

Date: 29.08.2023

To,  
Corporate Relations Department  
Bombay Stock Exchange Limited,  
2<sup>nd</sup> floor, P.J. Tower,  
Dalal Street,  
Mumbai – 400 001

To,  
Corporate Relations Department  
National Stock Exchange of India Limited  
Exchange Plaza  
Plot No. C/1, G-Block  
Bandra Kurla Complex  
Bandra (E),  
Mumbai- 400 051

**Scrip Code: 532641**

**Scrip Symbol: NDL**

Dear Sir,

**Sub: Voting Results of 29<sup>th</sup> Annual General Meeting of the Company**

We wish to inform you that the 29th Annual General Meeting (AGM) of the Company was held on August 28, 2023 at 03:00 P.M. (commenced on 03:09 P.M.) by way of Video Conferencing / Other Audio Visual Means and the business stated in the Notice of AGM dated August 4, 2023 were transacted.

In this regard, please find enclosed the following:

- 1) Voting Results of the businesses transacted at the AGM as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 2) Consolidated Report of the Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

You are kindly requested to take the same on record.

Thanking You.

Yours faithfully,

**For Nandan Denim Limited**

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**Jyotiprasad Chirpal**  
**Managing Director**  
**DIN: 00155695**

**Nandan Denim Limited**  
(CIN: L51909GJ1994PLC022719)

RESULT OF VOTING CONDUCTED THROUGH REMOTE E-VOTING AND BALLOT PAPER PURSUANT TO THE REGULATION 44 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AS AMENDED BY THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2015 FOR THE 29<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON MONDAY, AUGUST 28, 2023.

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Date of Annual General Meeting (AGM)	AUGUST 28, 2023
Cut-off Date	AUGUST 21, 2023
Total number of shareholders on cut-off date (i.e. AUGUST 21, 2023)	35503 Shareholders
No. of shareholders present in the meeting through VC	31
Promoters and Promoter Group:	9
Public	22

Annual General Meeting commenced at 03:09 PM and concluded at 03:35 PM.

Resolution/ agenda wise details of voting (including vote cast by physical ballots and e-voting processes) are as under:

**Nandan Denim Limited**  
(CIN: L51909GJ1994PLC022719)

Registered Office

Survey No. 198/1, 203/2, Sajipur-Gopalpur, Pirana Road, Piplei, Ahmedabad-382 405  
Ph.: +919879200199 Website: [www.nandandenlrn.com](http://www.nandandenlrn.com) Email: [nandan@chiripalgroup.com](mailto:nandan@chiripalgroup.com)

Corporate office

Chiripal House, Shivranjani Cross Roads, Satellite, Ahmedabad -380 015

Ph.: 079-69660000 Fax: 079-26768656

**Resolution No. 1:**

**To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2023 together with Report of the Board of Directors, Auditors thereon (Ordinary Resolution):**

Resolution required: (Ordinary/Special)						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes of Polled on out-standing shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		86515416	92.523	86515416	0	100.00	0
	Poll		0	0	0	0	0	0
	Ballot Paper		0	0	0	0	0	0
	Total	93506441	86515416	92.523	86515416	0	100.00	0
Public Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Ballot Paper		0	0	0	0	0	0
	Total	533327	0	0	0	0	0	0
Public Non-Institutions	E-Voting		2130100	4.251	2129588	512	99.976	0.024
	Poll		5	0	5	0	0	0
	Ballot Paper		0	0	0	0	0	0
	Total	50107400	2130100	4.251	2129593	512	99.976	0.024
<b>Total</b>		<b>144147168</b>	<b>88645521</b>	<b>61.497</b>	<b>88645009</b>	<b>512</b>	<b>99.999</b>	<b>0.001</b>

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Ph.: 079-69660000 Fax: 079-26768656

**Resolution No. 2:**

**To appoint a Director in place of Mr. Shaktidan Jayendrasingh Gadhavi (DIN: 09004587) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment (Ordinary Resolution):**

Resolution required: (Ordinary/Special)						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes of Polled on out-standing shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		86515416	92.523	86515416	0	100.00	0
	Poll		0	0	0	0	0	0
	Ballot Paper		0	0	0	0	0	0
	Total	93506441	86515416	92.523	86515416	0	100.00	0
Public Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Ballot Paper		0	0	0	0	0	0
	Total	533327	0	0	0	0	0	0
Public Non-Institutions	E-Voting		2130100	4.251	2128236	1864	99.912	0.088
	Poll		5	0	5	0	0	0
	Ballot Paper		0	0	0	0	0	0
	Total	50107400	2130105	4.251	2128241	1864	99.912	0.088
<b>Total</b>		<b>144147168</b>	<b>88645521</b>	<b>61.497</b>	<b>88643657</b>	<b>1864</b>	<b>99.998</b>	<b>0.002</b>

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Ph.: 079-69660000 Fax: 079-26768656

**Resolution No. 3:**

**To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2024 (Ordinary Resolution):**

Resolution required: (Ordinary/Special)						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes of Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		86515416	92.523	86515416	0	100.00	0
	Poll		0	0	0	0	0	0
	Ballot Paper		0	0	0	0	0	0
	Total	93306441	86515416	92.523	86515416	0	100.00	0
Public Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Ballot Paper		0	0	0	0	0	0
	Total	533327	0	0	0	0	0	0
Public Non-Institutions	E-Voting		2130100	4.251	2129648	452	99.979	0.021
	Poll		5	0	5	0	0	0
	Ballot Paper		0	0	0	0	0	0
	Total	50107400	2130105	4.251	2129653	452	99.979	0.021
<b>Total</b>		<b>144147168</b>	<b>88645521</b>	<b>61.497</b>	<b>88645069</b>	<b>452</b>	<b>99.999</b>	<b>0.001</b>

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**Resolution No. 4:**

**To appoint Ms. Nalini Nageswaran (DIN: 10128138) as an Independent Director of the Company (Special Resolution):**

Resolution required: (Ordinary/Special)						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes of Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	93306441	86515416	92.523	86515416	0	100.00	0
	Poll		0	0	0	0	0	0
	Ballot Paper		0	0	0	0	0	0
	Total		86515416	92.523	86515416	0	100.00	0
Public Institutions	E-Voting	533327	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Ballot Paper		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institutions	E-Voting	50107400	2130100	4.251	2127217	2883	99.865	0.135
	Poll		5	0	5	0	0	0
	Ballot Paper		0	0	0	0	0	0
	Total		2130105	4.251	2127222	2883	99.865	0.135
<b>Total</b>		<b>144147168</b>	<b>88645521</b>	<b>61.497</b>	<b>88642638</b>	<b>2883</b>	<b>99.997</b>	<b>0.003</b>

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**Resolution No. 5:**

**To approve Related Party Transactions by the Company (Ordinary Resolution):**

Resolution required: (Ordinary/Special)						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						Yes		
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes of Polled on out-standing shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	93306441	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Ballot Paper		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Institutions	E-Voting	533327	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Ballot Paper		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institutions	E-Voting	50107400	2130100	4.251	2129016	1084	99.949	0.051
	Poll		5	0	5	0	0	0
	Ballot Paper		0	0	0	0	0	0
	Total		2130105	4.251	2129021	1084	99.949	0.051
<b>Total</b>		<b>144147168</b>	<b>2130105</b>	<b>1.478</b>	<b>2129021</b>	<b>1084</b>	<b>99.949</b>	<b>0.051</b>

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

Date: 29<sup>th</sup> August, 2023

To,  
Chairman  
**Nandan Denim Limited**  
CIN: L51909GJ1994PLC022719  
Survey No. 198/1 & 203/2, Saijpur  
Gopalpur, Pirana Road, Piplej,  
Ahmedabad – 382405,  
Gujarat, India

**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,

I, **Keyur J. Shah**, Practicing Company Secretary and proprietor of M/s Keyur J. 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 04<sup>th</sup> August, 2023 for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the resolutions contained in the notice dated 04<sup>th</sup> August, 2023 ("Notice") issued in accordance with General Circular No. 14/2020, 16/2020, 22/2020, 33/2020, 39/2020, 02/2021, 02/2022 and 10/2022 dated 08<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 15<sup>th</sup> June, 2020, 28<sup>th</sup> September, 2020, 31<sup>st</sup> December, 2020, 13<sup>th</sup> January, 2021, 5<sup>th</sup> May 2022 and 28<sup>th</sup> December, 2022 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India vide their circulars dated 12<sup>th</sup> May, 2020, 15<sup>th</sup> January, 2021, 13<sup>th</sup> May 2022 and 05<sup>th</sup> (collectively referred to as "SEBI Circulars"), calling the Twenty Ninth Annual General Meeting of its Equity Shareholders ("the Meeting" / "AGM") through VC/OAVM. The AGM was convened on Monday, 28<sup>th</sup> August, 2023 at 03:00 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 20 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").





#### MANAGEMENT'S RESPONSIBILITY:

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.

#### SCRUTINIZER'S RESPONSIBILITY:

My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" by the members in respect of the resolutions contained in the Notice. My report is based on verification of data and reports generated from the voting system provided by Central Depository Services (India) Limited. ("CDSL"), the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and papers/documents furnished to me electronically till the time fixed for closing of the e-voting process i.e., till Monday, 28<sup>th</sup> August, 2023 at 03:50 P.M i.e. Fifteen minutes after the conclusion of AGM.

#### CUT-OFF DATE:

The Equity Shareholders of the Company as on the "cut-off" date, (i.e., Monday, 21<sup>st</sup> August, 2023) as set out in the Notice of 29<sup>th</sup> Annual General Meeting dated 04<sup>th</sup> August, 2023 was entitled to vote on the resolutions (item nos. 1 to 5 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.

#### REMOTE E-VOTING PROCESS:

- i. The remote e-voting period remained open from 25<sup>th</sup> August, 2023 to 27<sup>th</sup> August, 2023 on designated website of CDSL ([www.cdsindia.com](http://www.cdsindia.com)).
- ii. After the time fixed for closing of the Remote e-voting by the Company, the electronic system recording the remote e-voting (e-votes) was locked by CDSL. The votes were unblocked on Monday, 28<sup>th</sup> August, 2023 at 03:50 P.M. after Fifteen Minutes of the conclusion of AGM and was witnessed by two witnesses who are not in the employment of the Company.

#### E-VOTING PROCESS AT THE AGM:

- i. After the time fixed for closing of the e-voting by the Company, the electronic system recording the e-voting (e-votes) was locked by CDSL.
- ii. The e-votes cast were unblocked on Monday, 28<sup>th</sup> August 2023 after Fifteen Minutes of the conclusion of the AGM and was witnessed by two witnesses who are not in the employment of the Company.

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 and relied upon by me as under:-





## Continuation Sheet

### ORDINARY BUSINESSES:

#### Resolution No. 1:

To receive, consider and adopt the Standalone Audited Financial Statement of the Company for the Financial Year ended March 31, 2023 together with Report of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution:

Voting Method	Total Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Foli os	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 Folios	No. of Shares
Remote E-Voting	8,86,45,516	88	8,86,45,004	99.9995%	3	512	0.0005%	-	-
E-voting at AGM	5	1	5	0.00001%	-	-	-	-	-
<b>Total</b>	<b>8,86,45,521</b>	<b>89</b>	<b>8,86,45,009</b>	<b>99.9995%</b>	<b>3</b>	<b>512</b>	<b>0.0005%</b>	<b>-</b>	<b>-</b>

#### Resolution No. 2:

To appoint a Director in place of Mr. Shaktidan Jayendrasingh Gadhavi (DIN: 09004587) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment and in this regard pass the following Resolution as an Ordinary Resolution:

Voting Method	Total Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Foli os	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 Folios	No. of Shares
Remote E-Voting	8,86,45,516	85	8,86,43,652	99.998%	6	1,864	0.002%	-	-
E-voting at AGM	5	1	5	0.00001%	-	-	-	-	-
<b>Total</b>	<b>8,86,45,521</b>	<b>86</b>	<b>8,86,43,657</b>	<b>99.99%</b>	<b>6</b>	<b>1,864</b>	<b>0.002%</b>	<b>-</b>	<b>-</b>





**SPECIAL BUSINESSES:**

**Resolution No. 3:**

To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2024 and, in this regard, pass the following Resolution as an Ordinary Resolution:

Voting Method	Total Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Foli os	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 Folios	No. of Shares
Remote E-Voting	8,86,45,516	89	8,86,45,064	99.9994%	2	452	0.0006%	-	-
E-voting at AGM	5	1	5	0.000017.	-	-	-	-	-
<b>Total</b>	<b>8,86,45,521</b>	<b>90</b>	<b>8,86,45,069</b>	<b>99.9994%</b>	<b>2</b>	<b>452</b>	<b>0.0006%</b>	<b>-</b>	<b>-</b>

**Resolution No. 4:**

To appoint Ms. Nalini Nageswaran (DIN: 10128138) as an Independent Director of the Company. To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

Voting Method	Total Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Foli os	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 Folios	No. of Shares
Remote E-Voting	8,86,45,516	85	8,86,42,633	99.9968%	6	2,883	0.0032%	-	-
E-voting at AGM	5	1	5	0.000017.	-	-	-	-	-
<b>Total</b>	<b>8,86,45,521</b>	<b>86</b>	<b>8,86,42,638</b>	<b>99.9968%</b>	<b>6</b>	<b>2,883</b>	<b>0.0032%</b>	<b>-</b>	<b>-</b>





## Continuation Sheet

### Resolution No. 5:

To approve Related Party transactions by the Company. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

Voting Method	Total Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Foli os	No. of Shares	% of total number of valid votes cast	No. of Folio s	No. of Shares	% of total number of valid votes cast	No. of Folio s	No. of Shares
Remote E-Voting	21,30,100	74	21,29,016	99.949%	5	1,084	0.051%	-	-
E-voting at AGM	5	1	5	0.00001%	-	-	-	-	-
<b>Total</b>	<b>21,30,105</b>	<b>75</b>	<b>21,29,021</b>	<b>99.949%</b>	<b>5</b>	<b>1,084</b>	<b>0.051%</b>	<b>-</b>	<b>-</b>

Based on the foregoing, all the resolutions as stated in the Notice of the AGM of the Company are deemed to have been passed with the requisite majority on the date of the 29<sup>th</sup> Annual General Meeting i.e., Monday, 28<sup>th</sup> August, 2023.

The Register giving full particulars of all votes (casted electronically), all other papers and relevant records relating to electronic voting is being handed over to the Chairman of the Company along with this report.

The Company may accordingly declare the result of E-voting, in respect of the resolutions mentioned in the notice dated 04<sup>th</sup> August, 2023 issued under Section 108 of the Companies Act, 2013 and rules made there under.

Thanking You.  
Yours Faithfully,

For, Keyur J. Shah & Associates,  
Company Secretaries

Keyur J. Shah  
Membership No.: FCS: 9559  
COP. No.: 8814  
Peer Review Certificate No.: 1148/2021  
UDIN: F009559E000884422



Received with Acknowledgment

Chairman

Place: Ahmedabad  
Date: 29<sup>th</sup> August, 2023