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					
Promoters and Promoter Group:	12				
Public:	68				
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 FinancialStatement of the Company for the financial yearended 31st March, 2018 together with Report of theBoard of Directors and Auditors thereon								
Whether promoter/ promoter group are the agenda/resolution?	e interested in		NO								
Category	No. of shares held		Mode of Voting shares Vote	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)={(2)/(1)}*100	4	5	(6)={(4)/(2)}*100	(7)={(5)/(2)}*100			
	E-Voting		29736470	98.02	29736470	0	100.00	0.00			
1	Poll	1	0	0.00	0	0	0.00	0.00			
	Postal Ballot (If Applicable)	1	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	1	0	0.00	0	0	0.00	0.00			
	Postal Ballot (If Applicable)	1	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	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	31813919	79439	99.75	0.25			



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Resolution required: (Ordinary/Special)			Ordinary(2) To declar	e dividend on equity shares fo	r the financialyear er	nded 31st March,	2018				
Whether promoter/ promoter group ar	e interested in		NO								
he agenda/resolution?											
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)={(2)/(1)}*100	4	5	(6)={(4)/(2)}*100	(7)={(5)/(2)}*100			
	E-Voting		29736470	98.02	29736470	0	100.00	0.00			
Ī	Poll	1	0	0.00	0	0	0.00	0.00			
	Postal Ballot (If Applicable)	1	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	1	0	0.00	0	0	0.00	0.00			
Ī	Postal Ballot (If Applicable)	1	0	0.00	0	0	0.00	0.00			
Public - Institutions	Total	3916194	171588	4.38	171588	0	100.00	0.00			
A 1 PAGE 430 - 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	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			

lesolution required: (Ordinary/Special)				t a Director in place of Mr. Jy eligible, offers himself for rea			no retires				
hether promoter/ promoter group are agenda/resolution?	e interested in		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)={(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	92491	79097	53.90	46.10			
	Poll	1	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	0000000	48049056	31893358	66.38	31813909	79449	99.75	0.25			





Resolution required: (Ordinary/Speci	55.35		Ordinary(4) To appo	pint a Director in place of Mr.	PrakashkumarSharma	a (DIN: 06639254), who retires	
Whether promoter/ promoter group the agenda/resolution?	are interested in		NO NO	g eligible, offers himself for re	appointment as a Dir	rector		
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
	E-Voting	1	2	(3)={(2)/(1)}*100	4	5	(6)={(4)/(2)}*100	Polled
	Poll	_	29736470	98.02	29736470	0	100.00	(7)={(5)/(2)}*100
	Postal Ballot (If Applicable)	-	0	0.00	0	0	0.00	0.00
Promoter and Promoter Group	Total		0	0.00	0	0	0.00	0.00
and Fromoter Group		30336470	29736470	98.02	29736470	0	100.00	0.00
	E-Voting Poll		171588	4.38	92491	79097	53.90	0.00
			0	0.00	0	0	0.00	46.10
Public - Institutions	Postal Ballot (If Applicable)		0	0.00	0	0		0.00
Fublic - Institutions	Total	3916194	171588	4.38	92491	79097	0.00	0.00
	E-Voting		1982671	14.37	1982329	342	53.90	46.10
	Poll		2629	0.02	2624	5	99.98	0.02
Public - Non Institutions	Postal Ballot (If Applicable)		0	0.00	0	0	99.81	0.19
Total	Total	13796392	1985300	14.39	1984953		0.00	0.00
Total		48049056	31893358	66.38	31813914	347	99.98	0.02
solution and to the transfer				00.30	31813914	79444	99.75	0.25
esolution required: (Ordinary/Special) hether promoter/ promoter group ar e agenda/resolution?) re interested in		Special (5) To approve YES	the entering into by the Com	pany intoRelated Par	ty Transactions		
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	% of Votes against on votes
	12.00	1	2	(3)={(2)/(1)}*100	4	-	Polled	Polled
-	E-Voting		29736470	98.02	29736470	5	(6)={(4)/(2)}*100	(7)={(5)/(2)}*100
-	Poll		0	0.00	0	0	100.00	0.00
Promoter and Promoter Group	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
Tomoter and Fromoter Group	Total	30336470	29736470	98.02	29736470	0	0.00	0.00
	E Voting			20.02	29/304/0	0	100.00	0.00

171588

0

0

171588

1982671

2610

0

1985281

31893339

3916194

13796392

48049056



Public - Institutions

Public - Non Institutions

Total

E-Voting

Poll

Postal Ballot (If Applicable)

Total

E-Voting

Poll

Postal Ballot (If Applicable)

Total



4.38

0.00

0.00

4.38

14.37

0.02

0.00

14.39

66.38

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92491

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516

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526

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0.00

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53.90

99.97

99.62

0.00

99.97

99.75

0.00

46.10

0.00

0.00

46.10

0.03

0.38

0.00

0.03

0.25

esolution required: (Ordinary/Special)			Special (6) To ratify the 2019	e remuneration of Cost Audito	ors for thefinancial ye	ear ending 31st N	narcn,					
hether promoter/ promoter group are agenda/resolution?	interested in		NO	of at Value in the office of the other in th								
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in Favour	Votes - Against	favour on votes Polled (6)={(4)/(2)}*100	against on votes Polled (7)={(5)/(2)}*100				
		1		(3)={(2)/(1)}*100	4	5						
	5 W-W	-	29736470	98.02	29736470	0	100.00	0.00				
-	E-Voting	1	0	0.00	0	0	0.00	0.00				
-	Poll	1	0	0.00	0	0	0.00	0.00				
VV.	Postal Ballot (If Applicable)	20226470	29736470	98.02	29736470	0	100.00	0.00				
Promoter and Promoter Group	Total	30336470	171588	4.38	171588	0	100.00	0.00				
	E-Voting		0	0.00	0	0	0.00	0.00				
L	Poll	1	0	0.00	0	0	0.00	0.00				
	Postal Ballot (If Applicable)			4.38	171588	0	100.00	0.00				
Public - Institutions	Total	3916194	171588	14.37	1982329	342	99.98	0.02				
	E-Voting		1982671	0.02	2610	5	99.81	0.19				
	Poll		2615		0	0	0.00	0.00				
	Postal Ballot (If Applicable)		0	0.00	1984939	347	99.98	0.02				
Public - Non Institutions	Total	13796392	1985286	14.39		347	100.00	0.00				
Total		48049056	31893344	66.38	31892997	347	200.00					



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Keyur J. Shah & Associates

Company Secretaries

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

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, 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:

 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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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.kjsa@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	Invalid Votes		
Voting Method Remote E-Voting Poll at the	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
	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	favour of the F	Resolution	Vo	tes agains Resolutio	Invalid 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%	Ī	•
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.

		Votes i	n favour of the I	Resolution	Vo	tes agains Resolutio	Invalid 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 in favour of the Resolution			Vo	tes agains Resolutio	Invalid 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

COMPANIES SECRETARIES

*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 favour of the Resolution			Vo	tes agains Resolutio	Invalid 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	otes in favour of the Resolution			tes agains Resolutio	Invalid Votes		
Voting Method Remote E-	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% AHA	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,

Place : Ahmedabad

Date: October 1, 2018

Yours faithfully,

Keyur J. Shah

Practicing Company Secretary