

## ANNEXURE - I

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

1. Name of Listed Entity - Nitin Spinners Limited
2. Quarterending - 31-March-2021

#### 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 held in listed entities including this listed entity | No of post of Chairperson in Audit / Stakeholder Committee of the Company |             |
|----------------|--------------------------|----------|------------|--|--------------|-----------------------------|---------------------|-------------------|--------|---------------|-----------------------------------|------------------------------------|---|--|---|---|-------------|
| Mr.            | RATAN LAL NOLKHA         | 00060746 | AAHPN1293K | C & ED   |              | 15-Oct-1992                 | 01-Sep-2018         |                   |        | 08-May-1946   | NA                                |                                    | 1   | 0  | 0   | 0   | NRC         |
| Mr.            | DINESH NOLKHA            | 00054658 | AAJPN4579N | ED   | MD           | 15-Oct-1992                 | 01-Oct-2019         |                   |        | 13-Oct-1970   | NA                                |                                    | 1   | 0  | 1   | 0   | SC          |
| Mr.            | NITIN NOLAKHA            | 00054707 | ABEPN3269K | ED   |              | 10-Oct-2001                 | 01-Oct-2018         |                   |        | 26-Jan-1976   | NA                                |                                    | 1   | 0  | 1   | 0   | SC          |
| Mr.            | YESHWANTLAL RATILAL SHAH | 00019557 | AAFPS4615N | ID   |              | 24-Feb-2005                 | 11-Sep-2019         |                   | 193    | 31-Aug-1942   | Yes                               | 11-Sep-2019                        | 1   | 1  | 2   | 2   | AC, SC, NRC |
| Mrs.           | ADITI MEHTA              | 06917890 | ADXPM6186F | ID   |              | 11-Sep-2014                 | 11-Sep-2019         |                   | 78     | 17-Jun-1953   | NA                                |                                    | 1   | 1  | 1   | 0   | AC, NRC     |
| Mr.            | RABISANKAR CHATTOPADHYAY | 06928729 | AAEPC0915A | ID   |              | 11-Sep-2014                 | 11-Sep-2019         |                   | 78     | 20-Jan-1957   | NA                                |                                    | 1   | 1  | 1   | 0   | AC, 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       | YESHWANTLAL RATILAL SHAH | ID       | Chairperson            | 11-Sep-2014      |                |
| 2       | ADITI MEHTA              | ID       | Member                 | 11-Sep-2014      |                |
| 3       | RABISANKAR CHATTOPADHYAY | 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       | DINESH NOLKHA            | ED       | Member                 | 01-Oct-2019      |                |
| 3       | NITIN NOLAKHA            | ED       | Member                 | 01-Sep-2018      |                |

|   |     |
|---|-----|
| 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 |
|---------|----------------------|----------|------------------------|------------------|----------------|
|---------|----------------------|----------|------------------------|------------------|----------------|

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



d. Nomination and Remuneration Committee

| Sr. No. | Name of the Director     | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|--------------------------|----------|------------------------|------------------|----------------|
| 1       | YESHWANTLAL RATILAL SHAH | ID       | Chairperson            | 11-Sep-2014      |                |
| 2       | RATAN LAL NOLKHA         | C & ED   | Member                 | 01-Jun-2019      |                |
| 3       | ADITI MEHTA              | ID       | Member                 | 11-Sep-2014      |                |
| 4       | RABISANKAR CHATTOPADHYAY | ID       | Member                 | 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 | Whether requirement of Quorum met | Number of Directors present | Number of Independent Directors present |
|---|---|-----------------------------------|-----------------------------|---|
| 31-Oct-2020   | 28-Jan-2021   | Yes                               | 5                           | 2                                       |

|   |    |
|---|----|
| Company Remarks   | Ok |
| Maximum gap between any two consecutive (in number of days) | 88 |



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                     | 31-Oct-2020  |   | Yes  | 3                           | 3                                       |
| Audit Committee                     |  | 28-Jan-2021   | Yes  | 2                           | 2                                       |
| Nomination & Remuneration Committee | 31-Oct-2020  |   | Yes  | 4                           | 3                                       |
| Nomination & Remuneration Committee |  | 28-Jan-2021   | Yes  | 3                           | 2                                       |

|  |    |
|--|----|
| Company Remarks  |    |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 88 |

v. Related Party Transactions

| Subject  | Compliance status (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      | N.A. |
| Disclosure of notes of material related party transactions |      |



## 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:



*[Handwritten Signature]*

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<br/>(Yes/No/NA)</i> | <i>Company<br/>Remark</i> | <i>Website</i>        |
|--|--|---------------------------|-----------------------|
| <b>As per regulation 46(2) of the LODR:</b>  |  |                           |                       |
| 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 |                       |
| <b>As per other regulations of the LODR:</b>  |                |                       |
| 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

| Particulars   | Regulation Number      | Compliances | Company Remark |
|---|------------------------|-------------|----------------|
| 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            |

**Other Information**

**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**

**Other Information**



**Name** : **SUDHIR GARG**  
**Designation** : **Company Secretary & Compliance Officer**