



Jay D. Khatnani
A.C.S. , LLB.

J. D. KHATNANI & ASSOCIATES
Practicing Company Secretary

902, 8th Floor, Mahalay Complex, Nr. Hotel President, B/h Fairdeal House, Off. C.G. Road,
Navrangpura, Ahmedabad - 380 009, Gujarat, India.

☎ +91 90330 16638 ✉ E-mail Id : jaykhatnani@gmail.com

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

To,
Mr. Jyotiprasad Devkinandan Chiripal
Chairman and Managing Director of the Company
Nandan Denim Limited
CIN: L51909GJ1994PLC022719
Survey No 198/1 203/2
Saijpur Gopalpur Pirana Road,
Piplej, Ahmedabad,
Gujarat, India, 382405

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting during the Annual General Meeting ('AGM') conducted pursuant to the 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) Amendment Rules, 2015 for the 31st AGM of Nandan Denim Limited ('the Company') held on Wednesday, September 17, 2025 at 03:00 P.M. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

I, Jaykumar Deepakbhai Khatnani, Sole Proprietor of M/s. J. D. KHATNANI AND ASSOCIATES, Practicing Company Secretaries, Ahmedabad Gujarat, refer to my appointment as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 ('the Act') as amended from time to time, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations, for the purpose of scrutinizing the process of remote e-voting and e-voting during the AGM in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the Notice convening the 31st AGM of the Company held on Wednesday, September 17, 2025 through VC/OAVM and the same are reproduced herein below:





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ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2025 together with Report of the Board of Directors, Auditors thereon
2. To reappoint a Director in place of Mr. Shaktidan Jayendrasingh Gadhavi (DIN: 09004587), who retires by rotation and being eligible, offers himself for reappointment as a Director

SPECIAL BUSINESS:

3. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2026.
4. Appointment of Secretarial Auditor i.e. M/s. J D KHATNANI & ASSOCIATES, Practicing Company Secretary, Ahmedabad (Firm Registration No. S2018GJ620700) Peer Reviewed Firm.
5. To approve the material Related Party Transactions shall be entered into by the Company with Chiripal Industries Limited, the Promoter of the Company.
6. To appoint Mr. Suresh Chatterjee (DIN: 03565196) as an Independent Director of the Company.
7. To appoint Mr. Ambalal C. Patel (DIN: 00037870) as an Independent Director of the Company.

The AGM was held through VC/OA VM without the physical presence of the Members at a common venue and in compliance with the General Circular No. 20/2020 dated May 5, 2020 in relation to clarification on holding of AGM through VC/OAVM read with General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (collectively 'Circulars') issued by the Ministry of Corporate Affairs ('MCA') and SEBI circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023, October 07, 2023 and October 03, 2024. The Company had provided e-voting facility during the AGM for those shareholders who did not cast their votes through remote e-voting facility prior to the AGM.





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Management 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 Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to e-voting (i.e. remote e-voting and e-voting during the AGM) on the resolutions contained in the Notice of the 31st AGM of the Members of the Company. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer Responsibility

My responsibility as the Scrutinizer for the voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make the Scrutinizers' Report of the votes cast "in favour" or "against" the above resolutions, based on the reports generated from the e-voting system provided by the Central Depository Services Limited (CDSL), the authorized agency to provide remote e-voting facility prior to AGM and e-voting facility during the AGM.

The MCA vide its afore mentioned Circulars has permitted the holding of AGM through VC/OA VM, without physical presence of the Members at a common venue. As required under Section 101 of the Act, the Notice of AGM dated August 06, 2025, along with Explanatory Statement under Section 102 of the Act was sent to the Members by permitted means as per the Circulars issued by the MCA and the SEBI Circular Nos. SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/CFDPoD-2/P/CIR/2023/167 dated October 07, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and the Members of the Company holding shares on the cut-off date i.e. Wednesday, September 10, 2025 were entitled to vote on the above-mentioned resolutions proposed; as set out in the Notice of AGM.





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In this regard, I submit my report as under:

1. The Company provided remote e-voting facility to the Members to cast votes on aforesaid resolutions prior to the AGM. The Company also provided e-voting facility during the 31st AGM to those Members who did not cast their votes through remote e-voting facility, to enable them to cast their votes on the aforesaid resolutions.
2. The remote e-voting period remained open from Sunday, September 14, 2025 (9.00 A.M. (IST) up to Tuesday, September 16, 2025 (5.00 P.M. (IST).
3. At the end of remote e-voting period on Tuesday, September 16, 2025 (05.00 P.M. (IST) voting portal of the agency (CDSL) was blocked forthwith.
4. After the closure of the 31st AGM on Wednesday, September 17, 2025, the voting through remote e-voting prior to AGM and e-voting during the AGM was unblocked.
5. Thereafter, the details containing, inter alia, list of shareholders who voted as "assent" or "dissent" or "abstain from voting" on each resolution that were put to vote were generated from the e-voting website of CDSL i.e. www.evotingindia.com.
6. The E-votes cast were unblocked on Wednesday , 17th September 2025 at 04:26 P.M.(IST) after fifteen minutes of the conclusion of the AGM and was witnessed by two Witnesses who are non in the Employment of the Company. Both witnesses hereby undersigning:

Witness: 1

Umesh Khese

Witness: 2

Tirth Doshi

7. Based on the reports generated from CDSL's e-voting website www.evotingindia.com. which I have scrutinized, I now submit my consolidated report as under on the result of the remote e-voting prior to and e-voting during the AGM in respect of the said resolutions:





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ORDINARY BUSINESS:

Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2025 together with Report of the Board of Directors, Auditors thereon

(i) Votes cast in **Favour** of the resolution:

Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	209	2	211
b.	Number of valid votes cast by them	691909880	36	691909916
c.	% of total number of valid votes cast	99.99%		

(ii) Votes cast **against** the resolution:

Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	7	0	7
b.	Number of valid votes cast by them	48441	0	48441
c.	% of total number of valid votes cast	0.01%		

(iii) **Invalid** votes:

Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	0	0	0
b.	Number of invalid votes cast by them	0	0	0





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Resolution 2: Ordinary Resolution

To reappoint a director in place of Mr. Shaktidan Jayendrasingh Gadhavi (DIN: 09004587), who retires by rotation and being eligible, offers himself for reappointment as a director

(i) Votes cast in **Favour** of the resolution:

Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	199	1	200
b.	Number of valid votes cast by them	691778310	25	691778335
c.	% of total number of valid votes cast	99.97%		

(ii) Votes cast **against** the resolution:

Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	17	1	18
b.	Number of valid votes cast by them	180011	11	180022
c.	% of total number of valid votes cast	0.03%		

(iii) **Invalid** votes:

Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	0	0	0
b.	Number of invalid votes cast by them	0	0	0





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SPECIAL BUSINESS:

Resolution 3: Ordinary Resolution

To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2026

(i) Votes cast in **Favour** of the resolution:

Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	205	2	207
b.	Number of valid votes cast by them	691810369	36	691810405
c.	% of total number of valid votes cast	99.98%		

(ii) Votes cast **against** the resolution:

Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	9	0	9
b.	Number of valid votes cast by them	133392	0	133392
c.	% of total number of valid votes cast	0.02%		

(iii) **Invalid** votes:

Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	0	0	0
b.	Number of invalid votes cast by them	0	0	0





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Resolution 4: Ordinary Resolution

Appointment of Secretarial Auditor i.e. M/S. J D Khatnani & Associates, Practicing Company Secretary Ahmedabad (Firm Registration No. S2018GJ620700), Peer Reviewed Firm.

(i) Votes cast in **Favour** of the resolution:

Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	208	2	210
b.	Number of valid votes cast by them	691907380	36	691907416
c.	% of total number of valid votes cast	99.99%		

(ii) Votes cast **against** the resolution:

Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	7	0	7
b.	Number of valid votes cast by them	50841	0	50841
c.	% of total number of valid votes cast	0.01%		

(iii) **Invalid** votes:

Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	0	0	0
b.	Number of invalid votes cast by them	0	0	0





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Resolution 5: Ordinary Resolution

To approve the material Related Party Transactions shall be entered into by the Company with Chiripal Industries Limited, the Promoter of the Company

(i) Votes cast in **Favour** of the resolution:

Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	186	1	187
b.	Number of valid votes cast by them	1130287	25	1130312
c.	% of total number of valid votes cast	87.32%		

(ii) Votes cast **against** the resolution:

Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	13	1	14
b.	Number of valid votes cast by them	164084	11	164095
c.	% of total number of valid votes cast	12.68%		

(iii) **Invalid** votes:

Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	3	0	3
b.	Number of invalid votes cast by them	22801000	0	22801000





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Resolution 6: Special Resolution

To appoint Mr. Suresh Chatterjee (DIN: 03565196) as an Independent Director of the Company.

(i) Votes cast in **Favour** of the resolution:

Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	201	2	203
b.	Number of valid votes cast by them	691830778	36	691830814
c.	% of total number of valid votes cast	99.99%		

(ii) Votes cast **against** the resolution:

Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	13	0	13
b.	Number of valid votes cast by them	77492	0	77492
c.	% of total number of valid votes cast	0.01%		

(iii) **Invalid** votes:

Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	1	0	0
b.	Number of invalid votes cast by them	50000	0	0





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Resolution 7: Special Resolution

To appoint Mr. Ambalal C. Patel (DIN: 00037870) as an Independent Director of the Company.

(i) Votes cast in **Favour** of the resolution:

Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	205	2	207
b.	Number of valid votes cast by them	691746116	36	691746152
c.	% of total number of valid votes cast	99.99%		

(ii) Votes cast **against** the resolution:

Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	10	0	10
b.	Number of valid votes cast by them	77141	0	77141
c.	% of total number of valid votes cast	0.01%		

(iii) **Invalid** votes:

Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	0	0	0
b.	Number of invalid votes cast by them	0	0	0





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All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 31st AGM of the Company and the same shall be handed over thereafter to the Company Secretary of the Company for safe keeping.

Yours faithfully,
J D KHATNANI & ASSOCIATES
PRACTICING COMPANIES SECRETARIES

PLACE: AHMEDABAD
DATE: 18th September, 2025


JAYKUMAR D KHATNANI
PROPRIETOR
ACS: 50727 COP: 18421
Peer Review No. 1246/2021
Firm Reg. No. S2018GJ620700
UDIN: A050727G001282166



COUNTERSIGNED BY
NANDAN DENIM LIMITED

JYOTIPRASAD DEVKINANDAN CHIRIPAL
MANAGING DIRECTOR
DIN NO.: 00155695
(Chairperson for 31st AGM)