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# NITIN SPINNERS LIMITED

CIN: L17111RJ1992PLC006987

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

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

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

## NOTICE

**NOTICE** is hereby given that the Extra-ordinary General Meeting ("**EOGM**") of the Members of **NITIN SPINNERS LIMITED** will be held on Saturday, the 27th April, 2019 at 11.30 A.M. at its Registered office at 16-17 KM. Stone, Chittor Road, Hamirgarh, Bhilwara-311 025 (Rajasthan) to transact the following Special Business :

**Item No. 1: CONTINUATION OF DIRECTORSHIP OF SH. Y. R SHAH, INDEPENDENT DIRECTOR AND WHO HAS ATTAINED AGE OF 75 YEARS**

To consider and, if thought fit, to pass the following resolution(s) as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, consents, permissions, as may be considered necessary from the appropriate authorities consent of the Members of the Company be and is hereby accorded for continuation of the Directorship of Sh. Y. R. Shah (DIN: 00019557), Independent Director of the Company, who has already attained the age limit of 75 years and aged around 77 years at present, on the existing terms and conditions, from the effective date of the said amended regulations i.e. April 01, 2019 till the expiry of his present tenure on 10th September, 2019"

**"RESOLVED FURTHER THAT** the Board of Director of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to undertake all other activities as may be incidental or expedient in this regard"

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

Place : Bhilwara  
Date : March 30, 2019

**Sudhir Garg  
Company Secretary & GM (Legal)  
(Membership No. ACS 9684)**

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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

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- 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 setting out the material facts 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.
  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 Registrar and Share Transfer Agent.
  9. 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. Members who has fully paid-up share and whose names appear on the Register of Members/ List of Beneficial Owners on cut-off date will be considered for the purpose of voting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
  11. The route map showing the direction to reach the venue of EOGM is attached at the end of the Notice of EOGM
  12. Sh. Manoj Maheshwari, FCS 3355, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process to be carried at the EOGM 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 of the 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 Wednesday, the 24th April, 2019 and ends at 5:00 P.M on Friday, the 26th April, 2019. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, the 20th April, 2019, 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
- (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>

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- (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.
- (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) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and windows phone user can download the app from the App Store and the Windows Phone Store respectively. Please follow instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **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.

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- (d) The list of accounts linked in the login should be mailed to 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) or at its Registered office address at 16-17 KM Stone, Chittor Road, Hamirgarh, Bhilwara - 311025

- II. A copy of this notice has been placed on the website of the Company i.e [www.nitinspinners.com](http://www.nitinspinners.com) and the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com)
- 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](http://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](mailto: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**

Pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) effective from 01.04.2019 consent of the shareholders by way of Special Resolution shall be required for continuation of directorship of the Non-Executive Directors of the Company who have attained age of 75 years.

Sh. Y. R. Shah (DIN 00019557) was appointed as Independent Director on the Board of the Company in accordance with the applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 at the 22nd Annual General Meeting of the Company held on September 11, 2014 for a term of 5 (five) consecutive years up to September 10, 2019. In the opinion of the Board, he fulfils the conditions specified under the Act for such appointment and that Sh. Y. R. Shah is independent of management.

Sh. Y. R. Shah, Independent Director having attained age of 75 years and aged around 77 years at present and his present tenure is valid till 10th September, 2019, the Board of Directors at its meeting held on 30th March, 2019 decided to seek the approval of Shareholders by way of Special Resolution for continuing his present tenure on the same terms and conditions.

The brief profile of Sh. Y. R. Shah, Independent Director seeking continuation of Directorship as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-

2 on General Meetings issued by the Institute of Company Secretary of India are given below :-

Name of Director	Mr. Y. R. Shah	
Date of Birth	31.08.1942 (Age around 77 years)	
DIN	00019557	
Nationality	Indian	
Qualification	B.E.(Text)	
Date of First appointment on the Board	24.02.2005	
Date of Re-Appointment as an Independent Director	11.09.2014	
Expertise/Experience in specific functional areas	Vast Experience of more than four decades in the textile Industry and having expertise in the field of Textile Marketing.	
Directorship held in other Companies	Nil	
Relationship with other Directors, Manager and other KMP of the Company	Nil	
Terms and conditions of appointment/ continuation of Directorship	Mr. Y. R. Shah was appointed as the Independent Director of the Company in accordance with the provision of the Companies Act, 2013 at the 22nd AGM held on 11th September, 2014 for a term of 5 consecutive years up to 10th September, 2019.	
Details of last Remuneration drawn (F.Y. 17-18)	Rs. 112500/- (Sitting Fee)	
Details of proposed Remuneration	There is no change in the remuneration and only Sitting Fees is being paid to Sh. Y.R. Shah, independent Director.	
Number of Meetings of the Board attend during the year	Held	5
	Attended	4
Chairman / Member of the Committee of the Board of Directors of this Company	<b>Name of Committees</b>	<b>Chairman/Member</b>
	Audit Committee	Chairman
	Nomination & Remuneration Committee	Chairman
	Corporate Social Responsibility Committee	Member
	Stakeholders Relationships Committee	Chairman
Committee Membership in other Companies	Nil	
Shareholding in the Company as on March 30, 2019	Nil	

Keeping in view his vast experience and contribution made by Sh. Y. R. Shah who has attained age of 75 years and aged around 77 years at present, the Board recommends the Special Resolution set out in the item no. 1 for the approval of the Shareholders of the Company. None of the Directors/Key Management Personnel/their relatives except Sh. Y. R. Shah is in any way concerned or interest in the above referred resolution.

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

Place : Bhilwara  
Date : March 30, 2019

**Sudhir Garg  
Company Secretary & GM (Legal)  
(Membership No. ACS 9684 )**



# 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 Saturday, the 27th April, 2019 at 11:30 A.M. at the Registered office of Company at 16-17 KM Stone, Chittor Road, Hamirgarh, Bhilwara-311025.

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

Signature of the Proxyholder .....

\* 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

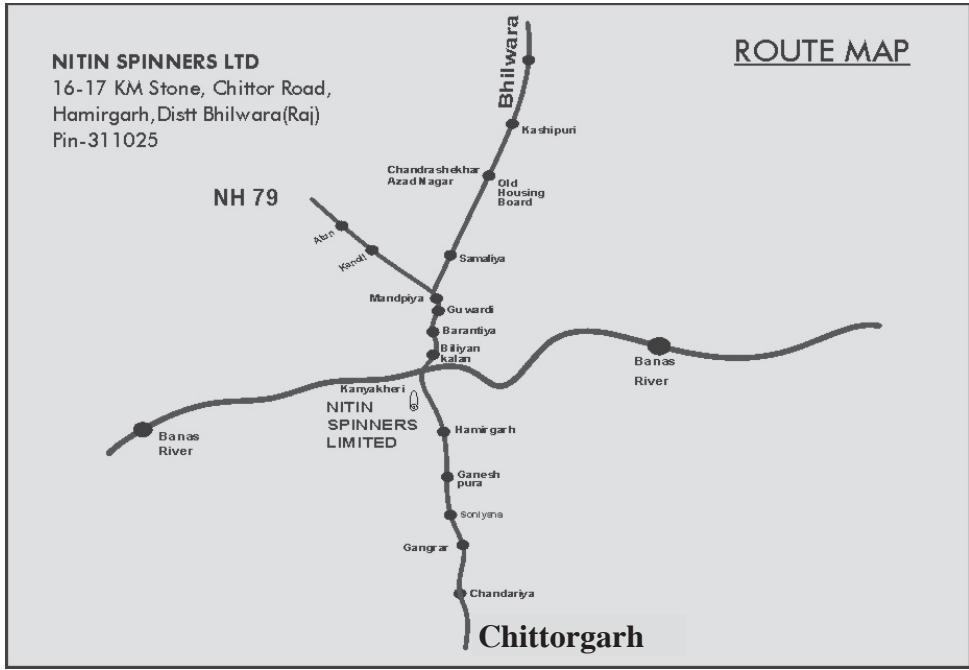
Name of Company : NITIN SPINNERS LIMITED

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

Name of Member(s)	
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 Saturday, the 27th April, 2019 at 11.30 AM at Registered office 16-17 KM. Stone, Chittor Road, Hamirgarh Bhilwara- 311025 (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicate below:

Resolu- tion No.	RESOLUTIONS	Optional*	
		For	Against
Special Business			
1.	<b>Continuation of Directorship of Sh. Y.R Shah, Independent Director and who has attained age of 75 years</b>		

Signed this ..... day of ..... 2019  
 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.