MANOJ MAHESHWARI
COMPANY SECRETARY

✆ 2370 954; 93145 04821 (M) E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.
"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

Scrutinizer's Report

To,
Chairman of
23rd Annual General Meeting of the Equity Shareholders of Nitin Spinners Limited held on Friday, 25th September, 2015 at 3.30 P.M. at 16-17 KM. Stone, Chittor Road, Hamirgarh, Bhilwara-311 025.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-voting and Poll for 23rd Annual General Meeting of Equity Shareholders held on 25th September, 2015.

Pursuant to the resolution passed by the Board of Directors of **NITIN SPINNERS LIMITED** (hereinafter referred to as "Company") on Saturday, 25th July, 2015, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the 23rd Annual General Meeting (hereinafter referred to as "AGM") in fair and transparent manner and ascertaining the requisite majority in respect of the resolutions contained in the notice to the 23rd AGM of the members of the Company.

To enable wider participation of equity shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the rules framed thereunder vide The Companies (Management and Administration) Rules, 2014 including The Companies (Management and Administration) Amendment Rules, 2015, dated March 19, 2015 and SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 dated April 17, 2014, every Company having its equity shares listed on Recognized Stock Exchange, is required to provide remote e-voting facility to their shareholders on all shareholders' resolutions to be passed at general meetings or through postal ballot. Since the Company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI, remote e-voting which has been made applicable, the Company provided for the same.

The Company accordingly made arrangements with the system provider Central Depository Services Limited (herein after referred as "CDSL"), Depository for providing a system of recording votes of the shareholders electronically through remote e-voting. The Company has also accordingly made arrangements through its Registrar and Transfer Agent, M/s Bigshare Services Private Ltd. (herein after referred as "RTA") to set up the e-voting facility on the CDSL e-voting Website https://www.evotingindia.com .

The Company through RTA has also uploaded the resolutions in which remote e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by CDSL, the system provider has been done by the Company through its RTA. Necessary instructions in this regard to be followed by the shareholders had also been duly mentioned in the AGM notice dated 25th July, 2015 sent to all the shareholders by electronic means via e-mail and through courier and registered post. The members of the Company as on the cut-off date

MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M) E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.
"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

i.e. 18th September, 2015 were entitled to vote on the resolutions contained in the Notice to the 23rd AGM of the members of the Company.

REFERENCE TO THE COMPANIES ACT, 2013	TYPE AND DESCRIPTION OF THE RESOLUTION
1)Ordinary Resolution: Adoption of Audited Financial Statements.	Ordinary Resolution under Section 129 and all other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Accounts) Rules, 2014 to receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss for the year ended on 31st March, 2015 and the Reports of Directors and Auditors thereon.
2) Ordinary Resolution: Declaration of Dividend on Equity Shares for the year 2014-15	Ordinary Resolution under Section 123 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Declaration and Payment of Dividend) Rules, 2014 to declare dividend of Rs.1.00/- per Equity Share for the financial year ended 31st March, 2015.
3) Ordinary Resolution: Appointment of Director, liable to retire by rotation	Ordinary Resolution under Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014 to re-appoint Mr. Nitin Nolakha (DIN 00054707) as a Director, liable to retire by rotation.
4) Ordinary Resolution: Reappointment of Statutory Auditors	Ordinary Resolution under Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 for reappointment of M/s M/s. R. S. Dani & Co., Chartered Accountants, as Statutory Auditors of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.
Special Business	
5) Special Resolution: Re-appointment of Mr. R. L. Nolkha (DIN 00060746) as Executive Chairman	Special Resolution under Section 196, 197, 198 and 203 read with schedule V & all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 to reappoint Mr. R. L. Nolkha (DIN 00060746) as Executive Chairman of the Company with effect from 1st September, 2015 to 31st August, 2018.
6) Special Resolution: Re-appointment of Nitin	Special Resolution under Section 196, 197, 198 and 203 read with schedule V & all other applicable provisions, if

MANOJ MAHESHWARI
COMPANY SECRETARY

✆ 2370 954; 93145 04821 (M) E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.
"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

Nolakha (DIN 00054707) as Executive Director	any, of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 to reappoint Nitin Nolakha (DIN 00054707) as Executive Director of the Company with effect from 1st October, 2015 to 30th September, 2018.
7)Special Resolution: Pursuant to Section 180(1)(c) of the Companies Act 2013	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 to borrow money from time to time which together with the monies already borrowed by the Company may exceed at any time, the aggregate of the paid-up share capital of the Company and its free reserves, provided however the total amount of such borrowing shall not exceed the sum of Rs. 1000 Crores (Rupees One Thousand Crores Only)
8) Special Resolution: Pursuant to Section 180(1)(a) of the Companies Act 2013	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 mortgage and/or create charge on all or any one or more of the movable/immovable properties or such other assets of the Company to or in favour of the lenders to secure any fund based and/or non fund based facilities not exceeding Rs. 1000 Crores (Rupees One Thousand Crores Only).
9) Ordinary Resolution: Ratification of remuneration to the Cost Auditors	Ordinary Resolution under Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, to ratify payment of the remuneration of 40,000/- plus applicable Service Tax and reimbursement of out of pocket expenses to the Cost Auditors [M/s. V. K. Goyal & Company, Cost Accountants (Membership No. FCMA: 5928)] of the Company for financial year ending 31st March, 2016.

Further to the above, I submit my report as under:-

1) That the AGM notice dated 25th July, 2015 under section 101 of the Companies Act, 2013 was dispatched by means of electronic means, by registered post and courier on or before 31st August, 2015.

2) As stated in sub rule 4 of Rule 20 of The Companies (Management and Administration) Amendment Rules, 2015 amending the Rule 20 of The (Management and Administration) Rules, 2014, an advertisement was published by the Company on 2nd September, 2015 in "The Business Standard", English newspaper in English language and in the "Dainik Bhaskar" vernacular language newspaper in vernacular language, informing about the completion of the dispatch of the AGM notices, by

MANOJ MAHESHWARI ★ CS ★ COMPANY SECRETARY

MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M) E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.
"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

electronic means via e-mail and courier and registered post, to the shareholders along with other related matters mentioned therein.

3) The remote e-voting period remained open from Monday, 21st September, 2015 at 10.00 a.m. and ended on Thursday, 24th September, 2015, at 5.00 p.m.

4) The members of the Company as on the cut-off date i.e. Friday, 18th September, 2015 were entitled to vote on the resolutions.

5) The empty polling box was locked and sealed in the presence of members. Immediately after the conclusion of voting at AGM, votes cast at the meeting were counted first and votes cast through remote e-voting were unblocked next day in the presence of 2 witnesses who are not in the employment of the Company.

6) The total number of fully paid up shares of the Company outstanding as on 18th September, 2015 were 4,58,33,945. As on the cut-off date, out of 15,264 (Fifteen thousand Two Hundred Sixty Four) folios, 20 (Twenty) folios have exercised their votes through remote e-voting and 19 (Nineteen) folios have exercised their vote through poll at the AGM. The result s (consolidated) for the items placed for consideration by the members is given below:



MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M) E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.
"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

Item No 1: Ordinary Resolution for Adoption of Audited Financial Statements.

Total No. of Shareholders	15,264		
Total No. of Shares	4,58,33,945		
E-voting Period	21st September, 2015 to 24th September, 2015		
		Number of Votes/Folio	**Number of shares**
Total votes cast through remote e-voting	A	20	43,14,222
Total Votes cast through Polling at AGM	B	19	2,50,61,947
Grand Total of remote e-voting / Polling at AGM (A+B)	C	39	2,93,76,169
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	Nil	Nil
Net remote e-voting/ Polling at AGM (C-D)	E	39	2,93,76,169

NOTES:

i. Invalid voting was not taken into account for counting of votes.
ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
iii. There were no such shareholders that have voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes 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 against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	2,93,38,500	2,93,38,500	100	2,93,38,500	0	100	0
Public institutional holders	8,328	0	0	0	0	0	0
Public-others	16,487,117	37,669	0.23	37,669	0	100	0
Total	**45,833,945**	**2,93,76,169**	**64.09**	**2,93,76,169**	**0**	**100**	**0**

Percentage of Votes cast in favour: **100%** Percentage of votes cast against: **0.00**

RESULT:-

Since, the number of votes cast in favour of the resolution is **100%**, I report that the ordinary resolution under section 129 of the Companies Act, 2013 as set out in the notice of AGM dated 25th July, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

MANOJ MAHESHWARI CS COMPANY SECRETARY

MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M) E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.

"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

Item No 2: Ordinary Resolution for declaration of Dividend on Equity Shares for the year 2014-15.

Total No. of Shareholders	15,264		
Total No. of Shares	4,58,33,945		
E-voting Period	21st September, 2015 to 24th September, 2015		
		Number of Votes/Folio	**Number of shares**
Total votes cast through remote e-voting	A	20	43,14,222
Total Votes cast through Polling at AGM	B	19	2,50,61,947
Grand Total of remote e-voting / Polling at AGM (A+B)	C	39	2,93,76,169
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	Nil	Nil
Net remote e-voting/ Polling at AGM (C-D)	E	39	2,93,76,169

NOTES:

i. Invalid voting was not taken into account for counting of votes.
ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
iii. There were no such shareholders that have voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes 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 against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	2,93,38,500	2,93,38,500	100	2,93,38,500	0	100	0
Public institutional holders	8,328	0	0	0	0	0	0
Public-others	16,487,117	37,669	0.23	37,669	0	100	0
Total	**45,833,945**	**2,93,76,169**	**64.09**	**2,93,76,169**	**0**	**100**	**0**

Percentage of Votes cast in favour: **100%** Percentage of votes cast against: **0.00**

RESULT:-

Since, the number of votes cast in favour of the resolution is **100%**, I report that the ordinary resolution under section 123 of the Companies Act, 2013 as set out in the notice of

MANOJ MAHESHWARI ★ CS ★ COMPANY SECRETARY

MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M) E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.

"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

AGM dated 25th July, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

Item No 3: Ordinary Resolution for Appointment of Director, retired by rotation at the AGM

Total No. of Shareholders	15,264		
Total No. of Shares	4,58,33,945		
E-voting Period	21st September, 2015 to 24th September, 2015		
		Number of Votes/Folio	**Number of shares**
Total votes cast through remote e-voting	A	20	43,14,222
Total Votes cast through Polling at AGM	B	19	2,50,61,947
Grand Total of remote e-voting / Polling at AGM (A+B)	C	39	2,93,76,169
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	Nil	Nil
Net remote e-voting/ Polling at AGM (C-D)	E	39	2,93,76,169

NOTES:

i. Invalid voting was not taken into account for counting of votes.

ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.

iii. There were no such shareholders that have voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes 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 against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	2,93,38,500	2,93,38,500	100	2,93,38,500	0	100	0
Public institutional holders	8,328	0	0	0	0	0	0
Public-others	16,487,117	37,669	0.23	37,669	0	100	0
Total	**45,833,945**	**2,93,76,169**	**64.09**	**2,93,76,169**	**0**	**100**	**0**

Percentage of Votes cast in favour: **100%** Percentage of votes cast against: **0.00**

RESULT:-

MANOJ MAHESHWARI ★ CS ★ COMPANY SECRETARY

MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M) E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.

"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

Since, the number of votes cast in favour of the resolution is **100%,** I report that the ordinary resolution under section 152 of the Companies Act, 2013 as set out in the notice of AGM dated 25th July, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

Item No 4: Ordinary Resolution for Reappointment of Statutory Auditor

Total No. of Shareholders	15,264		
Total No. of Shares	4,58,33,945		
E-voting Period	21st September, 2015 to 24th September, 2015		
		Number of Votes/Folio	**Number of shares**
Total votes cast through remote e-voting	A	20	43,14,222
Total Votes cast through Polling at AGM	B	19	2,50,61,947
Grand Total of remote e-voting / Polling at AGM (A+B)	C	39	2,93,76,169
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	Nil	Nil
Net remote e-voting/ Polling at AGM (C-D)	E	39	2,93,76,169

NOTES:

i. Invalid voting was not taken into account for counting of votes.

ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.

iii. There were no such shareholders that have voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes 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 against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	2,93,38,500	2,93,38,500	100	2,93,38,500	0	100	0
Public institutional holders	8,328	0	0	0	0	0	0
Public-others	16,487,117	37,669	0.23	37,669	0	100	0
Total	**45,833,945**	**2,93,76,169**	**64.09**	**2,93,76,169**	**0**	**100**	**0**

Percentage of Votes cast in favour: **100%** Percentage of votes cast against: **0.00**

MANOJ MAHESHWARI ★ CS ★ COMPANY SECRETARY

MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M) E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.

"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

RESULT:-

Since, the number of votes cast in favour of the resolution is **100%,** I report that the ordinary resolution under section 139 of the Companies Act, 2013 as set out in the notice of AGM dated 25th July, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

Item No 5: Special Resolution for re-appointment of Mr. R. L. Nolkha (DIN 00060746) as Executive Chairman

Total No. of Shareholders	15,264		
Total No. of Shares	4,58,33,945		
E-voting Period	21st September, 2015 to 24th September, 2015		
		Number of Votes/Folio	**Number of shares**
Total votes cast through remote e-voting	A	20	43,14,222
Total Votes cast through Polling at AGM	B	19	2,50,61,947
Grand Total of remote e-voting / Polling at AGM (A+B)	C	39	2,93,76,169
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	Nil	Nil
Net remote e-voting/ Polling at AGM (C-D)	E	39	2,93,76,169

NOTES:

i. Invalid voting was not taken into account for counting of votes.

ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.

iii. There were no such shareholders that have voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes 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 against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	2,93,38,500	2,93,38,500	100	2,93,38,500	0	100	0
Public institutional holders	8,328	0	0	0	0	0	0
Public-others	16,487,117	37,669	0.23	37,669	0	100	0
Total	**45,833,945**	**2,93,76,169**	**64.09**	**2,93,76,169**	**0**	**100**	**0**

MANOJ MAHESHWARI ★ CS ★ COMPANY SECRETARY

t 2370 954; 93145 04821 (M) E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.

"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

Percentage of Votes cast in favour: **100%** Percentage of votes cast against: **0.00**

RESULT:-

Since, the number of votes cast in favour of the resolution is **100%,** I report that the special resolution under section 196, 197, 198 and 203 read with schedule V of the Companies Act, 2013 as set out in the notice of AGM dated 25th July, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

Item No. 6: Special Resolution for re-appointment of Nitin Nolakha (DIN 00054707)as Executive Director

Total No. of Shareholders	15,264		
Total No. of Shares	4,58,33,945		
E-voting Period	21st September, 2015 to 24th September, 2015		
		Number of Votes/Folio	**Number of shares**
Total votes cast through remote e-voting	A	20	43,14,222
Total Votes cast through Polling at AGM	B	19	2,50,61,947
Grand Total of remote e-voting / Polling at AGM (A+B)	C	39	2,93,76,169
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	Nil	Nil
Net remote e-voting/ Polling at AGM (C-D)	E	39	2,93,76,169

NOTES:

i. Invalid voting was not taken into account for counting of votes.

ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.

iii. There were no such shareholders that have voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes 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 against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	2,93,38,500	2,93,38,500	100	2,93,38,500	0	100	0
Public institutional	8,328	0	0	0	0	0	0

MANOJ MAHESHWARI ★ CS ★ COMPANY SECRETARY

MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M) E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.

"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

holders							
Public-others	16,487,117	37,669	0.23	37,669	0	100	0
Total	**45,833,945**	**2,93,76,169**	**64.09**	**2,93,76,169**	**0**	**100**	**0**

Percentage of Votes cast in favour: **100%** Percentage of votes cast against: **0.00**

RESULT:-

Since, the number of votes cast in favour of the resolution is **100%,** I report that the special resolution under section 196, 197, 198 and 203 read with schedule V of the Companies Act, 2013 as set out in the notice of AGM dated 25th July, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

Item No 7: Special Resolution pursuant to Sec. 180 (1) (c)

Total No. of Shareholders	15,264		
Total No. of Shares	4,58,33,945		
E-voting Period	21st September, 2015 to 24th September, 2015		
		Number of Votes/Folio	**Number of shares**
Total votes cast through remote e-voting	A	20	43,14,222
Total Votes cast through Polling at AGM	B	19	2,50,61,947
Grand Total of remote e-voting / Polling at AGM (A+B)	C	39	2,93,76,169
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	Nil	Nil
Net remote e-voting/ Polling at AGM (C-D)	E	39	2,93,76,169

NOTES:

i. Invalid voting was not taken into account for counting of votes.

ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.

iii. There were no such shareholders that have voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes 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 against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	2,93,38,500	2,93,38,500	100	2,93,38,500	0	100	**0**

MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M) E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.

"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

Public institutional holders	8,328	0	0	0	0	0	0
Public-others	16,487,117	37,669	0.23	37,669	0	100	0
Total	**45,833,945**	**2,93,76,169**	**64.09**	**2,93,76,169**	**0**	**100**	**0**

Percentage of Votes cast in favour: **100%** Percentage of votes cast against: **0.00**

RESULT:-

Since, the number of votes cast in favour of the resolution is **100%**, I report that the special resolution under section 180(1)(c) of the Companies Act, 2013 as set out in the notice of AGM dated 25th July, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

Item No 8: Special Resolution pursuant to Sec. 180 (1) (a)

Total No. of Shareholders	15,264		
Total No. of Shares	4,58,33,945		
E-voting Period	21st September, 2015 to 24th September, 2015		
		Number of Votes/Folio	**Number of shares**
Total votes cast through remote e-voting	A	20	43,14,222
Total Votes cast through Polling at AGM	B	19	2,50,61,947
Grand Total of remote e-voting / Polling at AGM (A+B)	C	39	2,93,76,169
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	Nil	Nil
Net remote e-voting/ Polling at AGM (C-D)	E	39	2,93,76,169

NOTES:

i. Invalid voting was not taken into account for counting of votes.

ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.

iii. There were no such shareholders that have voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes 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 against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter	2,93,38,500	2,93,38,500	100	2,93,38,500	0	100	0

MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M) E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.

"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

group							
Public institutional holders	8,328	0	0	0	0	0	0
Public-others	16,487,117	37,669	0.23	37,669	0	100	0
Total	**45,833,945**	**2,93,76,169**	**64.09**	**2,93,76,169**	**0**	**100**	**0**

Percentage of Votes cast in favour: **100%** Percentage of votes cast against: **0.00**

RESULT:-
Since, the number of votes cast in favour of the resolution is **100%**, I report that the Special resolution under section 180 (1) (a) of the Companies Act, 2013 as set out in the notice of AGM dated 25th July, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

Item No 9: Ordinary Resolution for Ratification of remuneration of Cost Auditor.

Total No. of Shareholders	15,264		
Total No. of Shares	4,58,33,945		
E-voting Period	21st September, 2015 to 24th September, 2015		
		Number of Votes/Folio	**Number of shares**
Total votes cast through remote e-voting	A	20	43,14,222
Total Votes cast through Polling at AGM	B	19	2,50,61,947
Grand Total of remote e-voting / Polling at AGM (A+B)	C	39	2,93,76,169
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	Nil	Nil
Net remote e-voting/ Polling at AGM (C-D)	E	39	2,93,76,169

NOTES:

i. Invalid voting was not taken into account for counting of votes.
ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
iii. There were no such shareholders that have voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes 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)]	% of votes against on votes polled (7)=[(5)/(2)]*100



MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M) E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.

"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

						*100	
Promoter and Promoter group	2,93,38,500	2,93,38,500	100	2,93,38,500	0	100	0
Public institutional holders	8,328	0	0	0	0	0	0
Public-others	16,487,117	37,669	0.23	37,669	0	100	0
Total	**45,833,945**	**2,93,76,169**	**64.09**	**2,93,76,169**	**0**	**100**	**0**

Percentage of Votes cast in favour: **100%** Percentage of votes cast against: **0.00**

RESULT:-
Since, the number of votes cast in favour of the resolution is **100%,** I report that the ordinary resolution under section 148 of the Companies Act, 2013 as set out in the notice of AGM dated 25th July, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM

I further report that as per the AGM notice dated 25th July, 2015, the Chairman may declare and confirm the above result. The result of AGM together with the Scrutinizer's Report would be displayed on the Company's website www.nitinspinners.com and on the website of CDSL and shall also be communicated to the Stock Exchange.

I further report that as per the said rules, the records maintained by me including the data as obtained from CDSL, the system provider for the remote e-voting facility extended by them as also a register recording the consent or otherwise received from the shareholders, voting through Polling at AGM, which includes all the particulars of the shareholders such as the name, folio number/DP ID/ Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company.

This report may be treated as a report under Section 109 of the Companies Act, 2013 and rule 21(2) of The Companies (Management and Administration) Rules, 2014.

I thank you for the opportunity given to act as a Scrutinizer for the remote e-voting and polling at AGM.

MANOJ MAHESHWARI ★ CS ★ COMPANY SECRETARY

MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M) E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.

"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

Yours Faithfully,

MANOJ MAHESHWARI ★ PRACTISING COMPANY SECRETARY ★

CS Manoj Maheshwari
Scrutinizer
FCS: 3355

For Nitin Spinners Limited

R.L. Nolkha
Chairman of the 23rd AGM
DIN: 00060746

Place: Jaipur
Date: 26th September, 2015