

# **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**

**Extraordinary General Meeting of the Equity Shareholders of NITIN SPINNERS LIMITED held on Saturday, 27<sup>th</sup> April, 2019 at 11:30 A.M. at 16-17 KM. Stone, Chittor Road, Hamirgarh, Bhilwara-311 025 (Rajasthan) ("EOGM").**

**Sub: Consolidated Scrutinizer's Report on Remote E-voting & Voting conducted at the EOGM**

The Board of Directors of NITIN SPINNERS LIMITED (hereinafter referred to as "the Company") at its meeting held on Saturday, 30<sup>th</sup> March, 2019, has appointed me as the Scrutinizer to scrutinize 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 EOGM 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. Bigshare 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 the Special Business sought to be transacted at the EOGM of the Company.
- The Service Provider had set up electronic voting facility on their website, [www.evotingindia.com](http://www.evotingindia.com). The Company had uploaded the item of the business to be transacted at the EOGM 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 EOGM was Friday, 22<sup>nd</sup> March, 2019 and as on that date, there were 21,471 shareholders of the Company. The Company had sent the Notices of the EOGM along with 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.



**MANOJ MAHESHWARI**  
**COMPANY SECRETARY**

( 2370 954; 93145 04821(M)

E-mail: [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com)

403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.

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

- The notices sent (both through e-mail and physical mode) contained the detailed procedure to be followed by the shareholders for casting their votes electronically as provided in Rule 20.
- The Cut-off date for the purpose of identifying the shareholders who will be entitled to vote on the resolution placed for approval of the Shareholders was Saturday, 20<sup>th</sup> April, 2019. The remote e-voting period remained open from Wednesday, 24<sup>th</sup> April, 2019 at 10:00 A.M. to Friday, 26<sup>th</sup> April, 2019 at 05:00 P.M.
- The Company completed the dispatch of the notices to the shareholders by Tuesday, 2<sup>nd</sup> April, 2019.
- 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 EOGM in "The Business Standard", English newspaper in English language and in "PratahKal", Vernacular newspaper in Vernacular language dated Thursday, 4<sup>th</sup> April, 2019. 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, 26<sup>th</sup> April, 2019 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 of shares held was obtained from the Service Provider.
- At the venue of the EOGM 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.
- There were no votes cast at the venue of EOGM through ballot paper. The votes cast through remote e-voting were unblocked by me as a Scrutinizer 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 have duly compiled details of the Remote e-voting carried out by the Shareholders and the physical voting at the venue of the EOGM by way of Ballot paper, the details of which are as follows:



**MANOJ MAHESHWARI****COMPANY SECRETARY**

I 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.

**Item No. 1: Special Resolution:**

Continuation of Directorship of Sh. Y.R Shah, Non Executive Independent Director and who has attained the age of 75 Years.

|   |  |                       |                  |
|---|--|-----------------------|------------------|
| Total No. of Shareholders/folios  | 21,159   |                       |                  |
| Total No. of Shares   | 5,62,20,000  |                       |                  |
| Remote E-voting Period  | 24 <sup>th</sup> April, 2019 to 26 <sup>th</sup> April, 2019 |                       |                  |
|   |  | Number of Votes/Folio | Number of shares |
| Total votes cast through remote e-voting  | A  | 57                    | 4,04,13,685      |
| Total Votes cast through Polling at EOGM  | B  | 0                     | 0                |
| Grand Total of remote e-voting / Polling at EOGM(A+B)   | C  | 57                    | 4,04,13,685      |
| Less: Invalid/abstain remote e-voting/ Polls at EOGM (On account of for/against option not indicated) | D  | 0                     | 0                |
| Net remote e-voting/ Polling at EOGM(C-D)   | E  | 57                    | 4,04,13,685      |

**NOTES:**

- There is no case where the shareholder has voted both through remote e-voting and polling at EOGM.
- Invalid voting was not taken into account for counting of percentages of votes in favour or against.
- 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.

**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  | 3,13,80,000            | 3,13,80,000             | 100.00%   | 3,13,80,000                | 0                        | 100.00%  | 0.00%  |
| Public institutional holders | 90,33,171              | 89,66,956               | 99.27%  | 61,74,500                  | 27,92,456                | 68.86%   | 31.14%   |
| Public-Others                | 1,58,06,829            | 66,729                  | 0.42%   | 66,729                     | 0                        | 100.00%  | 0.00%  |
| <b>Total</b>                 | <b>5,62,20,000</b>     | <b>4,04,13,685</b>      | <b>71.88%</b>   | <b>3,76,21,229</b>         | <b>27,92,456</b>         | <b>93.09%</b>  | <b>6.91%</b>   |

Percentage of Votes cast in favour: 93.09% | Percentage of votes cast against: 6.91%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 93.09%, I report that the special resolution under Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, as set out in the notice of EOGM dated 30<sup>th</sup> March, 2019 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of EOGM i.e. 27<sup>th</sup> April, 2019.



**MANOJ MAHESHWARI**  
**COMPANY SECRETARY**

( 2370 954; 93145 04821(M)

E-mail: [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com)

403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.

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

The Resolution mentioned in the EOGM Notice dated 30<sup>th</sup> March, 2019 as per the results above stand passed under Remote E-voting and voting conducted at EOGM with the requisite majority and deemed to be passed as on the date of the EOGM.

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 EOGM.

Yours Faithfully



CS Manoj Maheshwari  
Scrutinizer  
FCS: 3355  
C.P. No. 1971



For Nitin Spinners Limited



  
Dinesh Nolkha  
Managing Director  
Chairman of the EOGM  
DIN: 00054658

Place: Bhilwara  
Date: 27.04.2019