NITIN SPINNERS LTD.
CIN. : L17111RJ1992PLC006987
NITIN
IS/ISO : 9001:2008

REF : NSL/SG/2014-2015/
October 8, 2014

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E),
Mumbai – 400 051.

Sub : Gist of Proceedings of 22nd Annual General Meeting held on 11-09-2014

Company Code No. : NITINSPIN

Dear Sirs,

Pursuant to clause 31 of the listing agreement, please find enclosed gist of proceeding of 22nd Annual General Meeting of the Company held on 11-09-2014.

We hope you will find the above in order.

Thanking you,

Yours faithfully
For Nitin Spinners Limited

(Sudhir Garg)
Company Secretary & GM (Legal)

Encl. as above

Regd. Office & Plant : 16-17 Km. Stone, Chittor Road, Hamirgarh, Bhilwara (Raj.) 311 025
Tel. : 286110 to 113 Fax : 91-1482-286114 & 117
E-mail : nsl@nitinspinners.com, Website : www.nitinspinners.com

Gist of the Proceedings of the Annual General Meeting of Nitin Spinners Limited held on 11th September, 2014

The Twenty Second Annual General Meeting of the Members of the Company was held on Thursday, the 11th September, 2014 at 3.30 P.M. at the Registered Office of the Company at 16-17 KM Stone, Chittor Road, Hamirgarh, Bhilwara-311025

Sh. R. L. Nolkha, Chairman & Managing Director, Sh. Nitin Nolkha, Executive Director of the Company and Sh. Y.R. Shah, Chairman of Audit Committee were present at the Meeting.

Representative of Statutory Auditors M/s R. S Dani & Co, Chartered Accountants, Sh. Ashok Mangal was present.

Total 34 Members in person attended the Meeting.

The Chairman welcomed the shareholders to the meeting and after ascertaining the requisite quorum being present, called opening of the meeting.

With the consent of the shareholders present, the Notice of the meeting was taken as read.

Financial Statements, Directors' Report and Auditors' Report were laid in the meeting.

The Chairman then invited the shareholders to offer their comments/suggestions, if any.

The shareholders complimented the Board for excellent performance and also for recommending maiden dividend of 7.5%. However, some of the shareholders were of the view that Dividend should have been 10%.

The Chairman informed Members that pursuant to the Provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting. The e-voting commenced at 9.30 A.M. on 05.09.2014 and ended at 5.30 P.M. on 07.09.2014. Sh. R.K. Jain, Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process and to submit his report on e-voting.

The Chairman informed the Members that the Company has arranged for a poll on all the 12 (Twelve) resolutions to be passed at the Meeting.

Thereafter, the Chairman ordered for a poll to be taken at the meeting and appointed Mr. R.K. Jain, Practicing Company Secretary as the Scrutinizers for the poll process and requested them for an orderly conduct of the voting.

The Chairman thanked the members for their participation and announced that the combined result of e-voting and the poll will be declared after the counting is over and

NITIN SPINNERS LTD. HAMIRGARH (Bhilwara)

on receipt of the Scrutinizers Report which shall also be put on the Company's website.

Thereafter, the poll was conducted by the Scrutinizer.

The following resolutions were passed with requisite majority at the Annual General Meeting by the members :-

Ordinary Business :-

1. Adoption of Audited Balance Sheet as at 31st March, 2014, Profit and Loss Statement for the year ended on that date Directors' and Auditors' Reports thereon.
2. Declaration of Dividend on Equity Shares for the year ended 31st March, 2014.
3. Re-appointment of Sh. R. L. Nolkha as Director of the Company
4. Appointment of Auditors and to fix their remuneration

Special Business :-

5. Appointment of Sh. Y. R. Shah as an Independent Director. (Ordinary Resolution)
6. Appointment of Sh. B. Ram as an Independent Director. (Ordinary Resolution)
7. Appointment of Smt. Aditi Mehta as an Independent Director. (Ordinary Resolution)
8. Appointment of Dr. R. Chattopadhyay as an Independent Director. (Ordinary Resolution)
9. Special resolution under section 180(1)(c) of the Companies Act, 2013 for borrowing money upto Rs. 700 Crores . (Special Resolution)
10. Special resolution under section 180(1)(a) of the Companies Act, 2013 for creation of security. (Special Resolution)
11. Approval of remuneration of Cost Auditors(Ordinary Resolution)
12. Approval for increase in sitting fee of Independent Directors. (Ordinary Resolution)

The E-Voting and Poll results were notified to the Stock Exchanges in the format prescribed under Clause 35 A of the Listing Agreement and details of said results were also uploaded on the website of the Company.

For Nitin Spinners Ltd.

NITIN SPINNERS LTD. HAMIRGARH (Bhilwara)

(Sudhir Garg)
Company Secretary & GM (Legal)

R K Jain & Associates
Company Secretaries
5-A-25,'Shubhan"
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Scrutinizer's Combined Report

To,

The Chairman of 22nd Annual General Meeting of the Equity Shareholders of **Nitin Spinners Ltd.** held on 11th September, 2014 at **16-17 KM Stone, Chittor Road Hamirgarh, Bhilwara (Raj.) 311025.**

1. I, R. K. Jain, practicing Company Secretary (Membership No FCS 4584) appointed as Scrutinizer by
   (i). The Board of directors of Nitin Spinners Ltd. (the Company) for purpose of scrutinizing the e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014 and

   (ii). The Chairman of the Annual General Meeting (AGM) on poll under the provision of Section 109 Companies Act, 2013 read with Rules 21 of the Companies (Management and Administration) Rules, 2014 on the resolution contained in the notice to the 22nd Annual General Meeting of the Equity Shareholders of Nitin Spinners Ltd, held on 11th September, 2014 at 16-17 KM Stone, Chittor Road Hamirgarh, Bhilwara (Raj.) 311025.

2. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 22nd Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to make a scrutinizer's report of the vote cast "in favour" or "against "the resolution stated above, based on the reports generated from the e-voting system, the authorised agency engaged by the Company to provided e-voting facilities for e-voting

Resolutions	Particulars of Business	Votes in favour of the resolutions		Votes against the resolutions		Invalid votes	
		No.	%	No.	%	No.	%
Item No. 1 Ordinary Resolution Adoption of Audited Balance Sheet as at 31st March, 2014, Profit and Loss Statement for the year ended on that date Directors' and Auditors' Reports thereon.	**E-voting**	1658572	100	0	0.00	0	0.00
	Poll	27624221	100	0	0.00	0	0.00
	Total	**29282793**	100	0	0.00	0	0.00
Item No. 2 Ordinary Resolution Declaration of Dividend	**E-voting**	1658572	100	0	0.00	0	0.00

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on Equity Shares for the year ended 31st March, 2014.	**Poll**	27624221	100	0	0.00	0	0.00
	Total	**29282793**	**100**	0	0.00	0	0.00
Item No. 3 **Ordinary Resolution** Re-appointment of Sh. R. L. Nolkha as Director of the Company.	**E-voting**	1658572	100	0	0.00	0	0.00
	Poll	27624221	100	0	0.00	0	0.00
	Total	**29282793**	**100**	0	0.00	0	0.00
Item No. 4 **Ordinary Resolution** Appointment of Auditors and to fix their remuneration.	**E-voting**	1658572	100	0	0.00	0	0.00
	Poll	27624221	100	0	0.00	0	0.00
	Total	**29282793**	**100**	0	0.00	0	0.00
Item No. 5 **Ordinary Resolution** Appointment of Sh. Y. R. Shah as an Independent Director.	**E-voting**	1658322	99.99	250	0.01	0	0.00
	Poll	27624221	100	0	0.00	0	0.00
	Total	**29282543**	**100**	250	0.00	0	0.00
Item No. 6 **Ordinary Resolution** Appointment of Sh. B. Ram as an Independent Director.	**E-voting**	1658322	99.99	250	0.01	0	0.00
	Poll	27624221	100	0	0.00	0	0.00



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	Total	**29282543**	**100**	250	0.00	0	0.00
Item No. 7 **Ordinary Resolution** Appointment of Smt. Aditi Mehta as an Independent Director.	**E-voting**	1658322	99.99	250	0.01	0	0.00
	Poll	27624221	100	0	0.00	0	0.00
	Total	**29282543**	**100**	250	0.00	0	0.00
Item No. 8 **Ordinary Resolution** Appointment of Dr. R. Chattopadhyay as an Independent Director.	**E-voting**	1658322	**99.99**	250	0.01	0	0.00
	Poll	27624221	100	0	0.00	0	0.00
	Total	**29282543**	**100**	250	0.00	0	0.00
Item No. 9 **Special resolution** under section 180(1)(c) of the Companies Act, 2013 for borrowing money upto Rs. 700 Crores.	**E-voting**	1658572	100	0	0.00	0	0.00
	Poll	27624221	100	0	0.00	0	0.00
	Total	**29282793**	**100**	0	0.00	0	0.00
Item No. 10 **Special resolution** under section 180(1)(a) of the Companies Act, 2013 for creation of security.	**E-voting**	1658572	100	0	0.00	0	0.00
	Poll	27624221	100	0	0.00	0	0.00
	Total	**29282793**	**100**	0	0.00	0	0.00
Item No. 11 **Ordinary Resolution** Approval of	**E-voting**	1658572	100	0	0.00	0	0.00



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remuneration of Cost Auditors	**Poll**	27624221	100	0	0.00	0	0.00
	Total	**29282793**	**100**	0	0.00	0	0.00
Item No. 12 Ordinary Resolution Approval for increase in sitting fee of Independent Directors.	**E-voting**	1658322	99.99	250	0.01	0	0.00
	Poll	27624221	100	0	0.00	0	0.00
	Total	**29282543**	**100**	250	0.00	0	0.00

Thanking you,

R. K. Jain & Associates
Company Secretaries

(R.K.Jain)
COP. NO. 8566

Place: Bhilwara
Dated: 11.08.2018