



NANDAN DENIM LIMITED
(formerly known as Nandan Exim Limited)
CIN: L51909GJ1994PLC022719

Registered Office: Survey No. 198/1 203/2, Saijpur-Gopalpur, Pirana Road, Piplej, Ahmedabad - 382405
Corporate Office: Chiripal House, Nr. Shivrangani Cross Roads, Satellite, Ahmedabad – 380015
Tel.: 079-26734660/2/3 Website: www.nandandenim.com, Email: cs.ndl@chiripalgroup.com

NOTICE OF POSTAL BALLOT TO THE EQUITY SHAREHOLDERS
(NOTICE ISSUED TO MEMBERS IN ACCORDANCE WITH PROVISIONS OF SECTION 110 OF THE COMPANIES ACT, 2013)

Dear Member(s),

Notice is hereby given, in accordance with the provisions of Section 110 of the Companies Act, 2013 as amended (the “Act”) read with Rule 22 of Companies (Management and Administration) Rules, 2014 that the resolutions set out below for issue of securities on preferential basis to Promoter and/or Non-Promoter Group are proposed to be passed by way of special resolutions through postal ballot:

1. In order to permit the Company to issue and allot convertible warrants on preferential basis, it is necessary to pass special resolution of Sec. 42 and 62(1)(c) and Rules made there under, if any, of the Companies Act, 2013. Necessary resolution is therefore proposed to the shareholders for their approval.

The Company is desirous of seeking your consent for the aforesaid proposals as contained in the resolution appended below. An explanatory statement pursuant to Section 102 of the Act pertaining to the resolution setting out all material facts and the reasons for the proposals appended hereto, along with the postal ballot form is enclosed for your consideration.

The Board of Directors have appointed Mr. Ravi Kapoor, Proprietor of M/s. Ravi Kapoor & Associates and Practicing Company Secretary to act as the scrutinizer for conducting the postal ballot process, in a fair and transparent manner.

For members opting for e-voting: In compliance with clause 35B of the listing agreement and the applicable provisions of the Companies Act, 2013 read with the rules made thereunder, the Company is pleased to provide e-voting facility as an alternate to all its members to enable them to casting their votes electronically instead of physical postal ballot form on all resolutions set forth in the postal ballot notice. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this notice. E-voting facility will be open till the close of working hours (6.00 p.m.) on 28th March, 2015.

You are requested to read the instructions printed on the postal ballot form carefully and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the scrutinizer on or before the close of working hours (6.00 p.m.) on 28th March, 2015. Please note that any postal ballot form(s) received after the closing hours of the said date will be treated as not having been received. No other form or photocopy thereof is permitted. Therefore, the equity shareholders have two options of voting i.e. by e-voting or through postal ballot form. Kindly note that while exercising their vote, the equity shareholders can opt for only one of the two modes of voting. However, in case Members cast their vote by Physical Ballot and e-Voting, then voting done through e-voting shall prevail and voting done by postal ballot will be treated as invalid.

The scrutinizer will submit his report to the Chairman or in his absence to the Managing Director authorized by him, after completion of the scrutiny of postal ballot forms in a fair and transparent manner. The results of the postal ballot will be announced on 31st March, 2015 at 2.00 p.m. and will be displayed at the registered office as well as the corporate office of the Company and communicated to BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) where the equity shares of the Company are listed. The results of the postal ballot will also be displayed on the Company’s website: www.nandandenim.com and on the website of CDSL within 2 days of passing of the resolutions. The date of declaration of the results will be treated as the date of passing of the above resolutions.

RESOLUTIONS FOR POSTAL BALLOT
(Pursuant to section 110 of the Companies Act, 2013)

Item no. 1: To create, offer, issue and allot up to 80,00,000 warrants convertible into equity shares on preferential basis.

To consider, and if deemed fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“**RESOLVED THAT** subject to the provisions of Section 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification or re-enactment thereof for the time being in force and hereinafter collectively referred as “Act”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “SEBI ICDR Regulations”) as amended and any other guidelines and clarifications issued by the Securities and Exchange Board of India as also by any other statutory/regulatory authorities, the Listing Agreement entered into between the Company and BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) and in accordance with the provisions of the Articles of Association of the Company, and the Foreign Exchange Management Act, 1999 (the “FEMA”), and any other rules, regulations notified under FEMA and circulars issued under FEMA and subject to all necessary statutory or regulatory approvals, consents, permissions and / or sanctions as may be deemed necessary including without limitation approvals from the Government of India, Foreign Investment Promotion Board (FIPB), Reserve Bank of India (RBI) and subject to all such other approvals, permissions, consents and sanctions of any authorities, as may be necessary, and all other relevant third party consents and approvals as may be required and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents and sanctions which may be agreed to by the Board of Directors, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to

NANDAN DENIM LIMITED

include duly authorized committee thereof constituted to exercise the powers conferred on the Board by this resolution) to create, offer, issue and allot from time to time in one or more tranches, upto 80,00,000 (Eighty Lacs Only) warrants of the Company in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion to the following allottees, provided that each such warrant shall entitle to the holder(s) thereof to subscribe for and be allotted one equity share of face value of ₹ 10/- of the Company ("Equity Share") at a minimum exercise price of ₹ 80/- (including premium of ₹ 70/-, which such premium amount could be revised upward if the price worked out on the basis of ICDR guidelines on the Relevant Date is more than ₹ 80/-) per equity share or such higher price as may be arrived at in accordance with the ICDR Regulations ("Issue Price").

Sr. No.	Name of the proposed Allottees	No. of equity shares to be allotted	Category	Allottee is: QIB / MF / FI / Trust / Banks
1.	Chiripal Industries Limited	21,00,000	Promoter	Company
2.	Devkinandan Corporation LLP	29,00,000	Promoter	Limited Liability Partnership
3.	Merit Credit Corporation Limited	10,00,000	Resident Body Corporate	Company
4.	Rameswar Retailers Private Limited	10,00,000	Resident Body Corporate	Company
5.	LGO Global Opportunities Limited	10,00,000	Foreign Institutional Investor	FII

RESOLVED FURTHER THAT the issue and allotment of the warrants to the above referred entity (the "Allottee(s)") shall be on the following terms and conditions:

- the Relevant Date for the preferential issue, as per the SEBI (ICDR) Regulations, as amended from time to time, for the determination of price for the issue of the above mentioned warrants shall be 27th February, 2015, being the date 30 days prior to the date of declaration of result of Postal Ballot (i.e. 31st March, 2015 at 2.00 p.m.).
- The warrants by itself do not give to the warrants holder any rights of the shareholders of the Company.
- the warrants shall be convertible into equity shares, in one or more tranches, within a period of 18 months from the date of their allotment;
- The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised as per above clause (iii), the amount paid under this clause (iv) shall be forfeited by the Company.
- the number of shares that each warrant converts into and the price per share upon conversion of the warrants, shall be appropriately adjusted for the corporate actions such as bonus issues, rights issues, stock split or any capital or corporate restructuring.
- The allotment of warrants, allotment of equity shares pursuant to conversion of warrants, conditions of payment of consideration and other terms and conditions thereof shall be subject to any statutory amendment and modification, notification, rules, regulations under any applicable law as the case may be for the time being in force.

RESOLVED FURTHER THAT:

- the requisite number of equity shares against the warrants to be so allotted in favour of the Allottee(s) as aforesaid, be issued in favour of Allottee(s) upon receipt of the balance 75% of the conversion price from such Allottee(s), at the time of allotment of equity shares pursuant to exercise of option against each such warrant by the warrant holder;
- the consideration price of the warrants, if paid in cash, shall be received from respective allottee's banks accounts;
- the equity shares allotted pursuant to the conversion of the warrants shall rank *pari passu* with the then existing equity shares of the Company, from the date of their allotment. Such new equity shares when issued and allotted as aforesaid shall also be entitled for dividend as per the regulations/ notifications/ clarifications issued by SEBI in this regard;
- the Equity shares to be issued and allotted on conversion of the warrants shall be listed and traded on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- the equity shares allotted pursuant to exercise of options attached to the warrants issued on preferential basis to such persons, shall remain locked in as per the provisions of SEBI (ICDR) Regulations viz. for a period of three years for Promoter and Promoter Group and one year for Non Promoter Group, from the date of their trading approval (the date of trading approval shall mean the latest date when trading approval has been granted by recognized stock exchanges viz. BSE and NSE);
- the Board be and is hereby authorized to accept any modification(s) to or to modify the terms of issue of the warrants or equity shares on conversion thereof, subject to the provisions of the Act and SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things and to take all such steps and give all such directions as the Board may consider necessary, expedient or desirable, including without limitation, to prescribe the forms of application, allotment and by way of further calls, if any, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any question or difficulty that may arise with regard to the issue and allotment of warrants and the shares proposed to be allotted pursuant to the conversion thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any Director or Directors or to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolution."

By Order of the Board
For **Nandan Denim Limited**

Vedprakash Chiripal
Director
DIN: 00290454

Place : Ahmedabad
Date : 3rd February, 2015

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT**

[PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013]

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the Item No. 1 of the accompanying Notice dated 3rd February, 2015.

The growing business of your Company would require infusion of additional funds. In view of the same, the Board of Directors at their meeting held on 3rd February, 2015 considered it appropriate that more capital be infused in the Company to add more credibility to the Business.

Your Company thinks that one way of achieving this would be through the preferential allotment of warrants convertible into equity shares, to the Promoter Group and/ or Non Promoter Group. Further, the Board believes that the proposed preferential allotment would allow the Company to raise additional capital as against the alternative of raising additional capital by way of debt financing, which would entail significant interest costs.

Accordingly, it is proposed to offer to the Persons belonging to Promoter and / or Non- Promoter Group, 80,00,000 (Eighty Lacs) fully Convertible warrants, each of which would, entitle them to acquire an equivalent number of equity shares of face value ₹ 10/- (Rupees Ten only) each at a minimum conversion price of ₹ 80/- (Rupees Eighty only) per equity share as determined in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the "SEBI ICDR Regulations"). While Company has calculated indicative price based on the ICDR Regulations (which is less than ₹ 80/-) the final price would be worked out on the Relevant Date and said price of ₹ 80/- would be revised upward if the price of conversion works out to more than ₹ 80/- based on the price worked out under ICDR Regulations on the Relevant Date.

Pursuant to provisions of Section 62(1)(c) of Companies Act, 2013, any preferential allotment of securities needs to be approved by the shareholders by way of Special Resolution. The Listing Agreements executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all securities for subscription pro- rata to the shareholders unless the shareholders in a general meeting decide otherwise. The proposed issue of warrants is in accordance with the provisions of SEBI (ICDR) Regulations and other applicable regulations. In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid SEBI (ICDR) Regulations, the relevant disclosures / details are given below:

i. The Objects of the issue through preferential offer:

The proceeds will be utilized for any one or in combination with any one or more of the purposes viz. to raise funds for undertaking the expansion project; to augment the net worth and the capital base of the Company required for its business growth; to meet the long term working capital requirement of the Company; to improve the capital structure of the Company; general corporate purposes.

ii. The intention of the Promoters/Directors/key management persons of the issuer to subscribe to the offer:

The issue would be subscribed by both Promoters and Non-Promoters. None of the Key Managerial Personnel (KMP) would subscribed to the offer

iii. Relevant Date:

The Relevant Date for the preferential issue, as per the SEBI (ICDR) Regulations, as amended from time to time, for the determination of price for the issue of the above mentioned Warrants is fixed as 27th February, 2015, being the date 30 days prior to the date of declaration of result of postal ballot (i.e. 31st March, 2015 at 2.00 p.m.). As per the provisions of the Companies Act, 2013, the date of the declaration of result is considered as the date of the meeting of the shareholders of the Company.

iv. Pricing of Preferential Issue:

The equity shares and the Warrants will be allotted in accordance with the price determined in terms of Regulation 76 of the SEBI (ICDR) Regulations. Since the Company is listed on both BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), the trading price of securities of the Company on both the stock exchanges is taken into consideration for determining the pricing of securities allotted on preferential basis.

The issue price of ₹ 80/- (Rupees Eighty only) per security, is more than price estimated by the management as per the relevant price on the BSE/NSE. The final price shall be determined on the Relevant Date (27th February, 2015) which in any case would not be less than ₹ 80/- per equity share (including premium of ₹ 70/-) by taking into consideration the prices quoted on BSE Limited (being higher of (a) the average of the high and low of the closing prices at the NSE and BSE for 26 weeks prior to the Relevant Date and (b) the average of the high and low of the closing prices at the NSE and BSE for 2 weeks prior to the Relevant Date).

The Company undertakes that if the price determined under the ICDR Regulations on the Relevant Date is more than ₹ 80/-, it will re-compute the price of the equity share to be allotted and the warrant holder would be require to pay for the differential amount, if any, before the equity shares are allotted to them.

Accordingly, the price per equity share to be issued is fixed at ₹ 80/- per security which is higher of the prices as computed under (a) and (b) above.

v. Terms of Issue of warrants:

1. The proposed Allottee(s) of warrants shall, on the date of allotment, pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI, (ICDR) Regulations, 2009;
2. The holder of each warrant will be entitled to apply for and obtain allotment of one equity share of face value of ₹ 10/- each of the Company against each warrant at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment, in one or more tranches. At the time of exercise of entitlement for the equity shares, the warrant holder(s) shall pay the balance 75% of the consideration towards the price fixed for the warrant.;
3. The consideration price of the warrants shall be received from respective allottee's banks accounts;
4. If the entitlement against the warrants to apply for the equity shares is not exercised within the aforesaid period, the entitlement of the warrant holders to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrants shall stand forfeited;
5. Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating ₹ 10/- (Rupees Ten only) towards equity share capital and the balance amount paid against each warrant, towards the securities premium;
6. The number of shares that each warrant converts into and the price per share upon conversion of the warrants, shall be appropriately adjusted for the corporate actions such as bonus issues, rights issues, stock split or any capital or corporate restructuring;

7. The warrant(s) by itself until converted into equity shares, does not give to the holder(s) thereof any rights with respect to that of a shareholder of the Company except as specified above;
8. The equity shares allotted pursuant to exercise of options attached to the warrants issued on preferential basis to the Promoter and Promoter Group under SEBI [ICDR] Regulations shall be locked in for a period of three years from the date of Trading Approval to be received from the stock exchanges provided that not more than twenty per cent of the total capital of the issuer shall be locked-in for three years from the date of allotment and the equity shares allotted to the person other than Promoter and Promoter Group under SEBI [ICDR] Regulations shall be locked in for a period of one year from the date of Trading Approval to be received from the Stock Exchanges (the date of trading approval shall mean the latest date when trading approval has been granted by recognized stock exchanges viz. BSE and NSE. The entire pre preferential allotment shareholding of the allottees, if any, shall be locked in from the relevant date up to a period of six months from the date of Trading Approval to be received from the Stock Exchanges.
9. The warrants and the equity shares allotted on conversion of warrants shall not be transferred by the allottee till the trading approval is granted by recognized stock exchanges viz. BSE and NSE and for a period of one year thereof;
10. The equity shares issued as above shall rank pari passu in all respects including with respect to dividend, with the then fully paid up equity shares of the Company, from the date of their allotment. Such new equity shares when issued and allotted as aforesaid shall be entitled for dividend as per the SEBI regulations/ clarifications rules in this regards;
11. The equity shares to be issued and allotted on conversion of the warrants shall be listed and traded on Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

vi. Identity of the proposed Allottee(s):

The identity of the proposed Allottee(s), the percentage of post preferential issue capital consequent to the conversion of warrants issued on preferential basis is as under:

Sr. No.	Identity of the proposed allottee(s)	Category	Holding Pre- Preferential issue		No. of Convertible warrants to be allotted	Holding/Post- Preferential issue after conversion of warrants	
			No. of shares	% age		No. of shares	% age
1	Chiripal Industries Limited	Promoter	1,18,44,270	26.00	21,00,000	1,39,44,270	26.04
2	Devkinandan Corporation LLP	Promoter	29,67,592	6.52	29,00,000	58,67,592	10.96
3	Merit Credit Corporation Limited	Resident Body Corporate	3,16,514	0.69	10,00,000	13,16,514	2.46
4	Rameswar Retailers Private Limited	Resident Body Corporate	3,30,702	0.73	10,00,000	13,30,702	2.49
5	LGOF Global Opportunities Limited	Foreign Institutional Investor	NIL	NIL	10,00,000	10,00,000	1.87

Consequent to the aforesaid preferential issue, there would be no change in the control or management of the Company.

vii. Shareholding Pattern pre and post preferential offer:

The present shareholding pattern and the shareholding pattern assuming full allotment of equity shares on conversion of Warrants to the above mentioned allottees are given below:

(a) Pre-Issue Shareholding Pattern (as on 13th February, 2015, being the latest practicable date on which shareholder data was available prior to the approval and issuance of the notice to shareholders)

Shareholder Category	No. of Shares	% holding
Promoter and Promoter Group Entities	2,77,58,720	60.9425%
Banks	1,240	0.0027%
FII's / Foreign Companies	14,09,062	3.0935%
NRIs	24,61,628	5.4043%
GDRs	NIL	0.0000%
Resident Bodies Corporate	38,05,235	8.3541%
Indian Public	1,01,07,671	22.1908%
Government	5,500	0.0121%
Total	4,55,49,056	100.00

(b) Post-Issue Shareholding Pattern*

Shareholder Category	No. of Shares	% holding
Promoter and Promoter Group Entities	3,27,58,720	61.1751%
Banks	1,240	0.0023%
FII's / Foreign Companies	24,09,062	4.4988%
NRIs	24,61,628	4.5969%
GDRs	NIL	0.0000%
Resident Bodies Corporate	58,05,235	10.8410%
Indian Public	1,01,07,671	18.8756%
Others	5,500	0.0103%
Total	5,35,49,056	100.00

- * The above shareholding is based on the shareholding pattern as on 13th February, 2015 and new issue of Equity Shares on conversion of warrants into equity shares of the face value ₹10/- each.
The above post –issue shareholding pattern assumes that all investors (Promoter & Non-Promoter) will participate in the preferential issue to the full extent proposed in present resolution and entire warrant shall be converted into Equity shares.

The voting rights will change in tandem with the change in shareholding pattern. The above conversion of warrant will be made in one or more tranches in compliance to the SEBI (Substantial Acquisition of Shares and Takeover) Regulation,2011, Further the Company would comply with the prescribed minimum public shareholding requirements of the listing agreement.

viii. Requirement as to re-computation of price

As the shares of the Company have been listed for a period of more than twenty six weeks on the both stock exchanges as on relevant date, the price of the warrants has been determined in terms of sub-regulation (1) of Regulation 76 of the SEBI (ICDR) Regulations. Hence, the price need not be re-computed.

ix. Proposed time within which the allotment shall be completed:

As required under the SEBI (ICDR) Regulations, the allotment of warrants pursuant to the special resolution shall be completed within a period of fifteen days from the date of passing of this special resolution approving allotment. Provided that where the allotment is pending on account of any approval of such allotment by any regulatory authority including stock exchanges or the Central Government, the allotment shall be completed within 15 days from the date of such approval.

x. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in management or control of the Company pursuant to the issue of the warrants or the resultant conversions.

xi. Lock in period:

The equity shares to be allotted on conversion of warrants into Equity on preferential basis shall be subject to lock in as per the applicable SEBI (ICDR) Regulations, 2009.

The equity shares being allotted on conversion of warrants into Equity on preferential basis to the Promoter and Promoter Group under SEBI [ICDR] Regulations shall be locked in for a period of three years from the date of Trading Approval to be received from the stock exchanges provided that not more than twenty per cent of the total capital of the issuer shall be locked-in for three years from the date of allotment and the equity shares allotted to the person other than Promoter and Promoter Group under SEBI [ICDR] Regulations shall be locked in for a period of one year from the date of Trading Approval to be received from the stock exchanges. The entire pre preferential allotment shareholding of the allottees, if any, shall be locked in from the Relevant Date up to a period of six months from the date of Trading Approval to be received from the stock exchanges.

Name Of The Investor	Category	Equity Shares	Post issue shareholding on a fully diluted basis	Lock In Period
Chiripal Industries Limited	Promoter	21,00,000	1,39,44,270	Three years
Devkinandan Corporation LLP	Promoter	29,00,000	58,67,592	Three years
Merit Credit Corporation Limited	Resident Body Corporate	10,00,000	13,16,514	One year
Rameswar Retailers Private Limited	Resident Body Corporate	10,00,000	13,30,702	One year
LGOFF Global Opportunities Limited	Foreign Institutional Investor	10,00,000	10,00,000	One year

xii. Auditors Certificate:

It is proposed to obtain a certificate from M/s. J.T. Shah & Co., Statutory Auditors of the Company, certifying that the issue of equity shares is being made in accordance with requirements of SEBI (ICDR) Regulations. This certificate will be made available for inspection on any working day between 11.00 a.m. to 01.00 p.m. after the Relevant Date and upto the last date of voting under Postal Ballot.

xiii. Others:

- The holders of the warrants will be entitled to apply for and be allotted in one or more tranches 1 (one) equity shares of ₹10/- each of the Company per warrant at any time after the date of allotment thereof but within 18 months from the date of allotment;
- If entitlement against the warrants to apply for equity shares were not exercised within the aforesaid period, the entitlement of the warrant holder(s) to apply for the equity shares of the Company along with the rights attached thereto shall expire and any amount paid on warrants shall stand forfeited;
- The equity share to be issued and allotted by the Company on exercise of the warrant in the manner as aforesaid shall be in dematerialized form and subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend with the then existing equity shares of the Company and be listed on Stock Exchanges where equity shares of the Company are listed.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, Special Resolution is required to be approved by members pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013 read with Chapter VII of the SEBI (ICDR) Regulations. Your Directors, therefore, recommend the resolution for your approval. None of the Promoter or Directors or Key Managerial Personnel or their relative/s are in any way concerned or interested in the proposed resolution except as holders of the shares in general or that of the companies, firms and / or institutions of which they are Directors, Partners or members in whose favour the allotment of warrants and consequent shares in the Company would be made.

By Order of the Board
For **Nandan Denim Limited**

Vedprakash Chiripal
Director

DIN: 00290454

Place : Ahmedabad
Date : 3rd February, 2015

Pursuant to provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the listing agreement, the Company is pleased to offer e-voting facility to members to exercise their votes electronically on all resolutions set forth in the postal ballot notice. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility.

The Company has appointed Mr. Ravi Kapoor of M/s. Ravi Kapoor & Associates, Company Secretaries as the scrutiniser for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The e-voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on 13th February, 2015, being the cut-off date.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27th February, 2015 at 9.00 a.m. and ends on 28th March, 2015 at 06.00 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 of 13th February, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on the Postal Ballot Form. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.