

NOTICE OF POSTAL BALLOT

Dear Member(s),

Pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (as amended from time to time) ('the rules'), Secretarial Standard-2 on General Meeting (the "SS-2") issued by the Institute of Company Secretaries of India (ICSI), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and other applicable laws and regulations if any, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), Notice is hereby given that the resolutions appended to this notice is proposed to be passed by the members of **Nandan Denim Limited ("the Company")** as Ordinary/Special Resolutions by means of Postal Ballot through remote electronic voting (remote e-voting). Proposed resolution, along with explanatory statement pertaining to the said resolution, pursuant to Section 102(1) of the Companies Act, 2013 read with applicable regulations of SEBI (ICDR) Regulations, 2018, setting out the information and material facts, is appended herewith for your consideration.

In terms of the circulars issued by the Ministry of Corporate Affairs, Government of India (the "MCA") vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 08, 2021 (the "MCA Circulars") read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, issued by SEBI and in view of the continuing COVID-19 pandemic requiring social distancing, Companies were advised to take all decisions requiring members' approval, other than items of ordinary businesses or businesses where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. Further, in compliance with the said MCA Circulars, hard copy of Postal Ballot Notice, Postal Ballot Forms and pre-paid self-addressed business envelope, will not be sent to

Nandan Denim Limited
(CIN:L51909GJ1994PLC022719)

Registered Office

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

Corporate Office

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



the shareholders for this Postal Ballot. The Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e- voting system.

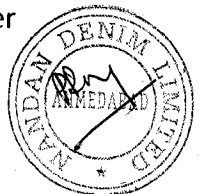
The Board of Directors of the Company now proposes to obtain the consent of the shareholders by way of Postal Ballot for the matters as considered in the Resolution appended below. Proposed resolution, along with explanatory statement pertaining to the said resolution, pursuant to Section 102(1) of the Companies Act, 2013, setting out the information and material facts, is appended herewith for your consideration.

In light of the MCA Circulars, for remote e-voting for this postal ballot, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the remote e-voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company by email through their registered email address to cs.ndl@chiripalgroup.com, providing requisite details like Name of Shareholder, PAN No., DP/Client ID, folio no. and certificate no (in case of physical shareholding). Member who does not receive the Postal Ballot Notice may send an e-mail to cs.ndl@chiripalgroup.com and obtain a copy of Postal Ballot Notice.

The Company has engaged the services of Central Depository Services (India) Limited ("the CDSL") to provide remote e-voting facility to the Members of the Company. Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through remote e-voting only. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting their votes through CDSL e-voting system.

The remote e-voting facility is available at the link: <https://www.evotingindia.com/> from Tuesday, February 15, 2022 (09:00 A.M.) and will end on Wednesday, March 16, 2022, (05:00 P.M.). Please refer to the instructions for casting votes through remote e-voting given in this Notice and the manner in which e-voting has to be carried out. Only members entitled to vote are entitled to vote through the remote e-voting facility provided the Company through CDSL e-voting system.

The Board of Directors of the Company has appointed M/s Chirag Shah and Associates, Firm of Practicing Company Secretaries as Scrutinizer, Ahmedabad (hereinafter



Page 2

Nandan Denim Limited
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referred to as the "Scrutinizer") for conducting the postal ballot through remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit the report to the Chairman after the completion of scrutiny of votes recorded through remote e-voting. The results of voting by means of remote e-voting will be announced on or before Friday, March 18, 2022, at the Registered Office of the Company and also by placing the same on the company's website - www.nandandenim.com and communicated on the same day to Stock Exchange, Registrar and Share Transfer Agent and E-voting agency.

**By order of the Board of Directors,
Nandan Denim Limited**

Sd/-

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

**Place: Ahmedabad
Date: February 10, 2022**



ITEM NO. 1:

TO APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any of the Companies Act, 2013 (the 'Act') and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of concerned Registrar of Companies, and such other approvals as may be required in this regard, the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from the present ₹100,00,00,000/- (Rupees Hundred Crores Only) divided into 10,00,00,000 (Ten Crores Only) Equity Shares of Face Value of ₹ 10/- (Rupees Ten Only) each to ₹ 150,00,00,000/- (Rupees One Hundred Fifty Crores Only) divided into 15,00,00,000 (Fifteen Crores Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each by creation of additional ₹ 50,00,00,000 (Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crore Only) equity shares of ₹ 10/- (Rupees Ten Only) each and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

"V. The Authorised Share Capital of the Company is ₹ 150,00,00,000/- (Rupees One Hundred Fifty Crores Only) divided into 15,00,00,000 (Fifteen Crores Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company."

Nandan Denim Limited
(CIN:L51909GJ1994PLC022719)



Page 4

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ITEM NO. 2:

TO CONSIDER AND APPROVE THE ISSUANCE OF BONUS SHARES:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to all other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules, circulars and notifications for the time being in force and subject to regulations/guidelines issued by the Securities and Exchange Board of India (SEBI) (as amended from time to time), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reserve Bank of India (RBI), provisions of Articles of Association of the Company and on recommendation of the Board of Directors (hereinafter referred to as 'the Board') which expression shall be deemed to include a Committee of Directors or Officer(s) of the Company duly authorised in this behalf and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent and the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, for capitalization of ₹ 96,09,81,120/- (Rupees Ninety Six Crore Nine Lakh Eighty One Thousand One Hundred and twenty Only) out of General Reserve, Free Reserves, Security Premium and Profits of the Company as per the Financial Statements of the Company as on September 30, 2021, or such other amount as may be considered necessary by the Board for the purpose of issue of 9,60,98,112 /- (Nine Crore Sixty Lakh Ninety Eight Thousand One Hundred And Twelve Only) Bonus Equity Shares of ₹ 10/- (Rupees Ten Only) each, credited as fully paid-up to the existing holders of the Equity Shares of the Company, whose names appear on the Register of Members maintained by the Company/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on record date as determined by the Board, in the proportion of 2:1 i.e.2 (Two) Bonus Equity Shares of ₹ 10/- (Rupees Ten Only) each, for every 1 (One) existing fully Paid-Up Equity Share of ₹ 10/- (Rupees Ten Only) each held by Member/ Beneficial Owner and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the Paid- Up Capital of the Company.



Page 5

Nandan Denim Limited
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RESOLVED FURTHER THAT the Bonus Equity Shares so allotted shall be subject to the Memorandum and the Articles of Association of the Company and *shall rank pari-passu* in all respects with the existing fully Paid-Up Equity Shares of the Company.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Equity Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members, held with their respective Depository Participants and in the case of Members who hold Equity Shares in physical form, the Share Certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a duly constituted Committee thereof, be and is hereby authorized to take necessary steps for listing of such Equity Shares on the Stock Exchange where the securities of the Company are listed, as per the applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company and/or a duly constituted Committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

**By order of the Board of Directors,
Nandan Denim Limited**

Sd/-

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

**Place: Ahmedabad
Date: February 10, 2022**



Page 6

Nandan Denim Limited
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Notes:

1. Pursuant to Section 102(1) and 110 of the Companies Act, 2013 and Secretarial Standard 2 on General Meeting, an Explanatory Statement setting out material facts relating to the proposed resolutions are appended to this notice.
2. In compliance with the provisions of Sections 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to all members of the Company. The Company has entered into an agreement with the CDSL for facilitating remote e-voting.
3. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Friday, February 11, 2022 by email to those members who have registered their email IDs with the Company / Depository. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on Friday, February 11, 2022. Member who does not receive the postal ballot notice may send an email to cs.ndl@chiripalgroup.com or may apply to CDSL at E-mail: helpdesk.evoting@cdslindia.com and obtain a copy of postal ballot notice. The copy of postal ballot notice may also be downloaded from website of Company at www.nandandenim.com and website of e-Voting Agency at <https://www.evotingindia.com/>
4. On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid self-addressed business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
 - a. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email cs.ndl@chiripalgroup.com
 - b. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs.ndl@chiripalgroup.com



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- c. Alternatively, shareholder/members may send a request to helpdesk.evoting@cdslindia.com for procuring user id and password for e- voting by providing above mentioned documents.
5. The Shareholders are requested to note that in terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
6. Any query/grievance may please be addressed to Ms. Purvee Roy, Company Secretary with respect to the voting by remote electronic means at: Email id: cs.ndl@chiripalgroup.com or to the CDSL at helpdesk.evoting@cdslindia.com
7. The members have to vote through remote e-voting platform only.
8. The Portal for remote E-voting will remain open for the Members for exercising their remote e-voting during Tuesday, February 15, 2022 (09:00 A.M.) and will end on Wednesday, March 16, 2022 (05:00 P.M.) (Both days inclusive). During this period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on Friday, February 11, 2022('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again. Please note that remote E-voting module shall be disabled for voting by CDSL after the last date and time.
9. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
10. The Scrutinizer's decision on the validity of the voting shall be final.
11. A copy of the Postal Ballot Notice is also available on the website of the Company viz. www.nandan denim.com and e- voting website viz. <https://www.evotingindia.com/> and at the corporate announcement section of the website of the BSE Limited and National Stock Exchange of India Limited on which the Equity Shares of the Company are currently listed.
12. The Board of Directors have appointed M/s Chirag Shah and Associates, Firm of Practicing Company Secretaries, Ahmedabad as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and to receive and scrutinize the votes received through remote e-voting platform. After completion of the scrutiny of votes received, the Scrutinizer will submit the report to the Chairman of the Company.
13. The Resolution will be taken as passed effectively on Wednesday, March 16, 2022 being last date for voting, if the result of the voting indicates that the



Page 8

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(CIN:L51909GJ1994PLC022719)

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requisite votes, as required for Resolutions, had received assent to the Resolution. The result of the voting will be declared on or before Friday, March 18, 2022 at the Registered Office of the Company. The result of the voting will also be posted on the Company's website www.nandandenim.com and communicated on the same day to stock exchanges, registrar and share transfer agent and e-voting agency.

14. Resolution approved by the members through Postal Ballots /remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.
15. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Datamatics Business Solutions Limited, Registrar and Share Transfer Agent of the Company.



Page 9

Nandan Denim Limited
(CIN:L51909GJ1994PLC022719)

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THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

CDSL e-Voting System – For Remote e-voting-Postal Ballot

- (i) The voting period begins on Tuesday, February 15, 2022 (09:00 A.M.) and will end on Wednesday, March 16, 2022 (05:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, February 11, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Page 10

Nandan Denim Limited
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Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The



Page 11

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(CIN:L51909GJ1994PLC022719)

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	<p>system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown



	on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30



(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth(DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to

Page 14

Nandan Denim Limited
(CIN:L51909GJ1994PLC022719)

Registered Office

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Ph.: +91 9879200199 Website : www.nandandenim.com Email : nandan@chiripalgroup.com

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mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **Nandan Denim Limited** on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

Page 15

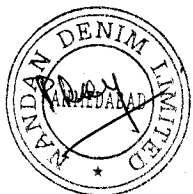
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- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs.ndl@chiripalgroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository

Page 16

Nandan Denim Limited
(CIN:L51909GJ1994PLC022719)



If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.



Page 17

Nandan Denim Limited
(CIN:L51909GJ1994PLC022719)

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ITEM NO. 1:

TO APPROVE INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION:

In order to broad base capital structure of the Company and to enable the Company to issue Bonus shares, it is proposed to increase the Authorised Share Capital of the Company from ₹100,00,00,000/- (Rupees Hundred Crores Only) divided into 10,00,00,000 (Ten Crores Only) Equity Shares of Face Value of ₹ 10/- (Rupees Ten Only) each to ₹ 150,00,00,000/- (Rupees One Hundred And Fifty Crores Only) divided into 15,00,00,000 (Fifteen Crores Only) Equity Shares of ₹ 10/- (Rupees Ten Only), by way of creation of an additional ₹50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000/- (Five Crore Only) Equity Shares of ₹ 10/- (Rupees Ten only) each, ranking *pari-passu* in all respect with existing equity shares of the Company, aggregating to ₹ 150,00,00,000/- (Rupees One Hundred And Fifty Crores Only).

As a consequence of increase of Authorized Share Capital of the Company, the existing Authorised Share Capital Clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly.

The proposed increase of Authorized Share Capital requires the approval of members of the Company in general meeting under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The Draft amended Memorandum of Association has been placed on the website of the Company - www.nandandenim.com For Members' Inspection.

The Board recommends the matter and the resolution set out under Item No. 1 of this postal ballot notice for the approval of the Members by way of passing Ordinary Resolution.

None of the Promoter(s), Director(s), Manager(s) or any Key Managerial Personnel or their relative(s) is / are, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

Page 28

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(CIN:L51909GJ1994PLC022719)



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ITEM NO. 2

TO CONSIDER AND APPROVE THE ISSUANCE OF BONUS SHARES:

The Board of Directors at its meeting held on Thursday, February 10, 2022, subject to consent of the members of the Company, approved and recommended issue of bonus equity shares in ratio of 2:1 i.e.2 (Two) Bonus Equity Shares of ₹ 10/- (Rupees Ten only) each, for every 1 (One) existing fully Paid-Up Equity Share of ₹ 10/- (Rupees Ten only) each to the shareholders, as on the record date, as may be decided by the Board of Directors after approval of Shareholders. This bonus allotment will rationalize the Paid-Up Capital of the Company with the funds employed in the Company. The fully Paid-Up Bonus Shares shall be distributed to the Members of your Company, whose names appear on the Register of Members maintained by the Company/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the Record Date as determined by the Board of Directors of the Company.

The Bonus Shares so allotted shall rank *pari-passu* in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date.

The existing Issued, Subscribed and Paid-Up Equity Share Capital pre Bonus is ₹ 48,04,90,560 (Rupees Forty Eight Crore Four Lakh Ninety Thousands Five Hundred Sixty Only) divided into 4,80,49,056 /- (Four Crore Eighty Lakh Fourty Nine Thousand Fifty Six Only) Equity Shares of ₹10 (Rupees Ten only) each.

The existing Issued, Subscribed and Paid-Up Equity Share Capital of the Company shall be increased after capitalization of ₹ 96,09,81,120 /- (Rupees Ninety Six Crore Nine Lakh Eighty One Thousand One Hundred And Twenty Only) out of General Reserve, Free Reserves Security Premium and Profits of the Company as per the Financial Statements of the Company as on September 30, 2021. The Paid-Up Equity Share Capital post Bonus Issue will be ₹ 1,44,14,71,680 /- (Rupees One Hundred Fourty Four Crore Fourteen Lakh Seventy One Thousands Six Hundred And Eighty Only) divided into 14,41,47,168 /- (Fourteen Crore Fourty One Lakh Fourty Seven Thousand One Hundred And Sixty Eight Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each.

As per the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for issuance of Bonus Shares to the members of the Company by way of passing Ordinary Resolution.



Page 19

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The Board recommends the matter and the resolution set out under Item No. 2 of this postal ballot notice for the approval of the Members by way of passing Ordinary Resolution.

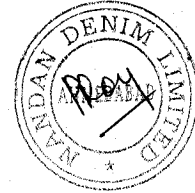
None of the Promoter(s), Director(s), Manager(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution, except to the extent of their equity shareholdings held by them in the Company.

**By order of the Board of Directors,
Nandan Denim Limited**

Sd/-

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

**Place: Ahmedabad
Date: February 10, 2022**



Page 20

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