

## ANNEXURE I

### Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Nitin Spinners Limited**
2. Quarter ending - **31-March-2020**

#### i. Composition of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit / Stakeholder Committee(s) including this listed entity	No of post of Chairpersons on in Audit / Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company
Mr.	RABISANKAR CHATTOPADHYAY	06928729	AAEPC0915A	ID		11-Sep-2014	11-Sep-2019		60	20-Jan-1957	NA		1	1	1	0	AC,NRC
Mr.	RATAN LAL NOLKHA	00060746	AAHPN1293K	C & ED		15-Oct-1992	01-Sep-2018		36	08-May-1946	NA		1	0	0	0	NRC
Mr.	DINESH NOLKHA	00054658	AAJPN4579N	ED	MD	15-Oct-1992	01-Oct-2019		36	13-Oct-1970	NA		1	0	1	0	SC
Mr.	NITIN NOLAKHA	00054707	ABEPN3269K	ED		10-Oct-2001	01-Oct-2018		36	26-Jan-1976	NA		1	0	1	0	SC
Mrs.	ADITI MEHTA	06917890	ADXPM6186F	ID		11-Sep-2014	11-Sep-2019		60	17-Jun-1953	NA		1	1	1	0	AC,NRC
Mr.	YESHWANTLAL RATILAL SHAH	00019557	AAFPS4615N	ID		24-Feb-2005	11-Sep-2019		54	31-Aug-1942	Yes	11-Sep-2019	1	1	2	2	AC,SC,NRC

Company Remarks	OK
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. **Composition of Committees**

a. **Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	YESHWANTLAL RATILAL SHAH	ID	Chairperson	11-Sep-2014	
2	NITIN NOLAKHA	ED	Member	01-Sep-2018	
3	DINESH NOLKHA	ED	Member	01-Oct-2019	

Company Remarks	OK
Whether Permanent chairperson appointed	Yes

c. **Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	
Whether Permanent chairperson appointed	

**d. Nomination and Remuneration Committee**

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Chairperson/Membership</b>	<b>Appointment Date</b>	<b>Cessation Date</b>
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	
4	RATAN LAL NOLKHA	C & ED	Member	01-Jun-2019	

Company Remarks	OK
Whether Permanent chairperson appointed	Yes

**iii. Meeting of Board of Directors**

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors present</b>	<b>Number of Independent Directors present</b>
13-Nov-2019	07-Feb-2020	Yes	6	3

Company Remarks	Ok
Maximum gap between any two consecutive (in number of days)	85

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	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	13-Nov-2019		Yes	3	3
Audit Committee		07-Feb-2020	Yes	3	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	85

v. **RelatedPartyTransactions**

Subject	Compliancestatus(Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder 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	<b>N.A.</b>
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**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 there port 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:

**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)**

**1. Disclosure on website in terms of Listing Regulations**

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

Advertisements as per regulation 47 (1)	Yes		www.nitinspinners.com
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes		www.nitinspinners.com
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Not Applicable		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.nitinspinners.com
Materiality Policy as per Regulation 30	Yes		www.nitinspinners.com
Dividend Distribution policy as per Regulation 43A (as applicable)	Not Applicable		
It is certified that these contents on the website of the listed entity are correct.	Yes		www.nitinspinners.com

## 2. Annual Affirmations

<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliances</i>	<i>Company Remark</i>
Independent director(s) have been appointed in terms of specified criteria of 'independence 'and/or 'eligibility'	16(1)(b)& 25(6)	Yes	
Board composition	17(1), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees / compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	

Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of nomination & remuneration committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable	
Meeting of Risk Management Committee	22	Not Applicable	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Not Applicable	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5)& (6)	Not Applicable	



Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Not Applicable	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
D & O Insurance for Independent Directors	25(10)	Not Applicable	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

<b>Other Information</b>	
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### 3. 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**

<b>Other Information</b>	
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**Name** : SUDHIR GARG  
**Designation** : Company Secretary & Compliance Officer