

# **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,

The Chairman of

26<sup>th</sup> Annual General Meeting of the Equity Shareholders of Nitin Spinners Limited held on 22<sup>nd</sup> September, 2018 at 03:30 P.M. at the registered office of the Company at 16-17 KM. Stone, Chittor Road, Hamirgarh, Bhilwara - 311025 (Rajasthan) ("AGM").

**Sub: Consolidated Scrutinizer's report on remote e-voting and voting conducted at the AGM.**

The Board of Directors of Nitin Spinners Limited (hereinafter referred to as "Company") at its meeting held on Tuesday, 07<sup>th</sup> August, 2018, has appointed me as the scrutinizer for the remote e-voting process as well as to scrutinize the physical ballot forms to be received from the Shareholders at the venue of the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) (hereinafter referred to as "Rule 20") and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **Report on Scrutiny:**

- The Company had appointed Central Depository Services (India) Limited (hereinafter referred to as "CDSL / Service Provider") as the service provider for the purpose of extending the facility of remote e-voting to the Shareholders of the Company. Big Share Services Private Limited is the Registrar and Share Transfer Agents (hereinafter referred to as "RTA") of the Company.
- The Service Provider had provided a system for recording the votes of the Shareholders electronically on all the items of the business (both Ordinary and Special Business) sought to be transacted at the AGM of the Company.
- The Service Provider had set up electronic voting facility on their website <https://www.evotingindia.com>. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also 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 the AGM was Friday, 10<sup>th</sup> August, 2018 and as on that date, there were 22,210 Shareholders of the Company. The Company had sent the Notices of the AGM along with Annual Report and E-Voting details by email to Shareholders whose email-IDs were made available by the two Depositories and for those Shareholders, holding shares in physical form, who had registered their email-IDs with the RTA. In respect of shareholders whose email-IDs were not available, notices were sent by courier.



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- The notices sent (both through e-mail and physical mode) contained the detailed procedure to be followed by the Shareholders who were desirous of casting their votes electronically as provided in Rule 20.
- The Cut-off date for the purpose of identifying Shareholders who will be entitled to vote on the resolutions placed for approval of the Shareholders was Saturday, 15<sup>th</sup> September, 2018. The remote e-voting period remained open from Tuesday, 18<sup>th</sup> September, 2018 at 10:00 A.M. and ended on Friday, 21<sup>st</sup> September, 2018 at 05:00 P.M.
- The Company completed the dispatch of the notices to the Shareholders by Monday, 20<sup>th</sup> August, 2018.
- As prescribed in clause (v) of sub rule 4 of Rule 20, the Company also released an advertisement, which was published 21 days before the date of the AGM in "The Business Standard" English newspaper in English language and in "The Dainik Bhaskar" Vernacular newspaper in Vernacular language dated Friday, 24<sup>th</sup> August, 2018. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the voting period on Friday, 21<sup>st</sup> September, 2018 at 05:00 P.M., the voting portal of the Service Provider was blocked forthwith. The limited information for the shareholders who have cast their votes, such as name, folio number and number of shares held was obtained from the Service Provider.
- At the venue of the AGM of the Company, the facility to vote through ballot paper was provided to facilitate those Shareholders present in the meeting but could not participate in the Remote e-voting to record their votes.
- On 22<sup>nd</sup> September, 2018, after counting of the votes conducted at the venue of the AGM through ballot paper and the votes cast through remote e-voting were unblocked by me in the presence of 2 witnesses who are not in the employment of the company as prescribed in Sub Rule 4(xii) of the said Rule 20.
- Thereafter, I as a scrutinizer duly compiled details of the remote e-voting carried out by the Shareholders and the physical voting done at the venue of the AGM by way of Ballot paper, the details of which are as follows:





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

To consider and adopt the Audited Financial Statements of the Nitin Spinners Limited for the year ended March 31, 2018 together with the Directors' and Auditors' Reports thereon.

Total No. of Shareholders/Folios	22466		
Total No. of Shares	5,62,20,000		
Remote E-voting Period	18 <sup>th</sup> September, 2018 to 21 <sup>st</sup> September, 2018		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	57	1,22,83,298
Total Votes cast through Polling at AGM	B	14	2,61,32,742
Grand Total of remote e-voting / Polling at AGM(A+B)	C	71	3,84,16,040
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	1	28,05,013
Net remote e-voting/ Polling at AGM(C-D)	E	70	3,56,11,027

**NOTES:**

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- 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.
- There is no case where the shareholder has 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	3,04,71,000	3,04,71,000	100.0000%	3,04,71,000	0.0000%	100.0000%	0.0000%
Public institutional holders	79,11,270	50,27,456	63.5480%	50,27,456	0.0000%	100.0000%	0.0000%
Public-others	1,78,37,730	1,12,571	0.6311%	1,12,571	0.0000%	100.0000%	0.0000%
<b>Total</b>	<b>5,62,20,000</b>	<b>3,56,11,027</b>	<b>63.3423%</b>	<b>3,56,11,027</b>	<b>0.0000%</b>	<b>100.0000%</b>	<b>0.0000%</b>

Percentage of Votes cast in favour: 100.0000% | Percentage of votes cast against: 0.0000%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100.0000%, I report that the ordinary resolution under section 129 of the Companies Act, 2013 as set out in the notice of AGM dated 07<sup>th</sup> August, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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## Item No. 2 : Ordinary Resolution:

### Declaration of Dividend

To declare Dividend of Rs. 1.20 per Equity Shares for the year ended March 31, 2018.

Total No. of Shareholders/Folios	22466		
Total No. of Shares	5,62,20,000		
Remote E-voting Period	18 <sup>th</sup> September, 2018 to 21 <sup>st</sup> September, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	57	1,22,83,298
Total Votes cast through Polling at AGM	B	14	2,61,32,742
Grand Total of remote e-voting / Polling at AGM(A+B)	C	71	3,84,16,040
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	71	3,84,16,040

### NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- 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.
- There is no case where the shareholder has 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	3,04,71,000	3,04,71,000	100.0000%	3,04,71,000	0.0000%	100.0000%	0.0000%
Public Institutional holders	79,11,270	78,32,469	99.0039%	78,32,469	0.0000%	100.0000%	0.0000%
Public-others	1,78,37,730	1,12,571	0.6311%	1,12,071	500	99.5558%	0.4442%
<b>Total</b>	<b>5,62,20,000</b>	<b>3,84,16,040</b>	<b>68.3316%</b>	<b>3,84,15,540</b>	<b>500</b>	<b>99.9987%</b>	<b>0.0013%</b>

Percentage of Votes cast in favour: 99.9987% | Percentage of votes cast against: 0.0013%

### RESULT:-

Since, the number of votes cast in favour of the resolution is 99.9987%, I report that the ordinary resolution under section 123 of the Companies Act, 2013 as set out in the notice of AGM dated 07<sup>th</sup> August, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.





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Item No. 3 : Ordinary Resolution:

Re-Appointment of a Director

To appoint a Director in place of Shri R.L. Nolkha (DIN: 00060746) who retires by rotation and being eligible offers himself for re-appointment.

Total No. of Shareholders/Folios	22466		
Total No. of Shares	5,62,20,000		
Remote E-voting Period	18 <sup>th</sup> September, 2018 to 21 <sup>st</sup> September, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	57	1,22,83,298
Total Votes cast through Polling at AGM	B	14	2,61,32,742
Grand Total of remote e-voting / Polling at AGM(A+B)	C	71	3,84,16,040
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	71	3,84,16,040

**NOTES:**

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- 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.
- There is no case where the shareholder has 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	3,04,71,000	3,04,71,000	100.0000%	3,04,71,000	0.0000%	100.0000%	0.0000%
Public institutional holders	79,11,270	78,32,469	99.0039%	78,32,469	0.0000%	100.0000%	0.0000%
Public-others	1,78,37,730	1,12,571	0.6311%	1,12,571	0.0000%	100.0000%	0.0000%
<b>Total</b>	<b>5,62,20,000</b>	<b>3,84,16,040</b>	<b>68.3316%</b>	<b>3,84,16,040</b>	<b>0.0000%</b>	<b>100.0000%</b>	<b>0.0000%</b>

Percentage of Votes cast in favour: 100.0000% | Percentage of votes cast against: 0.0000%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100.0000%, I report that the ordinary resolution under section 152 of the Companies Act, 2013 as set out in the notice of AGM dated 07<sup>th</sup> August, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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Item No. 4 : Special Resolution:

Re-appointment of Sh. R. L. Nolkha, Executive Chairman

Total No. of Shareholders/Folios	22466		
Total No. of Shares	5,62,20,000		
Remote E-voting Period	18 <sup>th</sup> September, 2018 to 21 <sup>st</sup> September, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	57	1,22,83,298
Total Votes cast through Polling at AGM	B	14	2,61,32,742
Grand Total of remote e-voting / Polling at AGM(A+B)	C	71	3,84,16,040
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	71	3,84,16,040

#### NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- 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.
- There is no case where the shareholder has 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	3,04,71,000	3,04,71,000	100.0000%	3,04,71,000	0.0000%	100.0000%	0.0000%
Public institutional holders	79,11,270	78,32,469	99.0039%	78,32,469	0.0000%	100.0000%	0.0000%
Public-others	1,78,37,730	1,12,571	0.6311%	1,12,571	0.0000%	100.0000%	0.0000%
<b>Total</b>	<b>5,62,20,000</b>	<b>3,84,16,040</b>	<b>68.3316%</b>	<b>3,84,16,040</b>	<b>0.0000%</b>	<b>100.0000%</b>	<b>0.0000%</b>

Percentage of Votes cast in favour: 100.0000% | Percentage of votes cast against: 0.0000%

#### RESULT:-

Since, the number of votes cast in favour of the resolution is 100.0000%, I report that the special resolution under section 196, 197, 198 and 203 of the Companies Act, 2013 as set out in the notice of AGM dated 07<sup>th</sup> August, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.





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**Item No. 5 : Special Resolution:**

Re-appointment of Sh. Nitin Nolakha, Executive Director

Total No. of Shareholders/Folios	22466		
Total No. of Shares	5,62,20,000		
Remote E-voting Period	18 <sup>th</sup> September, 2018 to 21 <sup>st</sup> September, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	57	1,22,83,298
Total Votes cast through Polling at AGM	B	14	2,61,32,742
Grand Total of remote e-voting / Polling at AGM(A+B)	C	71	3,84,16,040
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	71	3,84,16,040

**NOTES:**

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- 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.
- There is no case where the shareholder has 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	3,04,71,000	3,04,71,000	100.0000%	3,04,71,000	0.0000%	100.0000%	0.0000%
Public Institutional holders	79,11,270	78,32,469	99.0039%	78,32,469	0.0000%	100.0000%	0.0000%
Public-others	1,78,37,730	1,12,571	0.6311%	1,12,571	0.0000%	100.0000%	0.0000%
<b>Total</b>	<b>5,62,20,000</b>	<b>3,84,16,040</b>	<b>68.3316%</b>	<b>3,84,16,040</b>	<b>0.0000%</b>	<b>100.0000%</b>	<b>0.0000%</b>

Percentage of Votes cast in favour: 100.0000% | Percentage of votes cast against: 0.0000%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100.0000%, I report that the special resolution under section 196, 197, 198 and 203 of the Companies Act, 2013 as set out in the notice of AGM dated 07<sup>th</sup> August, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**Item No. 6 : Special Resolution:****Authorization to Board of Director to borrow money under section 180(1)(c) of the Companies Act, 2013**

Total No. of Shareholders/Folios	22466		
Total No. of Shares	5,62,20,000		
Remote E-voting Period	18 <sup>th</sup> September, 2018 to 21 <sup>st</sup> September, 2018		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	57	1,22,83,298
Total Votes cast through Polling at AGM	B	14	2,61,32,742
Grand Total of remote e-voting / Polling at AGM(A+B)	C	71	3,84,16,040
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	71	3,84,16,040

**NOTES:**

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- 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.
- There is no case where the shareholder has 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	3,04,71,000	3,04,71,000	100.0000%	3,04,71,000	0.0000%	100.0000%	0.0000%
Public Institutional holders	79,11,270	78,32,469	99.0039%	78,32,469	0.0000%	100.0000%	0.0000%
Public-others	1,78,37,730	1,12,571	0.6311%	1,11,996	575	99.4892%	0.5108%
<b>Total</b>	<b>5,62,20,000</b>	<b>3,84,16,040</b>	<b>68.3316%</b>	<b>3,84,15,465</b>	<b>575</b>	<b>99.9985%</b>	<b>0.0015%</b>

Percentage of Votes cast in favour: 99.9985% | Percentage of votes cast against: 0.0015%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 99.9985%, 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 07<sup>th</sup> August, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.





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Item No. 7 : 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	22466		
Total No. of Shares	5,62,20,000		
Remote E-voting Period	18 <sup>th</sup> September, 2018 to 21 <sup>st</sup> September, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	57	1,22,83,298
Total Votes cast through Polling at AGM	B	14	2,61,32,742
Grand Total of remote e-voting / Polling at AGM(A+B)	C	71	3,84,16,040
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	71	3,84,16,040

## NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- 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.
- There is no case where the shareholder has 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	3,04,71,000	3,04,71,000	100.0000%	3,04,71,000	0.0000%	100.0000%	0.0000%
Public institutional holders	79,11,270	78,32,469	99.0039%	78,32,469	0.0000%	100.0000%	0.0000%
Public-others	1,78,37,730	1,12,571	0.6311%	1,11,996	575	99.4892%	0.5108%
<b>Total</b>	<b>5,62,20,000</b>	<b>3,84,16,040</b>	<b>68.3316%</b>	<b>3,84,15,465</b>	<b>575</b>	<b>99.9985%</b>	<b>0.0015%</b>

Percentage of Votes cast in favour: 99.9985% | Percentage of votes cast against: 0.0015%

## RESULT:-

Since, the number of votes cast in favour of the resolution is 99.9985%, 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 07<sup>th</sup> August, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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## Item No. 8 : Special Resolution:

### Adoption of New Set of Regulations of Articles of Association of the Company

Total No. of Shareholders/Folios	22466		
Total No. of Shares	5,62,20,000		
Remote E-voting Period	18 <sup>th</sup> September, 2018 to 21 <sup>st</sup> September, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	57	1,22,83,298
Total Votes cast through Polling at AGM	B	14	2,61,32,742
Grand Total of remote e-voting / Polling at AGM(A+B)	C	71	3,84,16,040
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	71	3,84,16,040

#### NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- 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.
- There is no case where the shareholder has 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	3,04,71,000	3,04,71,000	100.0000%	3,04,71,000	0.0000%	100.0000%	0.0000%
Public institutional holders	79,11,270	78,32,469	99.0039%	78,32,469	0.0000%	100.0000%	0.0000%
Public-others	1,78,37,730	1,12,571	0.6311%	1,12,571	0.0000%	100.0000%	0.0000%
<b>Total</b>	<b>5,62,20,000</b>	<b>3,84,16,040</b>	<b>68.3316%</b>	<b>3,84,16,040</b>	<b>0.0000%</b>	<b>100.0000%</b>	<b>0.0000%</b>

Percentage of Votes cast in favour: 100.0000% | Percentage of votes cast against: 0.0000%

#### RESULT:-

Since, the number of votes cast in favour of the resolution is 100.0000%, I report that the special resolution under section 14 of the Companies Act, 2013 as set out in the notice of AGM dated 07<sup>th</sup> August, 2018 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

COMPANY SECRETARY

2370 954; 93145 04821 (M)

E-mail: cs.vmanda@gmail.com

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

## Item No. 9 : Special Resolution:

Ratification of Relevant Date

Total No. of Shareholders/Folios	22466		
Total No. of Shares	5,62,20,000		
Remote E-voting Period	18 <sup>th</sup> September, 2018 to 21 <sup>st</sup> September, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	57	1,22,83,298
Total Votes cast through Polling at AGM	B	14	2,61,32,742
Grand Total of remote e-voting / Polling at AGM(A+B)	C	71	3,84,16,040
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	71	3,84,16,040

### NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- 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.
- There is no case where the shareholder has 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	3,04,71,000	3,04,71,000	100.0000%	3,04,71,000	0.0000%	100.0000%	0.0000%
Public institutional holders	79,11,270	78,32,469	99.0039%	78,32,469	0.0000%	100.0000%	0.0000%
Public-others	1,78,37,730	1,12,571	0.6311%	1,12,532	39	99.9654%	0.0346%
<b>Total</b>	<b>5,62,20,000</b>	<b>3,84,16,040</b>	<b>68.3316%</b>	<b>3,84,16,001</b>	<b>39</b>	<b>99.9999%</b>	<b>0.0001%</b>

Percentage of Votes cast in favour: 99.9999% | Percentage of votes cast against: 0.0001%

### RESULT:-

Since, the number of votes cast in favour of the resolution is 99.9999%, I report that the special resolution as set out in the notice of AGM dated 07<sup>th</sup> August, 2018 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**

COMPANY SECRETARY

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**Item No. 10 : Ordinary Resolution:****Ratification of Remuneration of Cost Auditors for the Financial Year 2018-19**

Total No. of Shareholders/Folios	22466		
Total No. of Shares	5,62,20,000		
Remote E-voting Period	18 <sup>th</sup> September, 2018 to 21 <sup>st</sup> September, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	57	1,22,83,298
Total Votes cast through Polling at AGM	B	14	2,61,32,742
Grand Total of remote e-voting / Polling at AGM(A+B)	C	71	3,84,16,040
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	71	3,84,16,040

**NOTES:**

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- 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.
- There is no case where the shareholder has 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	3,04,71,000	3,04,71,000	100.0000%	3,04,71,000	0.0000%	100.0000%	0.0000%
Public institutional holders	79,11,270	78,32,469	99.0039%	78,32,469	0.0000%	100.0000%	0.0000%
Public-others	1,78,37,730	1,12,571	0.6311%	1,12,532	39	99.9654%	0.0346%
<b>Total</b>	<b>5,62,20,000</b>	<b>3,84,16,040</b>	<b>68.3316%</b>	<b>3,84,16,001</b>	<b>39</b>	<b>99.9999%</b>	<b>0.0001%</b>

Percentage of Votes cast in favour: 99.9999% | Percentage of votes cast against: 0.0001%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 99.9999%, I report that the ordinary resolution under section 148 of the Companies Act, 2013 as set out in the notice of AGM dated 07<sup>th</sup> August, 2018 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**

**COMPANY SECRETARY**

**2370 954; 93145 04821 (M)**

**E-mail: cs.vmanda@gmail.com**

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All the Resolutions mentioned in the AGM Notice dated 07<sup>th</sup> August, 2018 as per the results above stand passed under remote e-voting and voting conducted at AGM with the requisite majority and deemed to be passed as on the date of the AGM.

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

I hereby confirm that I am maintaining the Registers received from the RTA and the electronic voting data received from the Service Provider, in respect of the votes cast through remote e-voting. Relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for safe keeping.

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.

Yours Faithfully



CS Manoj Maheshwari  
Scrutinizer

FCS: 3355  
C.P. No. 1971

Place: Jaipur  
Date: 24<sup>th</sup> September, 2018



For Nitin Spinners Limited



Ratan Lal Nolkha  
Chairman  
DIN - 00060746