



Scrutinizer's Report

To,
**The Chairman
Nitin Spinners Limited
16-17 K.M Stone, Chittor Road
Hamirgarh, Bhilwara-311001 (Rajasthan)**

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot by way of Electronic Voting ("e-voting").

The Board of Directors of **Nitin Spinners Limited** (hereinafter referred to as "**the Company**") at its Meeting held on Saturday, January 31, 2026 has appointed me as the scrutinizer for scrutinizing the Postal Ballot by way of e-voting pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide General Circular No. 03/2025 dated September 22, 2025 read along with other connected circulars issued from time to time in this regard ("MCA Circulars"), relating to postal ballot including voting by electronic means for the resolution contained in the Notice of Postal Ballot dated January 31, 2026.

My responsibility as a Scrutinizer is restricted to making a Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolution stated in the notice of Postal Ballot, based on the reports generated/data downloaded from the e-voting system provided by National Securities Depository Limited, the Agency authorized under the Rules and engaged by the Company to provide e-voting facility.

Report on Scrutiny:

- The Company had appointed National Securities Depository Limited (hereinafter referred to as "**NSDL**" / "**Service Provider**") as the service provider, for the purpose of extending the facility of remote e-voting to the shareholders of the Company. Bigshare Services Private Limited is the Registrar and Share Transfer Agent (hereinafter referred to as "**RTA**") of the Company.
- The Service Provider had provided a system for recording the votes of the Shareholders electronically on the items of business stated in the Notice of Postal Ballot dated January 31, 2026.



- The Service Provider had set up an electronic voting facility on their website <https://www.evoting.nsdl.com>. The Company had uploaded the item of business to be transacted through Postal Ballot on the website of the Service Provider to facilitate their Shareholders to cast their vote through Remote E-voting.
- The internal cut-off date for the dispatch of the Notice of Postal Ballot was Friday, February 06, 2026 and as on that date, there were 35,246 (Thirty-Five Thousand Two Hundred and Forty-Six) Shareholders of the Company.
- The Company informed that in compliance with the MCA Circulars and on the basis of the Register of Members and the list of Beneficial Owners made available by the RTA of the Company and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Service Provider completed dispatch of Notice of Postal Ballot along-with e-voting details on Wednesday, February 11, 2026 by E-mail to 33,808 (Thirty Three Thousand Eight Hundred and Eight) shareholders who had already registered their E-mail IDs with the Company/ Depositories.
- The notices sent contained the detailed procedure to be followed by the Shareholders who were desirous of casting their votes electronically as provided in Rule 20 of The Companies (Management and Administration) Rules, 2014 (as amended).
- As stated in Rule 22 of The Companies (Management and Administration) Rules, 2014 (as amended), an advertisement was published by the Company on Thursday, February 12, 2026, in "Business Standard" English Newspaper in English language and in "Pratahkal" Vernacular newspaper in vernacular language, informing about the completion of the dispatch of the Notice of Postal Ballot, by means of E-mail to the shareholders along with other related matters mentioned therein.
- The Cut-off date for the purpose of identifying Shareholders who will be entitled to vote on the resolution contained in the Postal Ballot Notice was Friday, February 06, 2026.
- The remote e-voting period commenced from Thursday, February 12, 2026 at 09.00 A.M. and concluded on Friday, March 13, 2026 at 05:00 P.M.
- At the end of the voting period on Friday, March 13, 2026 at 05:00 P.M., the voting portal of the Service Provider was blocked forthwith.
- After completion of e-voting, the votes cast by the Shareholders were unblocked and downloaded from the e-voting website of NSDL/Service Provider (<https://www.evoting.nsdl.com>) in the presence of two witnesses, who are not in the employment of the Company as prescribed in Sub Rule 4(xii) of the said Rule 20. The e-voting data/ results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
- Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against on the resolution proposed in the Notice of Postal Ballot are as under:

**Item No. 1: Special Resolution:****Authorization to Board of Directors to borrow money under Section 180(1)(c) of the Companies Act, 2013**

Total No. of Shareholders/folios	35,246		
Total No. of Shares	5,62,20,000		
e-voting Period	From 09:00 A.M. on Thursday, February 12, 2026 till 05:00 P.M. on Friday, March 13, 2026		
		Number of Votes/ Folio	Number of shares
Total votes cast through remote e-voting	A	150	4,02,42,050
Total Votes cast through Postal Ballot forms received	B	--	--
Grand Total of remote e-voting/Postal Ballot Forms (A+B)	C	150	4,02,42,050
Less: Invalid remote e-voting/Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated/ abstained/ less voted)	D	--	--
Net remote e-voting/Postal Ballot Forms (C-D)	E	150	4,02,42,050

SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng 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	3,18,82,000	3,18,82,000	100.0000	3,18,82,000	0	100.0000	0.0000
Public- Institutional Holders	86,78,311	82,71,114	95.3079	82,29,793	41,321	99.5004	0.4996
Public- others	1,56,59,689	88,936	0.5679	88,574	362	99.5930	0.4070
Total	5,62,20,000	4,02,42,050	71.5796	4,02,00,367	41,683	99.8964	0.1036

Percentage of votes cast in favour: 99.8964% | Percentage of votes cast against: 0.1036%**RESULT:-**

Since, the number of votes cast in favour of the resolution is **99.8964%**; Based on the aforesaid result, I report that the **Special Resolution** as set out at **Item no. 1** in the notice of postal ballot dated January 31, 2026 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the last date specified for receipt of remote e-voting i.e. March 13, 2026.

**Item No. 2: Special Resolution:****Authorization to Board of Directors for Creation of Security on increased Borrowing Power under Section 180(1)(a) of the Companies Act, 2013**

Total No. of Shareholders/folios	35,246		
Total No. of Shares	5,62,20,000		
e-voting Period	From 09:00 A.M. on Thursday, February 12, 2026 till 05:00 P.M. on Friday, March 13, 2026		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	151	4,02,42,150
Total Votes cast through Postal Ballot forms received	B	--	--
Grand Total of remote e-voting/Postal Ballot Forms (A+B)	C	151	4,02,42,150
Less: Invalid remote e-voting/Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated/ abstained/ less voted)	D	--	--
Net remote e-voting/Postal Ballot Forms (C-D)	E	151	4,02,42,150

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	3,18,82,000	3,18,82,000	100.0000	3,18,82,000	0	100.0000	0.0000
Public- Institutional Holders	86,78,311	82,71,114	95.3079	82,29,793	41,321	99.5004	0.4996
Public- others	1,56,59,689	89,036	0.5686	88,674	362	99.5934	0.4066
Total	5,62,20,000	4,02,42,150	71.5798	4,02,00,467	41,683	99.8964	0.1036

Percentage of votes cast in favour: 99.8964% | Percentage of votes cast against: 0.1036%**RESULT:-**

Since, the number of votes cast in favour of the resolution is **99.8964%**; Based on the aforesaid result, I report that the **Special Resolution** as set out at **Item no. 2** in the notice of postal ballot dated January 31, 2026 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the last date specified for receipt of remote e-voting i.e. March 13, 2026.



V. M. & ASSOCIATES

COMPANY SECRETARIES

**403, ROYAL WORLD
SANSAR CHANDRA ROAD
JAIPUR—302 001 (RAJASTHAN)**

**Phone: 0141 - 4075010
E-mail: cs.vmanda@gmail.com**

A soft copy, containing a list of Equity Shareholders who voted "FOR" or "AGAINST" and those whose votes were declared invalid/abstained/voted for lesser shares, for the resolution is being handed over to the Company Secretary.

The electronic data and all other relevant records relating to the e-voting are in my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes/Report on Postal Ballot.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Yours Faithfully

**CS Manoj Maheshwari
Scrutinizer
M. No.: FCS 3355 | C.P. No. 1971
Partner
V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)**

**Place: Jaipur
Date: March 16, 2026
UDIN: F003355G004075489**

**Countersigned By:
For Nitin Spinners Limited**

**Dinesh Nolkha
Chairman and Managing Director
DIN: 00054658**