

31<sup>st</sup> March, 2015

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,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai – 400 051.

**Scrip Code: NDL**

Dear Sir,

**Sub.: Submission of Voting Results as per Clause 35A of the Listing Agreement along with Scrutinizer's Report**

**Ref.: Nandan Denim Limited – Preferential Allotment of shares – Postal Ballot**

This has reference to our communication dated 27<sup>th</sup> February, 2015 with regard to the Postal Ballot Notice dated 3<sup>rd</sup> February, 2015 along with the explanatory statement seeking the consent of the members through Postal Ballot including e-voting in respect of the following item of business:

1. To create, offer, issue and allot up to 80,00,000 warrants convertible into equity shares on preferential basis.

In connection with the above and pursuant to Clause 35A of the Listing Agreement, we would like to inform you that the Special Resolution relating to Item No. 1 above, as set out in the said Postal Ballot Notice, has been passed by the Members of the Company by requisite majority, through Postal Ballot and E-voting.

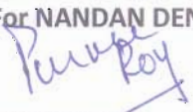
The above resolution is deemed to have been passed by the shareholders today i.e. 31<sup>st</sup> March, 2015.

We are forwarding herewith the Voting Results as per Clause 35A as per the prescribed format along with the Report dated 31<sup>st</sup> March, 2015 by Mr. Ravi Kapoor, Proprietor of M/s. Ravi Kapoor and Associates and Practising Company Secretary, who was appointed as Scrutinizer by the Board of Directors of the Company for conducting the Postal Ballot Process including E-voting.

You are requested to kindly take the same on record.

Thanking You,

Yours sincerely,  
For **NANDAN DENIM LIMITED**

  
**PURVEE ROY**  
COMPANY SECRETARY  
MEM. NO. A26925



**Nandan Denim Limited**  
(Formerly known as Nandan Exim Limited)  
(CIN:L51909GJ1994PLC022719)

**Plant & Regd. Office:**

Survey No. 198/1, 203/2, Sajipur-Gopalpur, Pirana Road, Pipolej, Ahmedabad - 382 205  
Ph.: +91 98792 00199 Website: www.nandandenim.com Email: info@nandandenim.com

**Corporate House:**

Chiripal House, Shivranjani Cross Roads, Satellite, Ahmedabad - 380 015  
Ph.: 079-26734860/2/3 Fax: 079-26768656

**VOTING RESULTS AS PER CLAUSE 35A OF THE LISTING AGREEMENT**

Date of Declaration of Results of Postal Ballot and E-voting	<b>31<sup>st</sup> March, 2015</b>
Total No. of Shareholders on Record Date	<b>31,767 (as on 13<sup>th</sup> February, 2015, being the date fixed for determining the voting rights of the Shareholders)</b>
No. of Shareholders present in the Meeting either in Person or through Proxy	<b>Not Applicable</b>
• Promoter and Promoter Group	
• Public	
No. of Shareholders attended the Meeting through video conferencing	<b>Not Applicable</b>
• Promoter and Promoter Group	
• Public	
Mode of Voting	<b>Postal Ballot and E-voting</b>
Postal Ballot and E-voting start and end date & time	<b>From 9.00 a.m. on 27<sup>th</sup> February, 2015 to 06.00 p.m. on 28<sup>th</sup> March, 2015</b>

**AGENDA-WISE**

Details of the Agenda					Item No. 1 To create, offer, issue and allot up to 80,00,000 warrants convertible into equity shares on preferential basis.				
Resolution required					Special Resolution				
Mode of voting					Postal Ballot & E-voting				
In case of Poll / Postal Ballot / E-voting									
Promoter / Public	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
		Postal Ballot	E-voting	Total Votes Polled					
	(1)	(2)	(3)	(4)	(5)= [4/1*100]	(6)	(7)	(8)= [6/4*100]	(9)= [7/4*100]
Promoter and Promoter Group	27758720	0	12699858	12699858	45.75	12699858	0	100.00	0.00
Public:									
-Institutional Holders	1415802	0	0	0	0	0	0	0.00	0.00
-Others	16374534	2399	4124783	4127182	25.20	4126552	630	99.98	0.02
<b>Total</b>	<b>45549056</b>	<b>2399</b>	<b>16824641</b>	<b>16827040</b>	<b>36.94</b>	<b>16826410</b>	<b>630</b>	<b>100.00</b>	<b>0.00</b>
<b>Result:</b>	<b>Passed by Requisite Majority</b>								



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31<sup>st</sup> March, 2015

To,  
The Chairman  
**NANDAN DENIM LIMITED**  
Survey No 198/1 203/2 Saijpur Gopalpur,  
Pirana Road, Piplej,  
Ahmedabad-382405

Respected Sir,

**Sub.: Scrutinizer Report**

The Board of Directors of Nandan Denim Limited, had passed the resolution in it's meeting held on 3<sup>rd</sup> February, 2015 for appointing the undersigned as Scrutinizer to ensure that the process of Postal Ballot as prescribed under Section 110 of the Companies Act, 2013 (Act for short) read with the Companies (Management and Administration) Rules, 2014 (Rules for Short) is complied with.

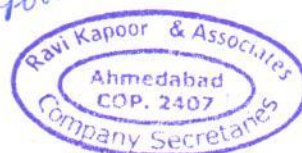
As required under Section 110 of the Act a notice along with explanatory statement under section 102 of the Act was sent to the shareholders by Courier along with postal ballot forms (Forms for short) and pre-paid postal envelope returnable to the Scrutinizer, for passing of Resolution as Special Resolution to create, offer, issue and allot up to 80,00,000 warrants convertible into equity shares on preferential basis. The Company had also availed the E-Voting facility offered by Central Depository Services Limited (CDSL) for conducting e-Voting by the members of the Company. The Company had also sent notices to the shareholders through e-mail as per Rule 22(2) of Companies (Management and Administration) Rules, 2014 to the shareholders whose Mail ID are registered with the Company.

The shareholders were required to complete the postal ballot form and return the same in pre-paid envelope addressed to Scrutinizer on or before 28<sup>th</sup> March, 2015 or cast their vote online on the basis of password provided to them by CDSL. Accordingly, the postal ballots received after 28<sup>th</sup> March, 2015 have not been considered. As required under Rule 22(10) of the Companies (Management and Administrative) Rules, 2014, a register was maintained and particulars of name, address, folio no. and no. of shares along with assent and dissent was recorded therein on day to day basis. We have received 26 physical postal ballot forms and 37 Shareholders have voted electronically.

Whereas in case of physical ballots 3 forms were found to be invalid in this resolution and 2 shareholders had abstained from voting. With respect to this resolution, in physical forms 16 shareholders having 2059 Equity Shares had given their consent and 5 shareholders having 340 Equity Shares had given their dissent.

Whereas in E Voting for this Resolution, 34 shareholders having 1,68,24,351 Equity Shares had given their consent and 3 shareholders having 290 Equity Shares had given their dissent. Summary of the ballot papers received and E-Voting with their pattern of voting is as per **Annexure-A**.

*Ravi Kapoor*



As per Rule 22(7) of the Companies (Management and Administrative) Rules, 2014, if a resolution is assented to by a requisite majority of the shareholders by means of Postal Ballot, it shall be deemed to have been duly passed at a General Meeting convened in that behalf.

As per Rule 22(7) of the Rules, "requisite majority" with regard to special resolution as defined under Section 114 (2) of the Companies Act, 2013 means:

- a) intention to propose the resolution as special resolution duly specified in the notice
- b) notice required under the Act was duly given
- c) the votes cast in favour of the resolution is three times more than the vote cast against.

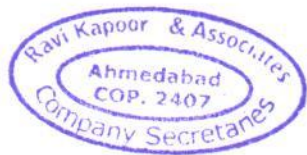
The notice was sent in respect of the resolution as mentioned above, which satisfied the above conditions prescribed under Section 114(2) of the Companies Act, 2013 therefore the resolutions are considered to have been approved by the shareholders.

You are requested to take note of the above and oblige. We are enclosing 26 ballot papers received by us for your records as well as report generated from the website of CDSL with regards to electronic voting.

Thanking You,

Yours Faithfully,  
For, Ravi Kapoor & Associates

(RAVI KAPOOR)  
Company Secretary-Scrutinizer  
FCS-2587  
COP-2407



**Annexure - A**

<b>Voting Pattern of Physical Ballot Forms</b>						
<b>Particulars</b>	<b>No. of Ballot Voted in favour</b>	<b>No. of Shares in favour</b>	<b>% of shares in favour</b>	<b>No. of Ballot Voted against</b>	<b>No. of Shares against</b>	<b>% of shares against</b>
<b><u>Resolution</u></b> Special Resolution to create, offer, issue and allot up to 80,00,000 warrants convertible into equity shares on preferential basis.	16	2059	85.83	5	340	14.17
<b>Voting Pattern of Electronic Ballot</b>						
<b>Particulars</b>	<b>No. of Ballot Voted in favour</b>	<b>No. of Shares in favour</b>	<b>% of shares in favour</b>	<b>No. of Ballot Voted against</b>	<b>No. of Shares against</b>	<b>% of shares against</b>
<b><u>Resolution</u></b> Special Resolution to create, offer, issue and allot up to 80,00,000 warrants convertible into equity shares on preferential basis.	34	16824351	100	3	290	0.00
<b>Combined Summary</b>						
<b>Particulars</b>	<b>No. of Ballot Voted in favour</b>	<b>No. of Shares in favour</b>	<b>% of shares in favour</b>	<b>No. of Ballot Voted against</b>	<b>No. of Shares against</b>	<b>% of shares against</b>
<b><u>Resolution</u></b> Special Resolution to create, offer, issue and allot up to 80,00,000 warrants convertible into equity shares on preferential basis.	50	16826410	100	8	630	0.00

*Ravi Kapoor*

