- ii. The interim voting results were unblocked on Thursday, 30th September, 2021 at 03:35 P.M. and was witnessed by two witnesses, who are not in the employment of the Company.

E-VOTING PROCESS AT THE AGM:

- i. The e-voting facility during the AGM remained open on designated website of CDSL e-Voting System (www.evotingindia.com) from commencement of AGM on Thursday, 30th September, 2021 at 03.05 p.m. till 15 minutes from the conclusion of AGM i.e. till 03.35 p.m., after the conclusion of AGM.
- ii. The e-votes cast were blocked on Thursday, 30th September, 2021 at 03.35 p.m. after 15 minutes from the conclusion of the AGM.
- iii. Thereafter, the details containing, *inter alia*, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the designated website of CDSL e-Voting System (www.evotingindia.com).





I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and the e-voting at AGM, based on the reports generated by CDSL e-Voting System and relied upon by me as under:

ORDINARY BUSINESSES:

Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the Standalone Audited Financial Statement of for the Financial Year ended on 31st March, 2021 together with Report of the Board of Directors and Auditors thereon.

Voting Method	Total Votes	Votes in favour of the Resolution			V•	tes again: Resolutio	Invalid Votes		
		No. of Fol ios	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 Fol ios	Total numbe rof votes cast by them
Remote E-Voting	34003691	91	34003451	99.999%	2	240	0.001%	***************************************	***
E-voting at AGM	one of the state o	en e		American and their dynamic types of the particles of the type of the particles of	and a men an ann an an airste fearann airste feanachtachta Th	Antidoria mente de per ameningo o van en regione de la litera della de la litera de	eriogramatimo de propue de const ención en entre en entre esta constituidad de constituidad d	gar	ender error kanst error friffen var friffen er region og politiker 1960
Total	34003691	91	340•3451	99.999%	2	240	0.001%	**	ayan neriya yeriyerda kalenaa soo, yaayya aya

Resolution No. 2: Ordinary Resolution

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

Voting Method	Total Votes*	Votes in favour of the Resolution			\	otes agair Resolut	Invalid Votes		
		No. of Fol ios	No. of Shares	% of number of valid votes cast	No. of Fol ios	No. of Shares	% of total number of valid votes cast	No. of Foli os	Total number of votes cast by them
Remote E-Voting	34003651	88	31654799	99.999%	3	390	0.001%	1	2348462
E-voting at AGM	and the second s	*	. W	*	pa.	ga-	en	***	Md.
Total	34003651	88	31654799	99.999%	3	390	0.001%	1	2348462

*Total votes cast through remote e-voting were 3,40,03,651 out of which 23,48,462 votes were cast by interested party, thus such votes are invalidated and not taken into consideration, hence valid votes were 3,16,55,189.



Resolution No. 3: Ordinary Resolution

To appoint Mr. Shaktidan Jayendrasingh Gadhavi (DIN: 09004587) as Director of the Company.

Voting Method	Total Votes	Votes in favour of the Resolution			may this year of a year of chins s a sign and be the set of the se	otes again Resoluti	Invalid Votes		
		No. of Fol ios	No. of Shares	% of total number of valid votes cast	No. of Foli os	No. of Shares	% of total number of valid votes cast	No. of Foli os	Total numbe r of votes cast by them
Remote E-Voting	34003651	89	34002412	99,996%	. 3	1239	0.004%	***	ige
E-voting at AGM	Marie and Marie and American State of the Control o			angelegen (egen fan en en en egen egente en	eleg		William Control of the Control of th		
Total	34003651	89	34002412	99.996%	3	1239	0.004%	-	386

Resolution No. 4: Special Resolution

To appoint Mr. Shaktidan Jayendrasingh Gadhavi (DIN: 09004587) as Whole-Time Director of the Company

Voting Method	Total Votes	Votes in favour of the Resolution			V	otes again Resoluti	Invalid Votes		
	And a factor of the factor of	No. of Fol ios	No. of Shares	% of total number of valid votes cast	No. of Foli os	No. of Shares	% of total number of valid votes cast	No. of Foli os	Total numbe r of votes cast by them
Remote E-Voting	34003641	87	33997402	99.98%	4	6239	0.02%	986	
E-voting at AGM	emmention to the first consistency of the artific on a reason about	and the second s	ana ga pangana kana matan dan dan dan kana kana kana kana kana	And the second s		des	ment of the state	The second of the second	##
Total	34003641	87	33997402	99.98%	4	6239	0.02%	e never never meterine de central éco. Una	er vedd fy'i ddiedd fagar gallan gallan y bar yw ac ar ac





Resolution No. 5: Ordinary Resolution

To ratify the remuneration of Cost Auditors for the financial year ending 31st March, 2022

Voting Method	Total Votes	Votes in favour of the Resolution			V	otes again Resoluti	Invalid Votes		
		No. of Fol ios	No. of Shares	% of total number of valid votes cast	No. of Foli os	No. of Shares	% of total number of valid votes cast	No. of Foli	Total numbe r of votes cast by them
Remote E-Voting	34003691	90	34003351	99.999%	3	340	0.001%	**	#A
E-voting at AGM	egine, er i de un independent en	e de la composition della comp	and the control with the state of the control of th	- The state of the	789	99-	94*	. 296 - 200 - 200	and the second of the second or seco
Total	34003691	90	34003351	99.999%	3	340	0.001%	44	edjevet i ingelet e ter ter ter ter ter ter en

Resolution No. 6: Special Resolution

To approve the entering of Related Party Transactions by the Company

Voting Method	Total Votes*	Votes in Favour of the Resolution			,	otes agai Resolut	Invalid Votes		
		No. of Fol ios	No. of Shares	% of total number of valid votes cast	No. of Fol ios	No. of Shares	% of total number of valid votes cast	No. of Foli os	Total number of votes cast by them
Remote E-Voting	340•3691	83	21151757	99.95%	7	10664	0.05%	3	1284127•
E-voting at AGM	- And Andrew Conference of the State of the	Secretary Secret	- The second consistency of the second consi	Anna ann ann an Anna ann an Anna ann an Anna ann an Anna Anna ann an Anna An	-	un recent agraph and and agraph of the selection gauge, etc., of the service of t	enangan tanah disamangan pengangan pengan berara ing 1999 si dagan s	190	adiput (h. Cassan) arrivanen european (h. Paringapa) Press (h. Cassanian europe 1864)
Total	34003691	83	21151757	99.95%	7	10664	0.05%	3	12841270

*Total votes cast through remote e-voting were 3,40,03,691 out of which 1,28,41,270 votes were cast by interested party, thus such votes are invalidated and not taken into consideration, hence valid votes were 2,11,62,421.



Continuation Sheet



The Register giving full particulars of all votes (casted electronically), all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same shall be handed over to the Chairman of the Company.

The Company may accordingly declare the result of E-voting, in respect of the resolutions mentioned in the notice dated 14^{th} August, 2021 issued under Section 108 of the Companies Act, 2013 and rules made there under.

Thanking you, Yours faithfully,

For, Keyur J. Shah & Associates

Keyur J. Shah

Practicing Company Secretary

Mem. Number: FCS 9559

COP. No.: 8814

UDIN: F009559C001066230

Place: Ahmedabad

Date: 01st October, 2021

Countersigned by For, Nandan Denim Limited

Chairman