

**R K Jain & Associates**  
Company Secretaries  
5-A-25, 'Shubhan'  
R C Vyas Colony  
Bhilwara-311001 Rajasthan  
Cell:- +91 9829125844  
Phone 01482-225844, 220818  
Email [rkjainbhilwara@gmail.com](mailto:rkjainbhilwara@gmail.com)

**FORM No. MGT-13**

[Pursuant to rule section 109 to the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

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

Dear Sir,

I, R. K. Jain, practicing Company Secretary (Membership No FCS 4584) appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions(s), at the 22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Nitin Spinners Ltd, held on 11<sup>th</sup> September, 2014 at 16-17 KM Stone, Chittor Road Hamirgarh, Bhilwara (Raj.) 311025, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was locked in my presence with due identification marked placed by me.
2. The locked ballot box was subsequently opened in my presence and all poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorised / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:

**Item No. 1 :-**

**Ordinary Resolution :-** Adoption of Audited Balance Sheet as at 31<sup>st</sup> March, 2014, Profit and Loss Statement for the year ended on that date Directors' and Auditors' Reports thereon.

(i). Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of the total number of valid votes cast
34	27624221	100



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(ii) Voted **against** the Resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of the total number of valid votes cast
NIL	N.A.	N.A.

(iii). **Invalid** votes:

Total No. of members (in person or proxy) whose votes were declared invalid	Total Number of voted cast by them
NIL	N.A.

**Item No. 2 :-**

**Ordinary Resolution:-** Declaration of Dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2014.

(i). Voted in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of the total number of valid votes cast
34	27624221	100

(ii) Voted **against** the Resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of the total number of valid votes cast
NIL	N.A.	N.A.

(iii). **Invalid** votes:

Total No. of members (in person or proxy) whose votes were declared invalid	Total Number of voted cast by them
NIL	N.A.



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**Item No. 3 :-**

**Ordinary Resolution :-** Re-appointment of Sh. R. L. Nolkha as Director of the Company.

(i). Voted in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of the total number of valid votes cast
34	27624221	100

(ii) Voted **against** the Resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of the total number of valid votes cast
NIL	N.A.	N.A.

(iii). **Invalid** votes:

Total No. of members (in person or proxy) whose votes were declared invalid	Total Number of voted cast by them
NIL	N.A.

**Item No. 4 :-**

**Ordinary Resolution:-** Appointment of Auditors and to fix their remuneration.

(i). Voted in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of the total number of valid votes cast
34	27624221	100



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(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of the total number of valid votes cast
NIL	N.A.	N.A.

(iii). Invalid votes:

Total No. of members (in person or proxy) whose votes were declared invalid	Total Number of voted cast by them
NIL	N.A.

**Item No. 5 :-**

**Ordinary Resolution:-** Appointment of Sh. Y. R. Shah as an Independent Director.

(i). Voted In favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of the total number of valid votes cast
34	27624221	100

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of the total number of valid votes cast
NIL	N.A.	N.A.

(iii). Invalid votes:

Total No. of members (in person or proxy) whose votes were declared invalid	Total Number of voted cast by them
NIL	N.A.



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**Item No. 6 :-**

**Ordinary Resolution:-** Appointment of Sh. B. Ram as an Independent Director.

(i). Voted in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of the total number of valid votes cast
34	27624221	100

(ii) Voted **against** the Resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of the total number of valid votes cast
NIL	N.A.	N.A.

(iii). **Invalid** votes:

Total No. of members (in person or proxy) whose votes were declared invalid	Total Number of voted cast by them
NIL	N.A.

**Item No. 7 :-**

**Ordinary Resolution:-** Appointment of Smt. Aditi Mehta as an Independent Director.

(i). Voted in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of the total number of valid votes cast
34	27624221	100



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(ii) Voted against the Resolution:

Number of members present and voting (In person or by proxy)	Number of voted cast by them	% of the total number of valid votes cast
NIL	N.A.	N.A.

(iii). Invalid votes:

Total No. of members (in person or proxy) whose votes were declared invalid	Total Number of voted cast by them
NIL	N.A.

**Item No. 8 :-**

**Ordinary Resolution:-** Appointment of Dr. R. Chattopadhyay as an Independent Director.

(i). Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of the total number of valid votes cast
34	27624221	100

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of the total number of valid votes cast
NIL	N.A.	N.A.

(iii). Invalid votes:

Total No. of members (in person or proxy) whose votes were declared invalid	Total Number of voted cast by them
NIL	N.A.



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**Item No. 9 :-**

**Special Resolution:-** Under section 180(1)(c) of the Companies Act, 2013 for borrowing money upto Rs. 700 Crores.

(i). Voted in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of the total number of valid votes cast
34	27624221	100

(ii) Voted **against** the Resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of the total number of valid votes cast
NIL	N.A.	N.A.

(iii). **Invalid** votes:

Total No. of members (in person or proxy) whose votes were declared invalid	Total Number of voted cast by them
NIL	N.A.

**Item No. 10 :-**

**Special Resolution:-** Under section 180(1)(a) of the Companies Act, 2013 for creation of security

(i). Voted in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of the total number of valid votes cast
34	27624221	100



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(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of the total number of valid votes cast
NIL	N.A.	N.A.

(iii). Invalid votes:

Total No. of members (in person or proxy) whose votes were declared invalid	Total Number of voted cast by them
NIL	N.A.

**Item No. 11 :-**

**Ordinary Resolution:-** Approval of remuneration of Cost Auditors

(i). Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of the total number of valid votes cast
34	27624221	100

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of the total number of valid votes cast
NIL	N.A.	N.A.

(iii). Invalid votes:

Total No. of members (in person or proxy) whose votes were declared invalid	Total Number of voted cast by them
NIL	N.A.





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**Item No. 12 :-**

**Ordinary Resolution:-** Approval for increase in sitting fee of Independent Directors.

(i). Voted in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of the total number of valid votes cast
34	27624221	100

(ii) Voted **against** the Resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of the total number of valid votes cast
NIL	N.A.	N.A.

(iii). **Invalid** votes:

Total No. of members (in person or proxy) whose votes were declared invalid	Total Number of voted cast by them
NIL	N.A.

5. Soft copy of list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.



Place: Bhilwara  
Dated: 11.09.2012

Thanking you,

**R. K. Jain & Associates**  
Company Secretaries

*(Signature)*  
R. K. Jain  
COR. NO. 5466