

May 18, 2024

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Scrip Code: 532641

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G – Block,
BKC, Bandra (East),
Mumbai – 400 051.

Scrip Symbol: NDL

Dear Sir,

Sub.: Submission of Annual Secretarial Compliance Report for year ended March 31, 2024

In compliance of Regulation 24A of SEBI (LODR) Regulations, 2015, the Annual Secretarial Compliance Report for the year ended March 31, 2024, conducted by M/s J.D. Khatnani & Associates, Practicing Company Secretary is enclosed herewith.

Thanking You,

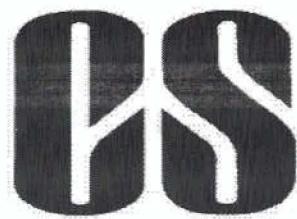
Yours sincerely,
For NANDAN DENIM LIMITED



Rinku Patel
Company Secretary and Compliance Officer
M. No.: A47703



Nandan Denim Limited
(CIN:L51909GJ1994PLC022719)



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

904, Sarap, Opp. Navjivan Press, Nr. CU Shah College, Ashram Road,
Ahmedabad - 380014, Gujarat, India.

📞 +91 90330 16638 ✉ E-mail Id : jaykhatnani@yahoo.in, jaykhatnani@gmail.com

SECRETARIAL COMPLIANCE REPORT OF NANDAN DENIM LIMITED

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

(Pursuant to Regulation 24A (2) read with SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021

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,

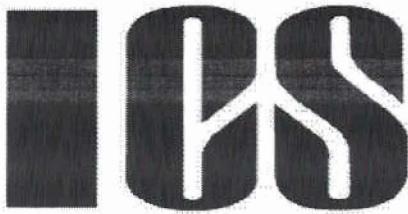
for the year ended **March 31, 2024** ("Review Period") in respect of compliance with the provisions of:

- (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");

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**)





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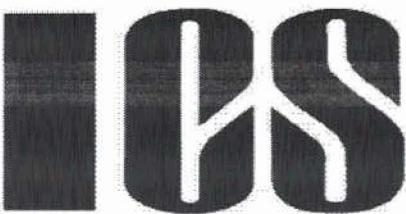
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I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

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	
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 	YES YES YES YES	



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Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations / Remarks by PCS*
	relevant document(s)/ section of the website.		
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 (b) Disclosure requirement of material as well as other subsidiaries	NA NA	The Listed Entity does not have any material subsidiary / Wholly owned subsidiary.
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,	YES YES .	





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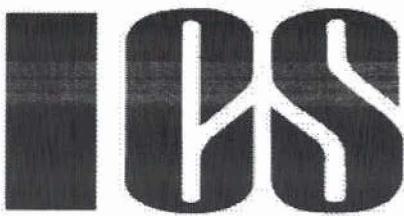
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Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations / Remarks by PCS*
	in case no prior approval has been obtained.		
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 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) The Actions taken against the Listed Entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the Last Column	YES	
12	Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation / circular / guidance note etc.	YES	

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019;





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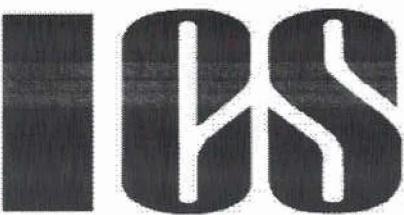
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Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations / Remarks by PCS*
1	<p>Compliances with the following conditions while appointing / re-appointing an auditor;</p> <ul style="list-style-type: none">i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review / audit report for such quarter; orii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; oriii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	There was no resignation by the Statutory Auditor in the Listed Entity, hence not applicable.





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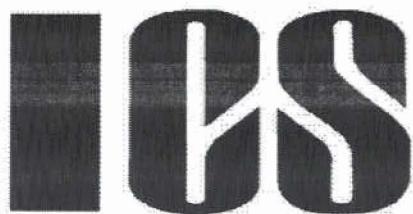
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Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations / Remarks by PCS*
2	<p>Other conditions relating to resignation of statutory auditor</p> <ul style="list-style-type: none"> i. Reporting of concerns by Auditor with respect to the listed entity / its material subsidiary to the Audit Committee: • In case of any concern with the management of the listed entity / material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. • In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not 	NA	There was no resignation by the Statutory Auditor in the Listed Entity, hence not applicable.





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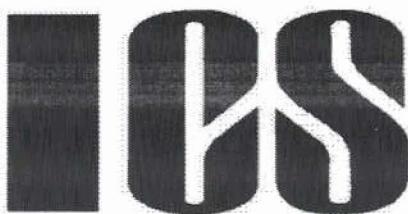
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Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations / Remarks by PCS*
	<p>provided by the management, as applicable.</p> <ul style="list-style-type: none"> The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. 	NA	
	<p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity / its material subsidiary has not provided information as required by the auditor.</p>	NA	There was no resignation by the Statutory Auditor in the Listed Entity, hence not applicable.
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/	NA	There was no resignation by the Statutory Auditor in the Listed Entity, hence not applicable.





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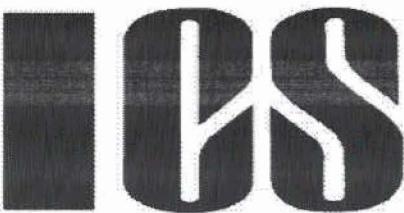
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Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations / Remarks by PCS*
	CFD/CMD1/114/2019 dated October 18, 2019.		

- (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 Action Advisory / Clarification / Fine / Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
					NA					





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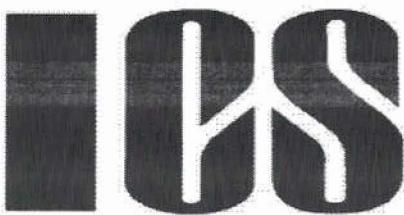
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (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.	Notice for Non-Compliance with Regulation 23(9) of SEBI (LODR) Regulations, 2015	Regulation 23(9)	Delay Submission	Penalty Imposed	Penalty Letter (Show Cause Notice)	Delay in Submission of Related Party Transaction Disclosure for the Quarter Ended as on March 31 2022.	75000	Company has paid the Penalty which is imposed by National Stock Exchange and taken on Note for future	There was no Company Secretary/ compliance officer during relevant Period to look after the Compliance.	-





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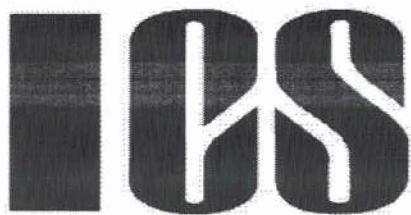
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								Compliances.		
2.	Notice for Non-Compliance with Regulation 27(2) of SEBI (LODR) Regulations,2015	Regulation 27(2)	Delay Submission	Penalty Imposed	Penalty Letter (Show Cause Notice)	Delay in Submission of Corporate Governance report Disclosure for the Quarter Ended as on September 30 2022.	14000	Company has paid the Penalty which is imposed by National Stock Exchange and taken on Note for future Compliances.	There was no Company Secretary/compliance officer during relevant Period to look after the Compliance.	-
3.	Notice for Non-Compliance with Regulation 31 of SEBI (LODR) Regulations,2015	Regulation 31	Delay Submission	Penalty Imposed	Penalty Letter (Show Cause Notice)	Delay in Submission of Quarterly Financial Results for the Quarter Ended on September 2022.	14000	Company has paid the Penalty which is imposed by National Stock Exchange and taken on Note for future	There was no Company Secretary/compliance officer during relevant Period to look after the Compliance.	-





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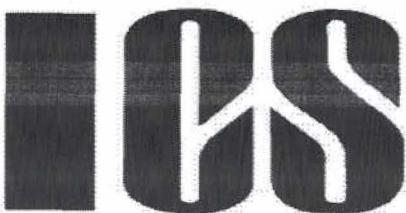
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								Compliances.		
4.	Notice for Non-Compliance with Regulation 23(9) of SEBI (LODR) Regulations, 2015	Regulation 23(9)	Delay Submission	Penalty Imposed	Penalty Letter (Show Cause Notice)	Delay in Submission of Related Party Transaction Disclosure for the Quarter Ended as on March 31 2022.	70000	Company has paid the Penalty which is imposed by Bombay Stock Exchange and also taken on Note for future Compliances.	There was no Company Secretary/compliance officer during relevant Period to look after the Compliance.	-
5.	Notice for Non-Compliance with Regulation 27(2) of SEBI (LODR) Regulations, 2015	Regulation 27(2)	Delay Submission	Penalty Imposed	Penalty Letter (Show Cause Notice)	Delay in Submission of Corporate Governance Results for the Quarter Ended on September	14000	Company has paid the Penalty which is imposed by Bombay Stock Exchange and taken on Note for	There was no Company Secretary/compliance officer during relevant Period to look after the Compliance.	-





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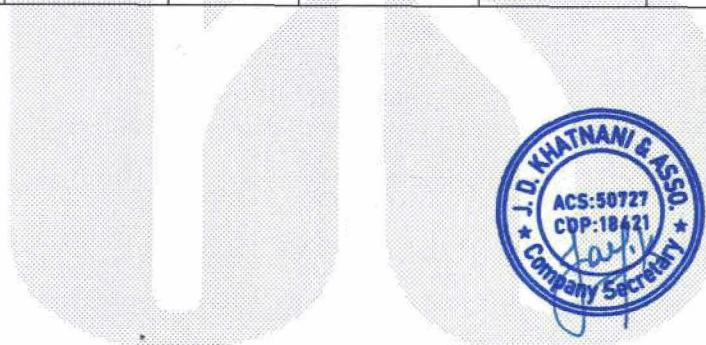
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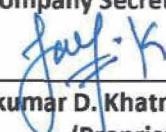
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						2022.		future Compliances.		
6.	Notice for Non-Compliance with Regulation 31 of SEBI (LODR) Regulations,2015	Regulation 31	Delay Submission	Penalty Imposed	Penalty Letter (Show Cause Notice)	Delay in Submission of Quarterly Financial Results for the Quarter Ended on September 2022.	14000	Company has paid the Penalty which is imposed by Bombay Stock Exchange and taken on Note for future Compliances.	There was no Company Secretary/compliance officer during relevant Period to look after the Compliance.	-

Place: Ahmedabad
Date: May 17, 2024
UDIN: A050727F000391177



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