



**NITIN SPINNERS LTD.**



REF: NSL/SG/2017-18/  
March 03, 2018

**BSE Ltd.**  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers  
Dalal Street  
**Mumbai – 400 001**

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

**Company Code – 532698**

**Company ID - NITINSPIN**

**Sub. : Notice for Extra-Ordinary General Meeting**

Dear Sir,

We hereby inform you that an Extra-Ordinary General Meeting of the Company is scheduled to be held on Monday, 26<sup>th</sup> March, 2018 at 3.30 P.M. at the Registered office of the Company to consider and approve issue of Equity Shares to the Promoters on preferential basis.

In pursuant to provisions of regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached Notice of the Meeting which contained details about remote e-voting and cut off dates.

We hope you will find the above in order.

Thanking you,

Yours faithfully

**For-Nitin Spinners Ltd.**

  
**(Sudhir Garg)**  
**Company Secretary & GM (Legal)**



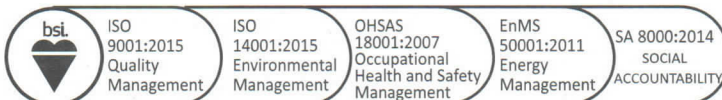
CIN. : L17111RJ1992PLC006987

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

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# NITIN SPINNERS LIMITED

CIN: L17111RJ1992PLC006987

Regd Office: 16-17 KM Stone, Chittor Road, Hamirgarh, Bhilwara - 311025

Phone: 01482-286110-13, Fax - 01482-286114

Website: www.nitinspinners.com • E-mail: investorrelations@nitinspinners.com

## NOTICE

**NOTICE** is hereby given pursuant to the relevant provisions of the Companies Act, 2013, as amended (the "**Companies Act, 2013**") read with the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, that the Extraordinary General Meeting of the Members of **NITIN SPINNERS LIMITED** will be held on Monday, the 26th March, 2018, at 3.30 P.M. at its Registered office at 16-17 KM. Stone, Chittor Road, Hamirgarh, Bhilwara-311 025 (Rajasthan) to transact the following Business (the "**EGM**"):

### **SPECIAL BUSINESS:**

#### **Item No. 1: Preferential Issue of Equity Shares to Promoters**

**To consider and, if thought fit, to pass with or without modification(s), the following resolution(s) as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules thereunder (the "**Act**") (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into with the stock exchanges where the equity shares of face value of Rs.10 (Rs. Ten ) each ("**Equity Shares**") of the Company are listed (the "**Stock Exchanges**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2009, as amended ("**ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, as amended ("**Listing Regulations**") and the law, rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, the Stock Exchanges, the Government of India or any other relevant authority from time to time, to the extent applicable, and subject to applicable guidelines of Foreign Exchange Management Act, 1999, as amended, and subject to such approvals, consents, permissions and sanctions as may be required from any and / or all Government or regulatory authorities and / or all other institutions and bodies provided that such sanctions are acceptable to the Board of Directors of the Company and subject to such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised to accept, the Board be and is hereby authorised on behalf of the Company to create, issue, offer and allot upto such number of Equity Shares for an amount not exceeding Rs. 8.06 crores ( Indian rupees Eight Crores Six Lakhs only) on a preferential basis to one of the Company's promoter being Redial Trading & Investment Private Limited in such manner and on such terms and conditions as may be determined by the Board in

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accordance with the ICDR Regulations and/or other applicable provisions of the law and at such price as will be determined in accordance with Regulation 76 of the SEBI ICDR Regulations, which shall not, in any event, be lower than the price at which the Company has issued and allotted shares to three of its other promoters, namely, Shri Ratan Lal Nolkha, Shri Dinesh Nolkha and Shri Nitin Nolakha on February 20, 2018.

**RESOLVED FURTHER THAT** in accordance with the provisions of the ICDR Regulations, the "Relevant Date" for the purpose of determination of the price of the Equity Shares to be issued and allotted as above be 24th February, 2018, being the date falling 30 days prior to the date of the Extraordinary General Meeting of the Company scheduled to be held on 26th March, 2018, to approve this issue of Equity Shares and that the allotment of Equity Shares is proposed to be completed within maximum period of 15 days from the date of passing of the shareholders' resolution and in case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including the Securities and Exchange Board of India, the Stock Exchange or the Central Government where the shares of the Company are listed then the allotment shall be completed within 15 days from the date of receipt of such approval or permission as the case may be.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the existing Equity Shares of the Company in all respects including dividend.

**RESOLVED FURTHER THAT** the Equity Shares shall remain locked in from such date and for such parties as specified under the SEBI ICDR Regulations and the Equity Shares so offered and allotted to the investors, shall be in dematerialized form.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue, allotment of the Equity Shares, the Board or the Securities Issuance Committee, be and are jointly and severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board or the Securities Issuance Committee may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

**RESOLVED FURTHER THAT** the Board is authorized to delegate all or any of the powers herein conferred by this resolution to the Securities Issuance Committee or any director or directors or any other officer or officers of the Company to give effect to the aforesaid resolution including to execute any document on behalf of the Company and to represent the Company before any Governmental authorities and to appoint any professional advisor/ consultants/ lawyers.

**RESOLVED FURTHER THAT** the Board or the Securities Issuance Committee is authorised to take necessary steps for listing of the above mentioned Equity Shares on the Stock

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Exchanges where the Equity Shares of the Company are listed, as per the terms and conditions of the Listing Regulations, ICDR Regulations and other applicable Guidelines, Rules and Regulations.

**RESOLVED FURTHER THAT** pursuant to Section 52 of the Companies Act, 2013, the premium to be received on the issue and allotment of Equity Shares of the Company be transferred to the "Securities Premium Account" of the Company

**RESOLVED FURTHER THAT** subject to SEBI Regulations and other applicable laws, the Board or the Securities Issuance Committee is authorized to decide and approve terms and conditions of the issue of above mentioned Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient."

**By order of the Board of Directors**

**For Nitin Spinners Limited**

Place : Bhilwara  
Date : February 24,2018

**Sudhir Garg**  
**Company Secretary & GM (Legal)**

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**Notes :-**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten) of the total share capital of the Company carrying voting rights. A member holding more than 10% (ten) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder. The instrument appointing the Proxy, in order to be valid, should be duly stamped, filled, signed and must reach to the Registered Office of the Company not less than forty eight hours before the commencement of the meeting.

2. Corporate members are requested to send a duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend the Extra-ordinary General Meeting.
3. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
4. Members and Proxies attending the meeting are requested to bring their attendance slip duly filled & signed at the Meeting place.
5. Pursuant to Section 102 of the Companies Act, 2013, the explanatory statement in respect of special business to be transacted at the Meeting is annexed hereto.
6. The copies of relevant documents can be inspected at the Registered Office of the Company on any working day till the date of Meeting from 10:00 A.M. to 1:00 P.M.

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7. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their copies of PAN card to their Depository Participants with whom they are maintaining DEMAT Accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
  8. Members are requested to :
    - (a) Notify the change in address, if any, with PIN code numbers immediately to the Company (in case shares held in physical mode)
    - (b) Quote their regd. Folio Number/DP and client ID Nos. in all their correspondence with the Company or its registered and Share Transfer Agent.
  9. As measure of green initiatives, electronic copy of the Notice for EGM is being sent to the members whose email IDs are registered with Company/Depository Participant(s) unless any member has requested for a physical copy of the same, members are requested to register their e-mail address with their Depository Participant(s) or with Company by sending e-mail to investorrelations@nitinspinners.com. Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. This notice is also available at the website of the Company at www.nitinspinners.com.
  10. Sh. Rajendra Kumar Jain, FCS 4584, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process to be carried at the EGM in a fair and transparent manner.

#### **Voting through electronic means**

- I In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide a facility to the members to exercise their votes electronically through remote electronic voting service facility arranged by Central Depository Services (India) Ltd. The facility for voting, through ballot paper, will also be made available at the Meeting and the members attending the Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the Meeting through ballot paper. Members who have cast their votes by remote e-voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their votes again. The instructions for e-voting are given in the Notice.
- II The remote e-voting period starts at 10:00 A.M on Thursday, the 22nd March, 2018 and ends at 5:00 P.M on Sunday, the 25th March, 2018. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of, Monday, the 19th March, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the shareholder has casted his vote, the same is not allowed to change subsequently.

#### **The instructions for Shareholders for remote e-voting are as under:-**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period

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- (ii) Click on "Shareholders" tab.
  - (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
  - (iv) Now Enter your User ID
    - (a) For CDSL: 16 digits beneficiary ID
    - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name &amp; address sticker/Postal Ballot Form/mail) in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yy format) as recorded in your demat account or in company records in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv)</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
  - (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page
  - (xvii) If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xviii) Note for Non -Individual Shareholders and Custodians
    - (a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
    - (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
    - (c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
    - (d) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - (e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian/any other person, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or you can contact Mr. Sudhir Garg, Company Secretary & GM (Legal), Nitin Spinners Ltd. at 01482-286110 or E-mail Id [sudhirgarg@nitinspinners.com](mailto:sudhirgarg@nitinspinners.com)

- II. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- III. The scrutinizer, after scrutinizing the votes cast at the meeting (Polling by ballot) and

through remote e-voting will not later than forty eight hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman.

- IV The results declared alongwith the consolidated Scrutinizer's Report shall be immediately placed on the Company's website www.nitinspinners.com and on the website of CDSL and shall simultaneously be communicated to the Stock Exchanges.
- V A person who has acquired shares & become a member of the Company after the dispatch of notice of EGM & holding shares as on cut off date, may obtain the login ID & password by sending a request at helpdesk.evoting@cdslindia.com. However, if the person is already registered with the CDSL for remote e-voting then existing user ID & password can be used for casting vote.

## **ANNEXURE TO NOTICE**

### **Explanatory statement pursuant to section 102 of the Companies Act, 2013**

#### **Item no. 1: Preferential Issue of Equity Shares to Promoters**

The Board of Directors in its meeting held on 14th November, 2017 and Shareholders in its meeting held on 14th December, 2017 approved allotment of 10,00,290 shares to Promoters and its group but the 6,68,290 equity shares could not be allotted to Redial Trading & Investment Private Limited as one of the Stock Exchange namely BSE Ltd. has not granted in-principle approval on account of a particular disclosure i.e. names of ultimate beneficiary not being made in the explanatory statement to the shareholders resolution that was passed in connection with the preferential issue of shares on December 14, 2017. Accordingly, the Company now proposes to seek a fresh shareholders approval for allotment of 6,68,290 equity shares to Redial Investment and Trading Private Limited which shall not, in any event, be lower than the price at which the Company has allotted shares to three of its other promoters, namely, Sh. Ratan Lal Nolkha, Sh. Dinesh Nolkha and Sh. Nitin Nolkha on February 20, 2018.

The Board in its meeting held on February 24, 2018 has also given its approval to issue and allot up to 6,68,290 Equity Shares at Rs. 120.50 (Rs. One Hundred Twenty & fifty paise) as above.

Other disclosures in accordance with the Companies Act, 2013 and in terms of Regulation 73 of the SEBI ICDR Regulations required to be made in the explanatory statement to the notice of the EGM, are as follows:

#### **1. The objects of the Preferential Issue**

In order to augment additional capital requirements of the Company for general corporate purpose, repayment of debt, or any other purpose, it is necessary for the Company to raise funds on the basis of preferential issue. The Company has accordingly proposed to enhance its equity base.

#### **2. The proposal of the promoters/directors or key management personnel to subscribe to the issue:**

<b>Name of the Proposed Allottees</b>	<b>No. Of Shares proposed to be allotted</b>
Redial Trading & Investment Private Limited	6,68,290



No shares are being offered to Directors, Independent Directors, relative of Directors, Key Management Personnel (KMP).

**3. Relevant Date:**

The Relevant Date as per the SEBI ICDR Regulations for the determination of issue price of the Equity Shares pursuant to the aforesaid preferential allotment is fixed as 24th February, 2018 i.e. the date falling 30 days prior to the date of this Extraordinary General Meeting of the Company to approve the proposed preferential issue, in terms of Section 62 of the Companies Act, 2013.

**4. Pricing of Preferential Issue:**

The Equity Shares will be allotted in accordance with the price determined in terms of Regulation 76 of the SEBI ICDR Regulations. Since the Company is listed on BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (collectively, the "Stock Exchanges"), the trading volume of equity shares of the Company on the Stock Exchanges will be considered to determine the highest trading volume for computation of the issue price. The price so calculated is Rs. 112.94 (Rs. One Hundred Twenty and Ninety Four paise only) per Equity Share. The issue price of each Equity Share is fixed at Rs. 120.50 (Rs. One Hundred Twenty and Fifty paise only) the price at which shares were allotted to other three Promoters i.e. Sh. Ratan Lal Nolkha, Sh. Dinesh Nolkha and sh. Nitin Nolkha on 20.02.2018.

**5. The Company hereby undertakes that:**

- It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI ICDR Regulations, if it is required to do so.
- If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by the allottee.

**6. The shareholding pattern before and after the Preferential Issue:**

The shareholding pattern of the Company pre and post the allotment of Equity Shares under the proposed Preferential Issue is given below:

S. No.	Category	Pre Issue		Post Preferential Issue	
		No of shares	% of Shareholding	No of shares	% of Shareholding
<b>A</b>	<b>Promoter Holding</b>				
1	Indian Individual	13040510	23.4745	13040510	23.1955
	Bodies Corporate	16755000	30.1611	17423290	30.9913
	Sub Total	29795510	53.6356	30463800	54.1868
2	Foreign Promoters	NIL	NIL	NIL	NIL
	<b>Sub Total (A)</b>	<b>29795510</b>	<b>53.6356</b>	<b>30463800</b>	<b>54.1868</b>
<b>B</b>	<b>Non Promoter Holding</b>				
1	Institutional Investor	7838290	14.1099	7838290	13.9422

S. No.	Category	Pre Issue		Post Preferential Issue	
		No of shares	% of Shareholding	No of shares	% of Shareholding
2	Non Institution				
	Individual	14269992	25.6878	14269992	25.3824
	Bodies Corporate	2232300	4.0184	2232300	3.9706
	Trusts	4500	0.0081	4500	0.0080
	Others	1411118	2.5402	1411118	2.5100
	<b>Sub Total (B)</b>	<b>25,756,200</b>	<b>46.3644</b>	<b>25,756,200</b>	<b>45.8132</b>
	<b>Grand Total</b>	<b>55,551,710</b>	<b>100.0000</b>	<b>56,220,000</b>	<b>100.0000</b>

**7. The names of the proposed allottee and the percentage of post preferential offer capital that may be held by them:**

Identity of proposed allottee	Category	Pre-issue holding	% of pre-issue	No. of Equity Shares to be allotted	Issue price of Equity Shares (Rs.)	Post-issue holding	% of post issue
Redial Trading & Investment Private Limited	Promoter	16755000	30.1611	668290	120.50	17423290	30.9913

**8. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control the proposed allottee is as follows:**

1. Sh. Ratan Lal Nolkha (PAN AAHPN1293K)
2. Sh. Dinesh Nolkha (PAN AAJPN4579N),
3. Sh. Nitin Nolakha (PAN ABEPN3269K)
4. Smt. Sushila Devi Nolkha (PAN AAJPN4620J),
5. Smt. Krishna Nolkha (PAN AAJPN4588R),
6. Smt. Ranjeeta Nolakha(PAN AMJPS8382C)
7. Ratan Lal Nolkha (HUF) (PAN AABHR2074G)

**9. Particulars of the proposed allottee:**

Redial Trading & Investment Private Limited having registered office at 12, Badal Textile Market, Pur Road, Bhilwara 311001 (Rajasthan) having PAN AAACR7077H, being one of the Promoters of the Company.

**10. Proposed time within which the Preferential Issue shall be completed:**

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

**11. Change in control:**

There shall be no change in management or control of the Company pursuant to the issue of the Equity Shares.

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**12. Securities to be issued:**

The resolution set out in the accompanying notice authorizes the Board to issue to the allottees, upto 6,68,290 fully paid-up Equity shares of face value of Rs. 10/- each aggregating to the amount Rs 8,05,28,945 (Rupees Eight Crores Five Lacs Twenty Eight Thousand and Nine Hundred Forty Five only) in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the SEBI Regulations.

**13. Auditors' certificate:**

The certificate from M/s Kalani & Co., Statutory Auditors of the Company, as required under Regulation 73(2) of the Regulations will be made available for inspection at the Registered Office of the Company between 10:00 A.M. and 1:00 P.M. on all working days (excluding holidays and Sundays) up to the date of the meeting.

**14. Lock-in period:**

The proposed allotment of Equity Shares pursuant to the Preferential Issue shall be subject to lock-in as per requirements of the Regulation 78 of Chapter VII of ICDR Regulations.

**15. Disclosure under schedule VIII Part G of ICDR Regulations :-** Neither our Company, nor our Directors or Promoters have been identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI.

**16. The number of persons to whom allotment on preferential basis have already been made during the year in terms of number of securities as well as price:**

The Company has allotted 93,85,765 Equity Shares at Rs. 115/- each to Ten Qualified Institutional Buyers on 07.11.2017 and 3,32,000 Equity Shares at Rs. 120.50 each to three Promoters of the Company being Sh. Ratan Lal Nolkha, Sh. Dinesh Nolkha and Sh. Nitin Nolkha on 20.02.2018 on preferential basis except these no shares have been allotted on preferential basis during last one year.

As it is proposed to issue and allot the aforesaid Equity Shares on a preferential allotment basis, a special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013, other applicable provisions of Companies Act, 2013 and Chapter VII of the SEBI Regulations. The Board believes that the proposed Preferential Issue and allotment of Equity Shares is in the best interest of the Company and its members.

Your Directors, therefore, recommend the resolution for your approval. Except the promoter directors Sh. Ratan Lal Nolkha, Sh. Dinesh Nolkha, Sh. Nitin Nolkha, none of the Directors/Key Management Personnel/their relatives of the Company are in any way concerned or interest in the above referred resolution. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Regulations. All the documents referred to in the accompanying notice would be available for inspection without any fee by the members at the Registered Office of the Company during 10:00 A.M. and 1:00 P.M. on any working day up to the date of the meeting.

**By order of the Board of Directors  
For Nitin Spinners Limited**

**Sudhir Garg  
Company Secretary & GM (Legal)**

Place : Bhilwara  
Date : February 24,2018



## NITIN SPINNERS LIMITED

CIN : L17111RJ1992PLC006987

Reg. Office :- 16-17 Km. Stone, Chittor Road, Hamirgarh, Bhilwara- 311025 (Rajasthan)

Website : www.nitinspinners.com, E-mail Id – investorrelations@nitinspinners.com

Phone No. 01482-286110, Fax No. 01482-286114 & 17

### ATTENDANCE SLIP

Only Shareholder or the Proxies will be allowed to attend the meeting

DP ID *	
Client ID *	

L.F. No.	
No. of Shares held	

I certify that I am a member/proxy for the member of the Company

I / We hereby record my / our presence at the Extra -Ordinary General Meeting of the Company being held on Monday, the 26th March, 2018 at 3:30 P.M. at Registered office of Company.

Signature of Shareholders(s) : 1. .... 2. ....

Signature of the Proxy holder .....

\* Applicable for Investors holding Shares in Electronic form

**Note : Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.**

### PROXY FORM

**(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)**

CIN : L17111RJ1992PLC006987

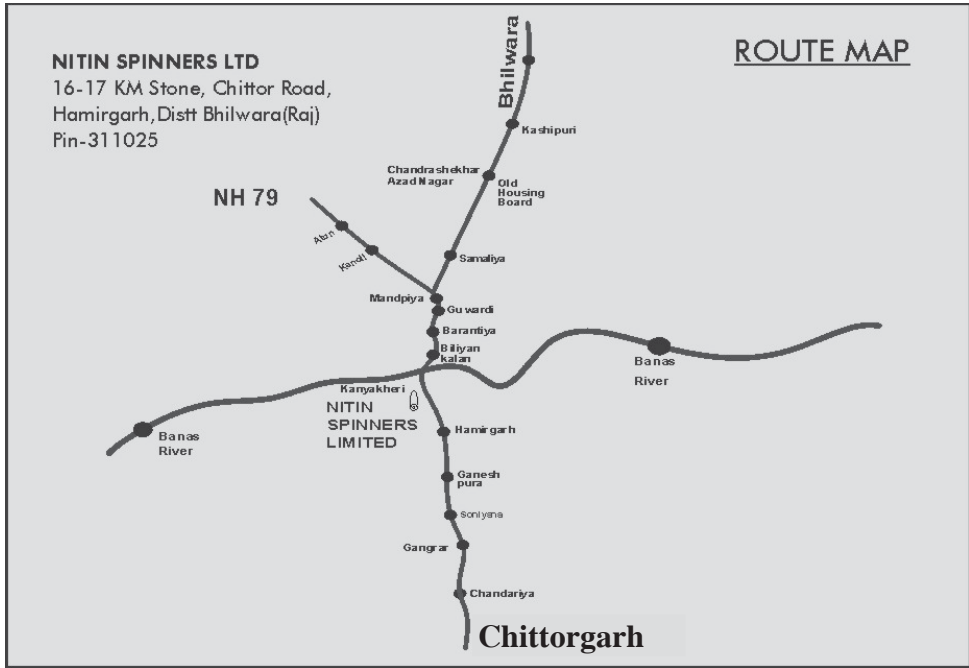
Name of Company : NITIN SPINNERS LIMITED

Registered Office : 16-17 Km. Stone, Chittor Road, Hamirgarh, Bhilwara- 311025 (Raj.)

Name of Member(s)	
Registered Address	
Email ID	
Folio No. / Client ID	
DP ID	

I/We, being the member(s) of..... Shares of Nitin Spinners Ltd, hereby appoint :

- (1) Name ..... : Address .....
- Email ID ..... : Signature .....or failing him;
- (2) Name ..... : Address .....
- Email ID ..... : Signature .....or failing him;
- (3) Name ..... : Address .....
- Email ID ..... : Signature .....



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Monday, the 26th March, 2018 at 3.30 PM at Registered office 16-17 KM. Stone, Chittor Road, Hamirgarh Bhilwara- 311025 (Raj.) and at any adjournment thereof in respect of such resolutions as are indicate below:

Resolu- tion No.	RESOLUTIONS	Optional*	
		For	Against
Special Business			
1.	Special resolution for <b>Preferential Issue of Equity Shares to Promoters</b>		

Signed this ..... day of ..... 2018

Signature of shareholder .....

Signature of proxy holder(s).....

Affix  
Revenue  
Stamp

Note: (1) This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company at 16-17 KM, Stone, Chittor Road, Hamirgarh, Bhilwara- 311025 (Rajasthan), not less than 48 hours before the commencement of the meeting.

For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra-Ordinary General Meeting.

(2) \* Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

(3) In case of joint holders, signatures of any one holder will be sufficient, but names of the joint holders should be stated.