



SCRUTINIZER'S REPORT

To,
The Chairman of
31st Annual General Meeting ("AGM") of the Shareholders of Nitin Spinners Limited held on Monday, September 18, 2023 at 03:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

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

The Board of Directors of Nitin Spinners Limited (hereinafter referred to as "**the Company**") at its meeting held on Saturday, August 05, 2023 has appointed me as the scrutinizer for the remote e-voting process as well as to scrutinize the e-voting conducted at the AGM 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.

The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the 31st AGM of the Equity Shareholders dated August 05, 2023. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolution stated in the notice of the AGM, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the Agency authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM.

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 and e-voting at the AGM 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 all the items of the business (both Ordinary and Special Business) sought to be transacted at the AGM of the Company.
- The Service Provider had set up electronic voting facility on their website, <https://www.evotingindia.com>. The Company had uploaded the items of the business to be transacted at the AGM on the website of the Company and also of the Service Provider to facilitate their Shareholders to cast their vote through remote e-voting and e-voting at the AGM.



- Pursuant to General Circular No. 10/2022 dated December 28, 2022 read with Circular No. 02/2022 dated May 05, 2022, Circular No. 20/2020 dated May 05, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 14/2020 dated April 08, 2020 issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”), advertisement was published in Business Standard (English newspaper) and in Pratahkal (vernacular language newspaper) on Wednesday, August 09, 2023 specifying the date and time of the AGM, availability of the notice on Company's website and website of the Stock Exchanges, manner of registration of email IDs by the members (both physical and demat) who are yet to register their email IDs with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.
- The internal cut-off date for the dispatch of the Notice of the AGM was Friday, August 18, 2023 and as on that date, there were 35,990 Shareholders of the Company.
- The Company informed that in compliance with the MCA Circulars and SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 read with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and on the basis of the Register of Members and the list of Beneficial Owners made available by the RTA of the Company and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the RTA of the Company completed dispatch of Notice of AGM on Thursday, August 24, 2023 by E-mail to 33,954 Members who had already registered their email IDs with the Company / Depositories.
- The notices sent contained the detailed procedure to be followed by the Shareholders who were desirous of casting their votes electronically as provided in Rule 20.
- As prescribed in clause (v) of sub rule 4 of Rule 20 of The Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in “Business Standard”, English newspaper in English language and in “Pratahkal”, vernacular newspaper in vernacular language on Saturday, August 26, 2023. 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.
- The Cut-off date for the purpose of identifying Shareholders who will be entitled to vote on the resolutions placed for approval of the Shareholders was Monday, September 11, 2023.
- The remote e-voting period remained open from Thursday, September 14, 2023 at 9:00 A.M. (IST) and ended on Sunday, September 17, 2023 at 05:00 P.M. (IST).
- At the end of the voting period on Sunday, September 17, 2023 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.



- The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.
- After declaration of voting at AGM by the Chairman, the shareholders present through VC voted using e-voting facility provided by CDSL/ Service Provider. As per the information given by the Company / RTA the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
- After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of CDSL / Service Provider (<https://www.evotingindia.com>) in the presence of two witnesses, who are not in the employment of the Company as prescribed in Sub Rule 4(xii) of the said Rule 20. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.
- Based on the data downloaded from CDSL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

**Item No. 1: Ordinary Resolution:
Adoption of Audited Financial Statements**

To adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Board's and Auditors' Reports thereon.

Total No. of shareholders/ folios	34,280		
Total No. of Shares	5,62,20,000		
Remote E-voting Period	From Thursday, September 14, 2023 at 09:00 A.M. to Sunday, September 17, 2023 at 05:00 P.M.		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	125	3,24,06,852
Total Votes cast through e-voting at AGM	B	2	50,500
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	127	3,24,57,352
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	--	--
Net remote e-voting/ e-voting at AGM (C-D)	E	127	3,24,57,352

NOTES:

- (i) There is no case where a shareholder has voted both through remote e-voting and voting at AGM.
- (ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- (iii) 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 e-voting or the number of shares mentioned in the e-voting 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 Promoters Group	3,17,15,000	2,55,65,000	80.6085%	2,55,65,000	0	100.0000%	0.0000%
Public- Institutional holders	70,03,204	68,01,389	97.1182%	68,01,389	0	100.0000%	0.0000%
Public- others	1,75,01,796	90,963	0.5197%	90,940	23	99.9747%	0.0253%
Total	5,62,20,000	3,24,57,352	57.7327%	3,24,57,329	23	99.9999%	0.0001%

Percentage of Votes cast in favour: 99.9999% | Percentage of votes cast against: 0.0001%

RESULT: -

Since, the number of votes cast in favour of the resolution is **99.9999%**, Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 1** of the Notice of the AGM dated August 05, 2023 has been passed with requisite majority. The resolution is deemed to be passed as on the date of AGM.

**Item No. 2: Ordinary Resolution:
Declaration of Final Dividend**

To declare Final Dividend of Rs.2.50 per Equity Shares for the financial year ended 31st March, 2023.

Total No. of shareholders/ folios	34,280		
Total No. of Shares	5,62,20,000		
Remote E-voting Period	From Thursday, September 14, 2023 at 09:00 A.M. to Sunday, September 17, 2023 at 05:00 P.M.		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	127	3,24,87,895
Total Votes cast through e-voting at AGM	B	2	50,500
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	129	3,25,38,395
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	--	--
Net remote e-voting/ e-voting at AGM (C-D)	E	129	3,25,38,395

NOTES:

- There is no case where a shareholder has voted both through remote e-voting and voting at AGM.
- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- 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 e-voting or the number of shares mentioned in e-voting 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 Promoters Group	3,17,15,000	2,55,65,000	80.6085%	2,55,65,000	0	100.0000%	0.0000%
Public-Institutional holders	70,03,204	68,82,482	98.2762%	68,82,482	0	100.0000%	0.0000%
Public- others	1,75,01,796	90,913	0.5194%	90,476	437	99.5193%	0.4807%
Total	5,62,20,000	3,25,38,395	57.8769%	3,25,37,958	437	99.9987%	0.0013%

Percentage of Votes cast in favour: 99.9987% | Percentage of votes cast against: 0.0013%

RESULT: -

Since, the number of votes cast in favour of the resolution is **99.9987%**, Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 2** of the Notice of the AGM dated August 05, 2023 has been passed with requisite majority. The resolution is deemed to be passed as on the date of AGM.

**Item No. 3: Ordinary Resolution:****Re-Appointment of a Director liable to retire by rotation**

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

Total No. of shareholders/ folios	34,280		
Total No. of Shares	5,62,20,000		
Remote E-voting Period	From Thursday, September 14, 2023 at 09:00 A.M. to Sunday, September 17, 2023 at 05:00 P.M.		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	127	3,24,87,945
Total Votes cast through e-voting at AGM	B	2	50,500
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	129	3,25,38,445
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	--	--
Net remote e-voting/ e-voting at AGM (C-D)	E	129	3,25,38,445

NOTES:

- (i) There is no case where a shareholder has voted both through remote e-voting and voting at AGM.
- (ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- (iii) 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 e-voting or the number of shares mentioned in e-voting 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 Promoters Group	3,17,15,000	2,55,65,000	80.6085%	2,55,65,000	0	100.0000%	0.0000%
Public-Institutional holders	70,03,204	68,82,482	98.2762%	68,82,482	0	100.0000%	0.0000%
Public- others	1,75,01,796	90,963	0.5197%	89,502	1,461	98.3939%	1.6061%
Total	5,62,20,000	3,25,38,445	57.8770%	3,25,36,984	1,461	99.9955%	0.0045%

Percentage of Votes cast in favour: 99.9955% | Percentage of votes cast against: 0.0045%

RESULT: -

Since, the number of votes cast in favour of the resolution is **99.9955%**, Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 3** of the Notice of the AGM dated August 05, 2023 has been passed with requisite majority. The resolution is deemed to be passed as on the date of AGM.

**Item No. 4: Ordinary Resolution:****Ratification of Remuneration of Cost Auditors for the Financial Year 2023-24**

Total No. of shareholders/ folios	34,280		
Total No. of Shares	5,62,20,000		
Remote E-voting Period	From Thursday, September 14, 2023 at 09:00 A.M. to Sunday, September 17, 2023 at 05:00 P.M.		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	127	3,24,87,945
Total Votes cast through e-voting at AGM	B	2	50,500
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	129	3,25,38,445
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	--	--
Net remote e-voting/ e-voting at AGM (C-D)	E	129	3,25,38,445

NOTES:

- (i) There is no case where a shareholder has voted both through remote e-voting and voting at AGM.
- (ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- (iii) 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 e-voting or the number of shares mentioned in e-voting 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 Promoters Group	3,17,15,000	2,55,65,000	80.6085%	2,55,65,000	0	100.0000%	0.0000%
Public-Institutional holders	70,03,204	68,82,482	98.2762%	68,82,482	0	100.0000%	0.0000%
Public- others	1,75,01,796	90,963	0.5197%	89,379	1,584	98.2586%	1.7414%
Total	5,62,20,000	3,25,38,445	57.8770%	3,25,36,861	1,584	99.9951%	0.0049%

Percentage of Votes cast in favour: 99.9951% | Percentage of votes cast against: 0.0049%

RESULT: -

Since, the number of votes cast in favour of the resolution is **99.9951%**, Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 4** of the Notice of the AGM dated August 05, 2023 has been passed with requisite majority. The resolution is deemed to be passed as on the date of AGM.



V. M. & ASSOCIATES

COMPANY SECRETARIES

403, ROYAL WORLD
SANSAR CHANDRA ROAD
JAIPUR—302 001 (RAJASTHAN)

Phone: 0141 - 4075010
E-mail: cs.vmanda@gmail.com

All the Resolutions mentioned in the AGM Notice dated August 05, 2023 as per the results above stand passed under remote e-voting and e-voting at the AGM with the requisite majority and deemed to be passed as on the date of the AGM.

The electronic data and all other relevant records relating to the e-voting are in my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid AGM.

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 e-voting at AGM.

Yours Faithfully

CS Manoj Maheshwari
Scrutinizer
M. No.: FCS 3355 | C.P. No. 1971
Partner
V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)

Place: Jaipur
Date: September 19, 2023
UDIN: F003355E001035782

Countersigned By:
For Nitin Spinners Limited

Dinesh Nolkha
Managing Director & Chairman of AGM
DIN: 00054658