

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Nitin Spinners Limited**
2. Quarter ending - **31-December-2018**

i. Composition of Board of Directors

| Title (Mr./Ms) | Name of the Director | DIN | PAN | Category (Chairperson /Executive /Non-Executive/ Independent/ Nominee) | Date of Appointment | Date of cessation | Tenure (In Months) | No of Directorship in listed entities including this listed entity | No of membership in Audit/Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity |
|-----------------------|-----------------------------|------------|------------|---|----------------------------|--------------------------|---------------------------|---|--|--|
| Mr. | RABISANKAR CHATTOPADHYAY | 06928729 | AAEPC0915A | NED,ID | 11-Sep-2014 | | 60 | 1 | 1 | 0 |
| Mr. | RATAN LAL NOLKHA | 00060746 | AAHPN1293K | C & ED | 01-Sep-2018 | | 36 | 1 | 0 | 0 |
| Mr. | DINESH NOLKHA | 00054658 | AAJPN4579N | ED | 01-Oct-2016 | | 36 | 1 | 1 | 0 |
| Mr. | NITIN NOLAKHA | 00054707 | ABEPN3269K | ED | 01-Sep-2018 | | 36 | 1 | 1 | 0 |
| Mrs. | ADITI MEHTA | 06917890 | ADXPM6186F | NED,ID | 11-Sep-2014 | | 60 | 1 | 1 | 0 |
| Mr. | YESHWANTLAL RATILAL SHAH | 00019557 | AAFPS4615N | NED,ID | 11-Sep-2014 | | 60 | 1 | 2 | 2 |

II. Composition of Committees

A. Audit Committee

| <i>Sr. No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson / Membership</i> | <i>Appointment Date</i> | <i>Cessation Date</i> |
|----------------|-----------------------------|-----------------|---------------------------------|-------------------------|-----------------------|
| 1 | RABISANKAR CHATTOPADHYAY | ID | Member | 11-Sep-2014 | |
| 2 | YESHWANTLAL RATILAL SHAH | ID | Chairperson | 11-Sep-2014 | |
| 3 | ADITI MEHTA | ID | Member | 11-Sep-2014 | |

| | |
|---|-----|
| Company Remarks | OK |
| Whether Permanent chairperson appointed | Yes |

B. Stakeholders Relationship Committee

| <i>Sr. No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson / Membership</i> | <i>Appointment Date</i> | <i>Cessation Date</i> |
|----------------|-----------------------------|-----------------|---------------------------------|-------------------------|-----------------------|
| 1 | DINESH NOLKHA | ED | Member | 01-Oct-2016 | |
| 2 | NITIN NOLAKHA | ED | Member | 01-Sep-2018 | |
| 3 | YESHWANTLAL RATILAL SHAH | ID | Chairperson | 11-Sep-2014 | |

| | |
|---|-----|
| Company Remarks | OK |
| Whether Permanent chairperson appointed | Yes |

C. Risk Management Committee

| <i>Sr. No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson / Membership</i> | <i>Appointment Date</i> | <i>Cessation Date</i> |
|----------------|-----------------------------|-----------------|---------------------------------|-------------------------|-----------------------|
| N.A. | | | | | |

| | |
|---|----|
| Company Remarks | OK |
| Whether Permanent chairperson appointed | |

D. Nomination and Remuneration Committee

| Sr. No. | Name of the Director | Category | Chairperson / Membership | Appointment Date | Cessation Date |
|----------------|-----------------------------|-----------------|---------------------------------|-------------------------|-----------------------|
| 1 | RABISANKAR CHATTOPADHYAY | ID | Member | 11-Sep-2014 | |
| 2 | ADITI MEHTA | ID | Member | 11-Sep-2014 | |
| 3 | YESHWANTLAL RATILAL SHAH | ID | Chairperson | 11-Sep-2014 | |

| | |
|---|-----|
| Company Remarks | OK |
| Whether Permanent chairperson appointed | Yes |

iii. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter |
|--|--|
| 31-Oct-2018 | 08-Feb-2019 |
| | 30-Mar-2019 |

| | |
|---|----|
| Company Remarks | OK |
| Maximum gap between any two consecutive (in number of days) | 99 |
| Maximum gap between any two consecutive (in number of days) | 49 |

iv. Meeting of Committees

| Name of the Committee | Date(s) of meeting during of the committee in the previous quarter | Date(s) of meeting of the committee in the relevant quarter | Requirement of Quorum met (details) | Whether requirement of Quorum met (Yes/No) |
|------------------------------|---|--|--|---|
| Audit Committee | 31-Oct-2018 | 08-Feb-2019 | 3 | Yes |

| | |
|--|----|
| Company Remarks | OK |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 99 |

v. Related Party Transactions

| Subject | Compliance status(Yes/No/NA) | Remark |
|--|-------------------------------------|---------------|
| Whether prior approval of audit committee obtained | Yes | |
| Whether share holder approval obtained for material RPT | Not Applicable | |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | |

| | |
|--|-----------|
| Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions | NA |
|--|-----------|

vi. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5.
 - a. This report and / or the report submitted in the previous quarter has been placed before Board of Directors.- **Yes**
 - b. Any comments / observations / advice of Board of Directors may be mentioned here: **No**

Name : **SUDHIR GARG**
Designation : **Company Secretary**

ANNEXURE - II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

| <i>Item</i> | <i>Compliance status (Yes/No/NA)</i> |
|---|--|
| Details of business | Yes |
| Terms and conditions of appointment of independent directors | Yes |
| Composition of various committees of board of directors | Yes |
| Code of conduct of board of directors and senior management personnel | Yes |
| Details of establishment of vigil mechanism / Whistle Blower policy | Yes |
| Criteria of making payments to non-executive directors | Yes |
| Policy on dealing with related party transactions | Yes |
| Policy for determining 'material' subsidiaries | Not Applicable |
| Details of familiarization programmes imparted to independent directors | Yes |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes |
| Email address for grievance redressal and other relevant details | Yes |
| Financial results | Yes |
| Shareholding pattern | Yes |
| Details of agreements entered into with the media companies and/or their associates | Not Applicable |
| New name and the old name of the listed entity | Not Applicable |

II Annual Affirmations

| <i>Particulars</i> | <i>Regulation Number</i> | <i>Compliance status (Yes/No/NA)</i> |
|--|---------------------------|--|
| <i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i> | <i>16(1)(b)&25(6)</i> | <i>Yes</i> |
| <i>Board composition</i> | <i>17(1)</i> | <i>Yes</i> |
| <i>Meeting of Board of directors</i> | <i>17(2)</i> | <i>Yes</i> |
| <i>Review of Compliance Reports</i> | <i>17(3)</i> | <i>Yes</i> |
| <i>Plans for orderly succession for appointments</i> | <i>17(4)</i> | <i>Yes</i> |
| <i>Code of Conduct</i> | <i>17(5)</i> | <i>Yes</i> |
| <i>Fees/compensation</i> | <i>17(6)</i> | <i>Yes</i> |

| | | |
|--|-----------------------|----------------|
| <i>Minimum Information</i> | 17(7) | Yes |
| <i>Compliance Certificate</i> | 17(8) | Yes |
| <i>Risk Assessment & Management</i> | 17(9) | Yes |
| <i>Performance Evaluation of Independent Directors</i> | 17(10) | Yes |
| <i>Composition of Audit Committee</i> | 18(1) | Yes |
| <i>Meeting of Audit Committee</i> | 18(2) | Yes |
| <i>Composition of nomination & remuneration committee</i> | 19(1)&(2) | Yes |
| <i>Composition of Stakeholder Relationship Committee</i> | 20(1)&(2) | Yes |
| <i>Composition and role of risk management committee</i> | 21(1),(2),(3),(4) | Not Applicable |
| <i>Vigil Mechanism</i> | 22 | Yes |
| <i>Policy for related party Transaction</i> | 23(1),(5),(6),(7)&(8) | Yes |
| <i>Prior or Omnibus approval of Audit Committee for all related party transactions</i> | 23(2),(3) | Yes |
| <i>Approval for material related party transactions</i> | 23(4) | Not Applicable |
| <i>Composition of Board of Directors of unlisted material Subsidiary</i> | 24(1) | Not Applicable |
| <i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i> | 24(2),(3),(4),(5)&(6) | Not Applicable |
| <i>Maximum Directorship & Tenure</i> | 25(1)&(2) | Yes |
| <i>Meeting of independent directors</i> | 25(3)&(4) | Yes |
| <i>Familiarization of independent directors</i> | 25(7) | Yes |
| <i>Memberships in Committees</i> | 26(1) | Yes |
| <i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i> | 26(3) | Yes |
| <i>Disclosure of Share holding by Non-Executive Directors</i> | 26(4) | Yes |
| <i>Policy with respect to Obligations of directors and senior management</i> | 26(2)&26(5) | Yes |

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

Name : **SUDHIR GARG**

Designation : **Company Secretary**