



NITIN SPINNERS LIMITED

CIN : L17111RJ1992PLC006987

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

Phone : 01482-286110-113, Fax - 01482-286114

Website :- www.nitinspinners.com

E-Mail:- investorrelations@nitinspinners.com

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the Shareholders of **NITIN SPINNERS LIMITED** will be held at the Registered Office of the Company at 16-17 KM. Stone, Chittor Road, Hamirgarh, Bhilwara-311 025 (Rajasthan) on **Monday, the 4th September, 2017 at 3.30 P.M.** to transact following business:-

Ordinary Business:-

Item No. 1 - Adoption of Audited Financial Statements

To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017 together with the Directors' and Auditors' Reports thereon.

Item No. 2 - Declaration of Dividend

To declare dividend on Equity Shares for the year ended March 31, 2017.

Item No. 3 - Re-Appointment of a Director

To appoint a Director in place of Shri Nitin Nolakha (DIN 00054707), who retires by rotation and being eligible offers himself for re-appointment.

Item No. 4 - Appointment of Statutory Auditors of the Company and to fix their remuneration

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014, including any statutory re-enactment(s) or modification(s) thereof for the time being in force, M/s. Kalani & Co., Chartered Accountant, Bhilwara (Firm Registration No. 0007220) be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this 25th Annual General Meeting till the conclusion of 30th Annual General Meeting of the Company, subject to ratification as to the said appointment at every Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the

Auditors plus applicable Taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit"

Special Business:-

Item No. 5 - Increase in Borrowing Power

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

"RESOLVED that in supersession of the special resolution passed by the members of the Company at the 23rd Annual General Meeting held on 25th September, 2015 and pursuant to section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and all other applicable rules, laws and acts, if any, and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities, if any, while granting such approvals, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the company for borrowing for the purpose of business, from time to time, any sum or sums of money on such terms and conditions with or without security as the Board of Directors may think fit, which together with the monies already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) and being borrowed by the Board at any time shall not exceed in the aggregate at any time Rs. 1250.00 Crores (Rupees One Thousand Two Hundred Fifty Crores only) in Indian Rupees or equivalent thereof in any foreign currency(ies) irrespective of the fact that such aggregate amount of borrowings outstanding at any time may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised and it shall always be deemed to have been so authorised to

finalise and execute the requisite agreement, documents, deeds and writings and to do all such other acts, deeds and things as may be necessary to give effect to the above resolution."

Item No. 6. - Creation of Security on increased Borrowing Power

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

"RESOLVED that in supersession of the special resolution passed by the members of the Company at the 23rd Annual General Meeting held on 25th September, 2015 and pursuant to section 180(1)(a) and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and all other applicable rules, laws and acts, if any, and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities, if any, while granting such approvals, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage and/or create charge on all or any one or more of the movable/immovable properties or such other assets of the Company, wheresoever situated, both present and future, on such terms and conditions and at such time or times and in such form or manner as it may deem fit, to or in favour of the lenders to secure any fund based and/or non fund based facilities not exceeding Rs. 1250.00 Crores (Rupees One Thousand Two Hundred Fifty Crores only) together with interest thereon at the respective agreed rate(s), compound interest, additional interest, liquidated damage(s), commitment charge(s), premia on prepayment or redemption, cost charge(s) expenses and all other monies payable by the Company to such lenders under the respective loan/other agreement(s) entered/to be entered into between the Company and the lender(s) in respect of the said borrowing(s), such security to rank in such manner as may be agreed to between the concerned parties and as may be thought expedient by the Board".

"FURTHER RESOLVED that the Board of Directors be and is hereby authorised and it shall always be deemed to have been so authorised to finalise and execute with the Lenders the requisite agreement, documents, deeds and writings for borrowing and/or for creating together aforesaid mortgage(s) and/or charge(s) and to do all such other acts, deeds and things as may be necessary to give effect to the above resolution".

Item No. 7 -Reclassification of unissued portion of Authorized Capital

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules notified thereunder (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and further subject to any other laws and regulations, as may be applicable, and on recommendation of the Board of Directors of the Company and applicable permissions, sanctions and approvals as may be required in this regard, approval of shareholders be and is hereby accorded that the Authorized Share Capital of the Company comprising of 4,60,00,000 (Four Crore Sixty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each and 4,00,000 (Four Lakhs) Preference Shares of Rs. 100/- (Rupees One Hundred) each aggregating to Rs. 50,00,00,000/- (Rs. Fifty Crores only) be and is here by reclassified by shifting the unissued part of preference share capital as mentioned above into Equity Share Capital.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be substituted with the following:

V. The Authorized Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs.10/- each (Rupees Ten only)."

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments as may be required in this regard."

Item No. 8 - Increase in Authorized Share Capital

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to Section 13, 64 and other applicable provisions, if any, of Companies Act, 2013 and the rules notified thereunder (including any statutory modification(s), amendments or reenactment(s) thereof for the time being in force) and further subject to any other laws and regulations, as may be applicable and the enabling provisions of Articles of Associations of the Company and on recommendation of the

Board of Directors of the Company and applicable permissions, sanctions and approvals as may be required in this regard, approval of shareholders be and is hereby accorded to the Board of Directors of the Company to increase the Authorised Share Capital of the company from Rs.50,00,00,000/- (Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs.10/- each (Rupees Ten only) to Rs. 60,00,00,000/- (Rupees Sixty Crore Only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs.10/- each (Rupees Ten only), subject to approval of reclassification of Authorised Share Capital.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be substituted with the following:

V. The Authorized Share Capital of the Company is Rs. 60,00,00,000/- (Rupees Sixty Crore Only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs.10/- each (Rupees Ten only).

RESOLVED FURTHER THAT new shares shall rank pari passu to the existing shares in all respect and that all the provisions contained in the Articles of Association of the company with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer, transmission, voting etc., will be applicable to the new shares as they are applicable to the already issued equity shares.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments as may be required in this regard."

Item No. 9 - Raising of funds through Securities

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

"RESOLVED THAT pursuant to the provisions of Sections 23,42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, to the extent notified and in effect, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules made thereunder (including any modification(s) or re-enactment(s) thereof, for the time being in force) and applicable provisions, if any, of the Companies Act, 1956, (without reference to the provisions thereof that have ceased to have effect upon the notification of the

Companies Act, 2013) (collectively, the **"Companies Act"**) (including any amendments thereto or re-enactment thereof), the Foreign Exchange Management Act, 1999, as amended (**"FEMA"**), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014, as amended, rules, regulations, guidelines, notifications and circulars prescribed by the Securities and Exchange Board of India (**"SEBI"**) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **"SEBI ICDR Regulations"**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"SEBI Listing Regulations"**), the Reserve Bank of India (**"RBI"**), the Foreign Investment Promotion Board (**"FIPB"**) and Government of India (**"GOI"**) and/or any other competent authorities as may be required and clarifications, if any issued thereon from time to time, the equity listing agreements entered into between the Company and the stock exchanges where the Company's equity shares of face value of Rs. 10 each (the **"Equity Shares"**) are listed, and subject to any approval, consent, permission and/or sanction of GOI, SEBI, RBI, FIPB, Registrar of Companies and the stock exchanges, as may be required, and the enabling provisions of the Memorandum and Articles of Association of the Company, and all other necessary approvals, permissions, consents and/or sanctions of concerned statutory and other relevant authorities and subject to satisfaction of such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (herein referred to as the **"Board"**), which term shall include any committee thereof constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution to the extent permitted by law), consent, authority and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot Equity Shares, global depository receipts (**"GDR"**), American depository receipts (**"ADR"**) foreign currency convertible bonds (**"FCCB"**) and/or other financial instruments convertible into or exercisable for Equity Shares (including warrants, or otherwise, in registered or bearer form), non-convertible preference shares, compulsorily

convertible preference shares, optionally convertible preference shares, fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/or any security convertible into Equity Shares with or without voting / special rights and/ or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holder to convert or subscribe to Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as the "**Securities**") or any combination of Securities, in one or more tranches, whether rupee denominated or denominated in foreign currency, through public offering(s) and/or private placement(s) (including by way of a qualified institutions placement) and/or on preferential allotment(s) or any combination thereof or by issue of prospectus and/or placement document and/ or other permissible / requisite offer document to any eligible person(s), including but not limited to qualified institutional buyers in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, Indian and /or bilateral and/or multilateral financial institutions, non-resident Indians, stabilizing agents, state development corporations, insurance companies, provident funds, pension funds and / or any other categories of investors whether or not such investors are members of the Company (collectively referred to as the "**Investors**") , as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding [Rs.160 Crores (Indian Rupees One Hundred and Sixty Crore)] or equivalent thereof in any foreign currency, inclusive of such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and/ or the underwriter(s)

and/or other advisor(s) for such issue.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a Qualified Institutions Placement in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "**Eligible Securities**" within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of passing of the shareholders' resolution for approving the above said issue of Securities or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations, provided that the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on such price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in the event that the Equity Shares are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities are entitled to apply for Equity Shares or such other time as may be decided by the Board or permitted by the SEBI ICDR Regulations, subject to any relevant provisions of applicable laws, rules, regulations as amended from time to time, in relation to the proposed issue of the Eligible Securities.

RESOLVED FURTHER THAT the relevant date for the determination of applicable price for the issue of any other Securities shall be as per the regulations/guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the GOI through their various departments, or any other regulator and the pricing of any Equity Shares issued upon the conversion of the Securities, if the case may be, shall be made subject to and in compliance with

the applicable rules and regulations.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- a) the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b) the Equity Shares that may be issued by the Company shall rank pari-passu with the existing Equity Shares of the Company in all respects including dividend, which shall be subject to relevant provisions in that behalf contained in the Article of Association of the Company.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to the applicable laws, rules, regulations and guidelines and subject to the approvals, consents and permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approvals, consents or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari-passu with the existing Equity Shares in all respects including dividend, which shall be subject to relevant provisions in that behalf contained in the Article of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolutions described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued

and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter, creation of mortgage/charge in accordance with the provisions of the Companies Act in respect of any Securities as may be required either on pari-passu basis or otherwise, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the ROC, the lead managers, or other authorities or agencies involved in or concerned with the issue of Securities and as the Board 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, and that all or any of the powers conferred on the Company and the Board vide this Resolution may be exercised by the Board or committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to engage / appoint the lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, legal counsel, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such Securities on one or more national and/ or international stock exchange(s).

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate (to the extent

permitted by law) all or any of the powers herein conferred to any committee of directors or any whole-time Director or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions."

Item No. 10 - Ratification of Remuneration of Cost Auditors

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"**RESOVLED** that pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and re-enactments(s) thereof for the time being in force) the payment of remuneration of Rs. 40,000/- (Rupees Forty

Thousand only) plus applicable Taxes and reimbursement of out of pocket expenses to M/s. V. K. Goyal & Company, Cost Accountants (Firm Reg. No. 000550) who were re-appointed as 'Cost Auditors' for conducting Cost Audit of the Company for the Financial Year 2017-18 as approved by the Board of Director be and is hereby ratified and confirmed."

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

Place : Bhilwara

(Sudhir Garg)

Date : 05.08.2017

Company Secretary &GM (Legal)

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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 effective, 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 Annual 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 copy of Annual Report and the attendance slip duly filled at the Meeting place.
5. In terms of Articles of Association of the Company, read with section 160 of the Companies Act, 2013, Sh. Nitin Nolakha, Director of the Company, retires by rotation at the ensuing Meeting and being eligible, offers himself for re-appointment. In terms of regulation 36 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 the relevant details of Sh. Nitin Nolakha are given in the Corporate Governance Report which forms an integral part of the notice. He is related to Sh. R.L. Nolkha, Chairman and Sh. Dinesh Nolkha, Managing Director. The Board of Directors of the Company recommends his re-appointment.
6. Pursuant to Section 102 of the Companies Act, 2013, the statement setting out the material facts concerning each item of special business to be conducted at the 25th Annual General Meeting is annexed hereto.
7. The register of Members and Share Transfer Books of the Company shall remain closed from 29th August, 2017 to 4th September, 2017 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend, if approved by the members.
8. The dividend as recommended by the Board, if declared at the meeting, will be paid after 4th September, 2017 to those members :-
 - (a) whose names appear as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/Registrar and Transfer Agent on or before 28th August, 2017 and
 - (b) whose names appear as Beneficial Owners in the list of Beneficial Owners on 28th August,2017 to be furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd. for this purpose.

9. The Annual Report and the Notice for the ensuing AGM and also the details of unclaimed dividend for the year 2013-14 to 2015-16 are available at the website of the Company i.e. www.nitinspinners.com. The shareholders are requested to write to the Company/RTA for claiming such dividend.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the register of contracts or arrangements in which Directors are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
11. The copies of relevant documents can be inspected at the Registered Office of the Company on any working day till the date of 25th Annual General Meeting from 10.00 A.M. to 1.00 P.M.
12. The Company has opened account for unclaimed shares with Kotak Securities Ltd. and 2000 equity shares were lying in the account as on 31.03.2017. During the year no claim was received for transfer of shares.
13. 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.
14. Queries, if any, on accounts and operations may please be sent to the company 7 days in advance of the meeting so that the answers can be made at the meeting.
15. 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.
16. As measure of green initiatives, electronic copy of the Annual Report-2017 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 and in order to receive copies of Annual

Reports and other communications through e-mail, 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.

17. 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 AGM 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 31st August, 2017 and ends at 5.00 P.M on Sunday, the 3rd September, 2017. 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 28th August, 2017, 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 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 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:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)- <ul style="list-style-type: none"> • 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 & address sticker/ Postal Ballot Form/mail) in the PAN field. • 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.
Dividend Bank Details OR Date of Birth (DOB)	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)

- (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) **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 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
 - (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 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 under help section or write an email to 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
- 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 AGM & 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. 5 & 6

As per provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the members in General Meeting, borrow monies in excess of the aggregate of the paid-up capital of the Company and its free reserves. Further, the borrowings of the Company are, generally, required to be secured by suitable charge and/or mortgage over the moveable and/or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

The Company may expand/diversify its production capacity and it may be partly financed through Term Loans from Banks. Hence, increase in borrowings of the Company would necessitate restructuring of the borrowing limits by authorizing the Board of Directors to borrow moneys which may exceed at any time aggregate of the paid-up capital of the Company and its free reserves, but not exceeding Rs. 1250 Crores (Rs. One Thousand Two Hundred Fifty Crores) (in place of existing limit of Rs. 1000 Crores) with a matching authorization for creation of charge and/or mortgage over the movable and/or immovable properties of the Company as security. These upward revisions in the borrowing limits and creation of securities by way of charge and/or mortgage would require your approval under the provisions of Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013 respectively.

None of the Directors /Key Managerial Personnel (KMP) of

the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item nos. 5 & 6 of the notice.

The Board of Directors recommends the Special Resolutions as set out at item no. 5 & 6 of the Notice.

Item No. 7 & 8

The present Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores only) including Equity Share Capital of Rs. 46,00,00,000/- (Rupees Forty Six Crores only) and Preference Share Capital of Rs. 4,00,00,000/- (Rupees Four Crores only) Company proposes to amend its Share capital Clause specified in Memorandum of Association of Company by reclassifying the preference share Capital component of Authorised share capital by shifting the unissued part of preference share capital as mentioned above into Equity Share Capital and reclassify part of Authorised share capital which will be reflected in Clause V of Memorandum of Association of the Company as mentioned in the resolution.

The Company proposes to raise funds through issue of Equity Share Capital and therefore it is deemed appropriate to increase the Authorised Share Capital of the Company from Rs 50 Crores to Rs. 60 Crores, consequent to approval of Item No 7 as specified in this Notice of General Meeting, and for that purpose, Capital clause V of Memorandum of Association of the Company are proposed to be suitably altered in pursuant to applicable provisions of Companies Act, 2013

None of the Directors /Key Managerial Personnel (KMP) of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 7 & 8 of the notice.

The Directors recommend these Resolutions at Item No. 7 & 8 of the accompanying Notice for the approval of the Members of the Company.

Item No. 9

In order to fund the Company's expansion and/or acquisition plans, repayment/prepayment of its debt, meeting its capital expenditure and working capital requirements, and for general corporate purposes, it is proposed to create, offer, follow on offer, issue and allot securities as stated in the resolution at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc. as may be deemed appropriate by the Board/ committee at its discretion, including the discretion to determine the categories of allottees to whom the offer, issue and allotment shall be made at the time of such offer, issue and allotment considering the market conditions and other relevant factors and wherever necessary, in consultation with lead managers, either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board/ committee, in any convertible foreign currency, as the Board/ committee at its absolute discretion may deem fit and appropriate. The Company intends to issue securities for aggregate amount not more than [Rs. 160 Crores (Indian Rupees One Hundred and Sixty Crores)] or its equivalent in one or more foreign currencies.

This Special Resolution enables the Board/ committee to undertake a Qualified Institutions Placement with Qualified Institutional Buyers as per SEBI ICDR Regulations. The Board/ committee may adopt this mechanism, as prescribed under Chapter VIII of the SEBI ICDR Regulations in order to fund the Company's expansion and/or acquisition plans, repayment/prepayment of its debt, meeting its capital expenditure and working capital requirements, and for general corporate purposes, without the need for fresh approval from the shareholders.

Basis or Justification of Price: The pricing of the Securities to be issued to Qualified Institutional Buyers pursuant to Chapter VIII of the ICDR Regulations shall be determined by the Board subject to such a price not being less than the price calculated in accordance with the ICDR Regulations.

The Special Resolution also enables the Board/ Committee to issue Securities in tranches, at such times, at such prices and to such person(s) including institutions, bodies incorporated and/or individuals or otherwise as the Board/ Committee deem fit. The Company with this resolution intends to retain the right and flexibility to issue securities including but not limited to GDRs, ADRs, FCCBs and Equity Shares. The Company may, in accordance with applicable laws, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price determined pursuant to the ICDR Regulations. The "Relevant Date" for this purpose will be the date when the Board or the Committee thereof decides to open the Qualified Institutions Placement for subscription.

The detailed terms and conditions for the offer will be determined by the Board/ Committee in consultation with the Lead Managers and such other authorities as may be required considering the market conditions and in accordance with the applicable provisions of law. The Equity Shares allotted or arising out of conversion of any Securities will be listed on recognized stock exchanges subject to the availability of regulatory approvals.

Section 62 of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, provide, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares may be offered to the person other than members of the Company, if authorized by the members pursuant to a special resolution. The special resolutions seek the consent and authorization of the members to the Board/ Committee to make the proposed issue of Securities, in consultation with the lead managers, advisors and other intermediaries and in the event it is decided to issue Securities convertible into equity shares, to issue to the holders of such convertible Securities in such manner and such number of equity shares on conversion as may be required to be issued in accordance with the terms of the issue, keeping in view the prevailing market conditions and in accordance with the applicable rules & regulations or guidelines.

None of the directors /key managerial personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the Special Resolution as set out in Item No. 9 except to the extent of securities held by them and/or their relatives and/or the entities with which they are associated.

The Directors recommend these Resolutions at Item No.9 of the accompanying Notice for the approval of the Members of the Company.

Item No. 10

The Board of Directors on the recommendation of the Audit Committee have appointed, M/s. V. K. Goyal & Company, Cost Accountants, Bhilwara, as Cost Auditors of the Company for the financial year 2017-18 at a remuneration of Rupees 40,000/- (Rupees Forty Thousand only) plus applicable Taxes and reimbursement of out of pocket expenses. As per Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members.

None of the Directors /Key Managerial Personnel (KMP) of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 10 of the notice.

The Board of Directors recommends the Ordinary Resolutions as set out at item no. 10 of the Notice.

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

Place : Bhilwara

(Sudhir Garg)

Date : 05.08.2017

Company Secretary & GM (Legal)