



NITIN

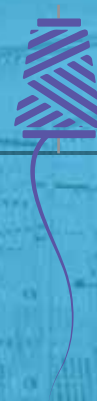
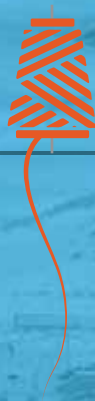
Nitin Spinners Limited

*Spinning
it Right*



Annual Report **2016 - 17**

Between the pages



Corporate OVERVIEW

2-5	Spinning threads of Growth
6-7	Growing with right numbers
8-9	Chairman's Message
10-15	Strategic Review
16	Management Team
17	Corporate Information

Statutory REPORTS

18-34	Board's Report
35-36	Management Discussion & Analysis
37-46	Corporate Governance

Financial SECTION

48-51	Auditor's Report
52	Balance Sheet
53	Profit & Loss
54	Cash Flow
55-68	Notes

Disclaimer

This document contains statements about expected future events and financials of Nitin Spinners Limited, which are forward-looking. By their nature, forward-looking statements require The Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management's Discussion and Analysis Report of the Nitin Spinners Limited's Annual Report for FY 2016-17.

Growth



is an evidence of strong focus and stronger perseverance.

Growth is also an evidence of steady efforts and steadier consistency.

When coupled with the right mix of strategies, growth can make a positive impact on sustainability.

At Nitin Spinners Limited (NSL), the right strategic insights complemented with technical advancement and superior quality is the foundation of our textile products.

Today, as we enter into 25th year of our operations, we have successfully developed a diverse product portfolio and excelled at it. We have fulfilled domestic and global customer demands through regular capacity-enhancing investments. We have innovated and developed value-added products. We have diversified our presence, explored new territories and widened our reach.



In this process, we have developed the right mix of sustainable growth - a road map for the times ahead.

Spinning threads of Growth

Nitin Spinners Limited, established in 1992 and headquartered in Bhilwara (Rajasthan), is one of India's leading manufacturer of 100% cotton yarn and knitted fabrics.

An ISO 9001:2008 certified, the Company believes in delivering high standards of quality and plays a significant role in the global textile arena. The Company has marquee clients across the European, US and Asian Pacific countries and the domestic market as well.



Right Products

The Company offers extensive range of products across its yarn and knitted fabric businesses.



KNITTED FABRICS

LYCRA BLENDED FABRICS
SINGLE JERSEY
PIQUE STRUCTURES
INTERLOCK STRUCTURES
RIB STRUCTURES



YARN

RING SPUN COMBED YARNS FROM NE 12/1 TO NE 80/1
COMPACT YARNS
MULTIFOLD RING SPUN YARNS
FANCY SLUB YARNS
CORE SPUN YARNS
OPEN END YARNS FROM NE 5/1 TO NE 24/1
MULTIFOLD OPEN END YARNS
DYEABLE CHEESE CONES - SOFT PACKAGE
100% ORGANIC COTTON YARNS AND BLENDS
BCI/TBC CERTIFIED YARNS
SUPIMA AND GIZA CERTIFIED YARNS



Catering the wide end-user industry needs



APPAREL



INNER WEARS



TERRY TOWELS



DENIM



HOME FURNISHINGS



CARPETS



INDUSTRIAL FABRICS



MEDICAL TEXTILES



MATTRESS STICKINGS

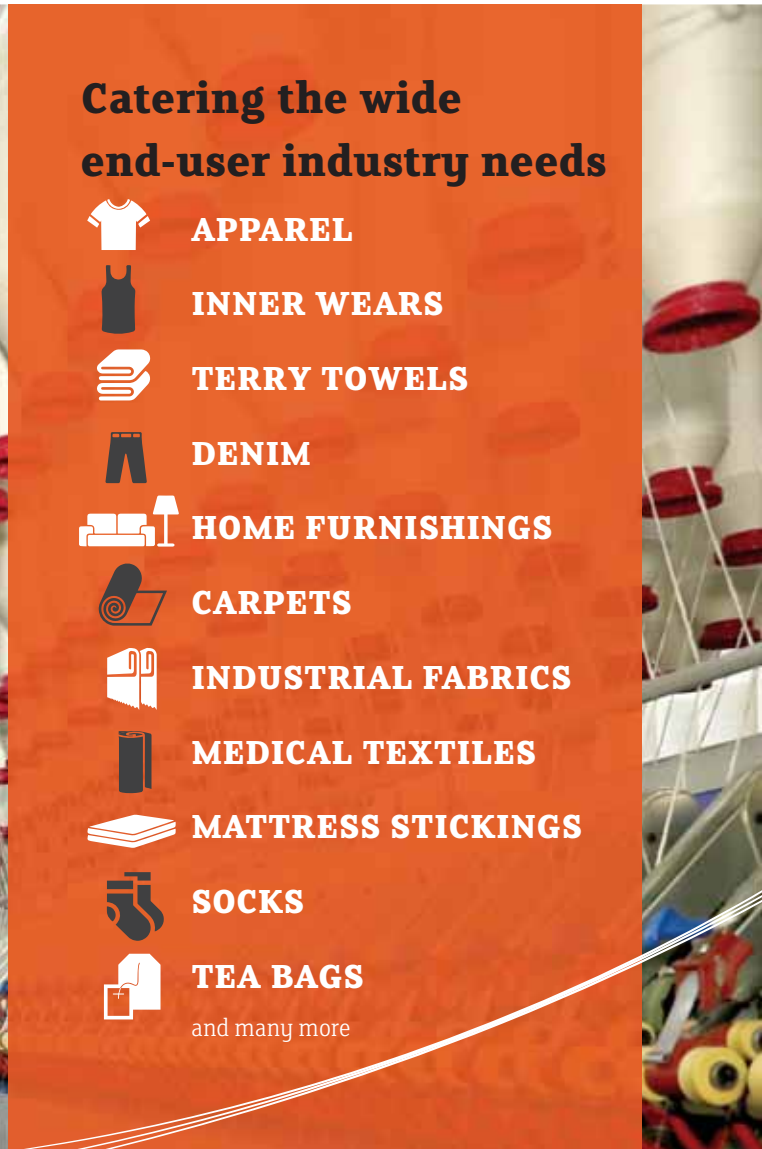


SOCKS



TEA BAGS

and many more



25th

Year of operation

₹ 575.45 Crores

Market Capitalisation as on 31st March, 2017

₹ 933.38 Crores

Turnover in 2016-17

₹ 290 Crores

Expansions in 2016-17

2,23,056

Installed capacities of Spindles

2,936

Rotors

63

Knitted Fabric Machines

50,000 tons

Annual yarn production

9,000 tons

Annual knitted fabric production

2,864

Employees as on 31st March, 2017

50+ countries

Export presence



Vision

- Become integrated textiles manufacturer by forward and vertical integration
- Remain at the forefront in high quality textile products manufacturing
- Create value for shareholders and allied industries
- Increase foreign exchange earnings by being the preferred international supplier
- Stay effective and proactive in developing new markets and products
- Completing our vertical integration chain by entering high-quality apparel manufacturing
- Endeavour for the ultimate satisfaction of our allied partners with:
 - The Right Technology
 - The Right People
 - The Right Raw Material
 - The Right Attitude

Mission

- To be the most reliable supplier across textile value chain
- Provide superior quality products at competitive prices and establish a brand value in the international arena
- Exceed industry standards with exceptional customer and technical service
- Maintain our competitive strategic position through leading edge technology
- Provide a safe, fulfilling and rewarding work environment for employees
- Promote partnerships with government agencies and institutions of international recognition
- Provide training to our employees for their future development

Right evolution over the past



1993

Commenced operations with Open End Spinning - 384 Rotors with an investment of ₹ 3.00 Crores



1997

Increased installed Rotors capacity to 1,464



2001

Ventured into Ring Spinning by installing 14,112 spindles

Forward integrated into knitted fabric by installing 7 knitting machines



2005

Doubled Ring spinning capacity to 27,216 spindles and knitting machines to 15



2006

Listed on BSE & NSE (Maiden public issue, oversubscribed 22 times)



-  **TEXPROCIL Bronze Trophy** for Third Highest Exports of Cotton Yarn 50's and below, under Category II for 2015-16
-  **TEXPROCIL Silver Trophy** for Second Highest Exports in the category of Grey Fabrics for the year 2006-07 and 2007-08 and Bronze Trophy for the year 2010-11, 2014-15 and 2015-16
-  **State Award for "Excellence in Exports"** for the year 2007-08, 2010-11 & 2014-15 by the Government of Rajasthan
-  **UCCI Excellence Award 2017** by Udaipur Chamber of Commerce & Industry under 'Large Enterprise' category



Texprocil Bronze trophy for the 3rd highest exports of cotton yarn counts 50s and below, under Category II for 2015-16



Texprocil Bronze Plaque for the third highest exports of "Grey Fabrics" under Category I for 2015-16



Rajasthan Energy Conservation Award by the Government of Rajasthan for efforts for energy conservation for the year 2014-15 & 2015-16 under 'Large Spinning' category

25 years



2007

Completed additional expansion program of installation of 50,400 spindles, 12 knitting machines and 7.66 MW FO-based power plant



2008

Expanded open-end spinning by installing 2,000 Rotors & set up of 10.5 MW captive thermal power plant



2014

Declared maiden dividend



2015

Expanded spinning and knitting capacity by installing 72,480 spindles and 18 knitting machines

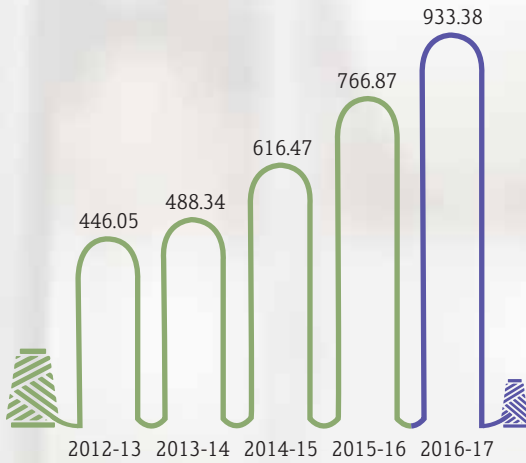


2017

Completed expansion of spinning by adding 72,960 spindles and 14 knitting machines : taking total spindles to 2,23,056 and 63 knitting machines

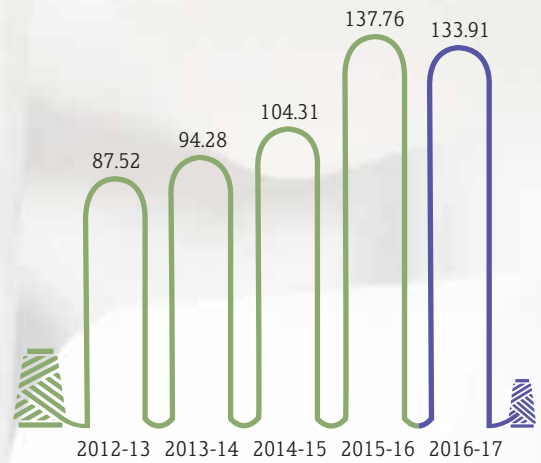
Growing with right numbers

Turnover (₹ Crores)



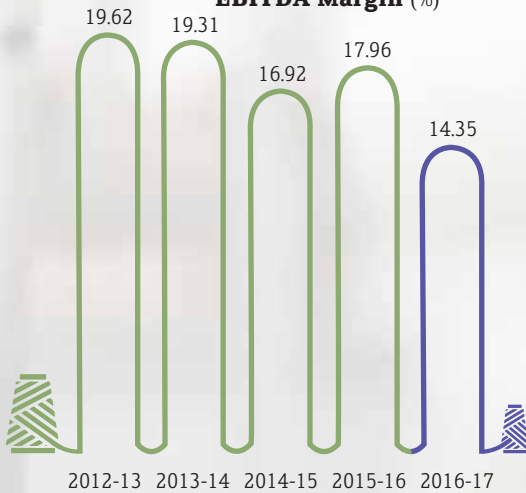
YoY Growth: 22% | 5 Years CAGR: 20%

EBITDA (₹ Crores)

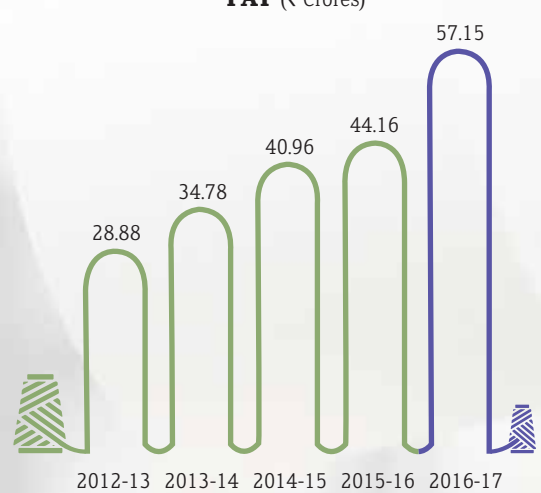


5 Years CAGR: 11%

EBITDA Margin (%)

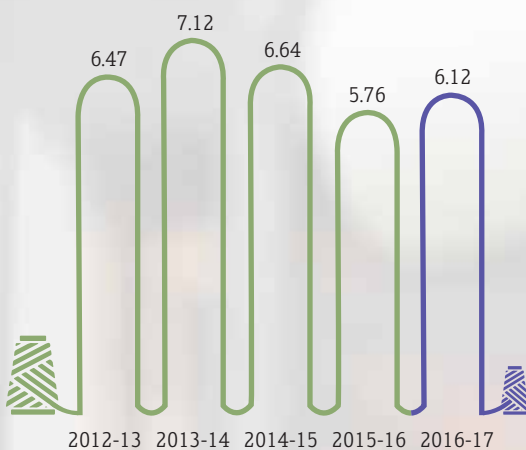


PAT (₹ Crores)



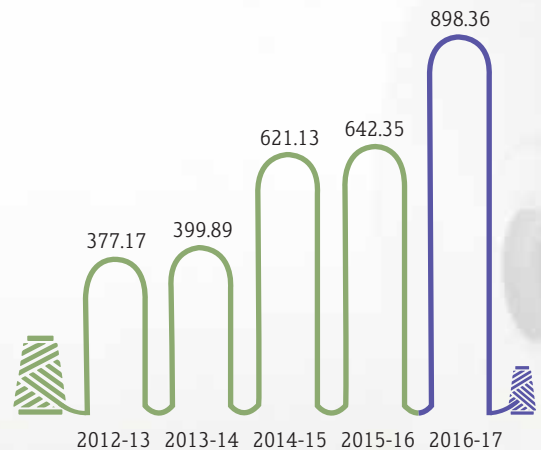
YoY Growth: 29% | 5 Years CAGR: 18%

PAT Margin (%)



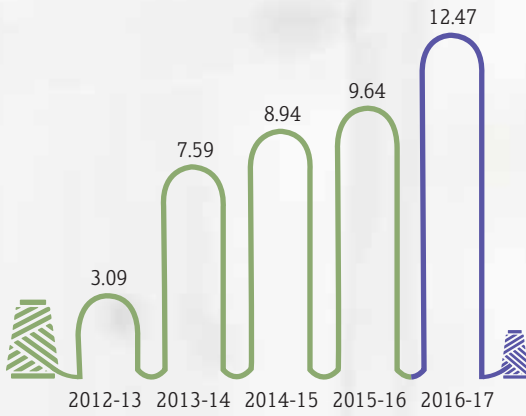
YoY Growth: 0.36 bps

Gross Block (₹ Crores)



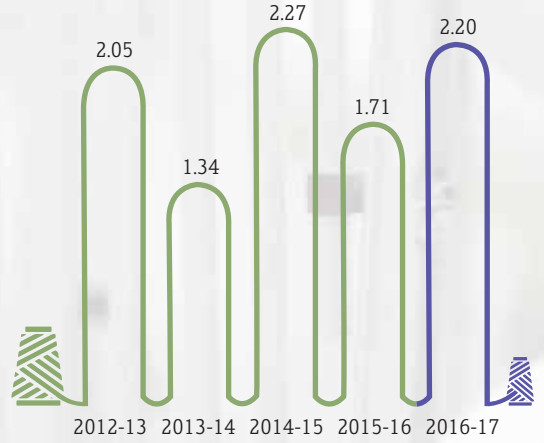
YoY Growth: 40% | 5 Years CAGR: 24%

EPS (₹ Per share)

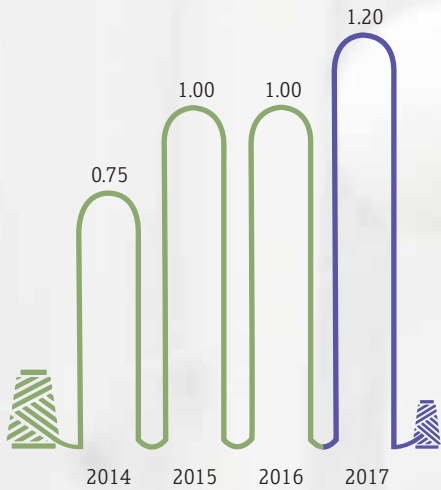


YoY Growth: 29%

Total Debt-Equity

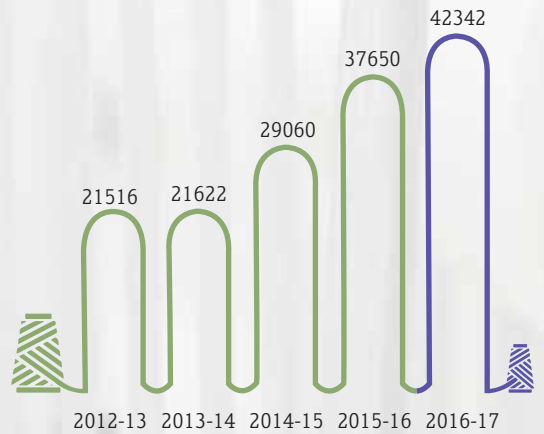


Dividend Declared



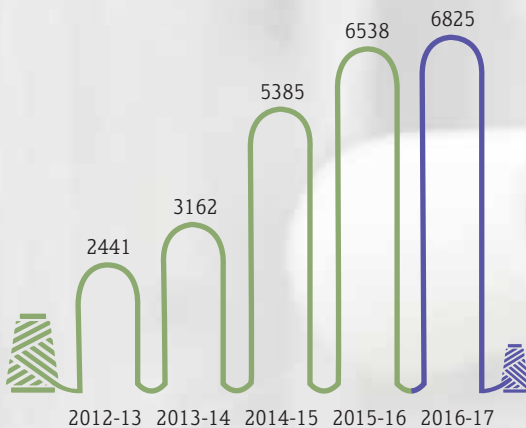
Dividend Amount (₹) Per Share

Yarn Production (Tons)



5 year CAGR 14%

Knitted Fabrics Production (Tons)



5 year CAGR 22%

Geographical Distribution 2016-17 (%)



Geographical Distribution 2015-16 (%)





Chairman's Message

Dear Shareholders,

The year 2016-17 marked a milestone for the Company. We have completed 24 successful years of operations and entered into 25th year. We embarked on our growth journey with an open-end spinning in 1993.

We have progressed into ring spinning with our focused & consistent endeavours and subsequently forward integrated into knitted fabrics. Today, we possess the required scale, product offerings, presence, quality, technology and the right knowledge of the acceptability standards of our end-user industry. In other words, we have laid a solid foundation for spinning the right growth in the years to come.

Our performance in 2016-17

The fiscal 2016-17, saw us achieve our highest-ever revenues of ₹ 934 Crores - growing by 22% over 2015-16. Exports accounted to over 60% of our revenues. We have been gradually increasing our focus on the value-added products. As a result, the value-added products share as a proportion of total revenues increased from 15% in 2013 to 41% in 2017. We recorded an EBDITA and PAT of ₹ 133.91 Crores and ₹ 57.15 Crores, respectively. The Board recommended a dividend of ₹ 1.20 per equity share.

Expansions

At NSL, our expansion strategy is devised to meet the end-application and dynamic needs of the market and the customers. The timely completion of our expansions allowed us to commence the commercial production well within targeted dates. During 2016-17, we completed expansion of our spinning unit and took the overall spinning capacity from 1,50,096 to 2,23,056. Result: The Company's cotton yarn-manufacturing capacity increased from 38,000 tonnes per annum (TPA) to 50,000 TPA in 2016-17. In knitting division also, we added 14 knitting machines taking total machines to 63 and production capacity of 9,000 TPA.

Opportunities

India has emerged as a dream market for various industries engaged in multiple products. Especially in textiles and apparel, domestic consumption is the biggest driver. The demand is further fuelled by the demographic advantages of India's population, increasing urbanisation, growing disposable income and higher marked penetration of organised retail. The exports have also grown significantly over the past five years and are expected to touch \$300 Billion mark by 2024-25. The industry estimates to attract investment of about \$120 Billion by 2024-25 - creating about 35 Million additional jobs in the process.



Our plants are flexible enough to switch product lines as per customers' needs.

Capitalising on the underlying opportunities, the Company successfully built itself on its core strengths, viz, infrastructure, raw material-sourcing proximity, production efficiencies, skilled manpower, energy requirements, logistics and easy connectivity to ports.

Our plants are flexible enough to switch product lines as per customers' needs. Our consistent quality allows penetration across several geographies while diversifying our presence.

Implementation of GST is a very important move for composite mills like us. This will put an end to multiple taxes at various stages of manufacturing and help us be more competitive.

Sustainable way forward

Our approach to business is deeply ingrained in the belief of empowering communities and enabling them to have a better quality of life. During the year 2016-17, we continued to work in the areas of education, healthcare and rural development with a focus on environment sustainability.

We are a large family of stakeholders. Our core decision-making revolves around the Company's profitability. While we have consistently recorded double digit growth in the past, we continue to explore newer areas for enhancing our shareholders' value while creating long-term business sustainability.

I would like to thank my fellow board members, investors, bankers, lenders, customers, vendors and all our employees for being a part of this wonderful journey. We look forward to your continued support in the Company's progress going forward.

Best Wishes,
R.L.Nolkha
Chairman

Spinning it right...

...THROUGH CALCULATED EXPANSIONS

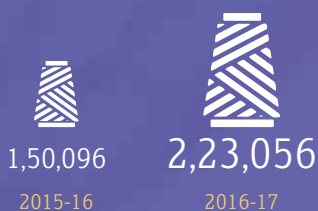
REACHING THE TOP IS EVERYONE'S ULTIMATE GOAL. BUT THE REAL GROWTH HAPPENS WHEN YOU ARE STILL CLIMBING. RIGHT GROWTH CAN NEVER BE MERE CHANCE. IT IS THE RESULT OF DIFFERENT FORCES WORKING TOGETHER WITH CONSCIOUS EFFORTS TOWARDS EXPANSION.

Over the years, NSL has strategically enhanced its production capacities. This has been possible through periodical installations of spindles and knitting machines. This has enabled the Company to achieve higher productivity, efficient utilisations and carve a niche on the country's textile map.

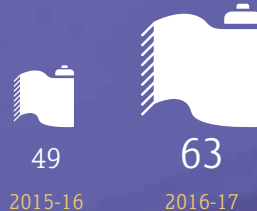
During 2016-17, we completed the spinning capacity expansion project and commenced commercial production. The expanded capacities will allow the Company to produce superfine compact premium yarns of up to 80 counts. This will add to our product range and allow us to widen our customer base.

Increase in capacities post expansion

SPINDLES

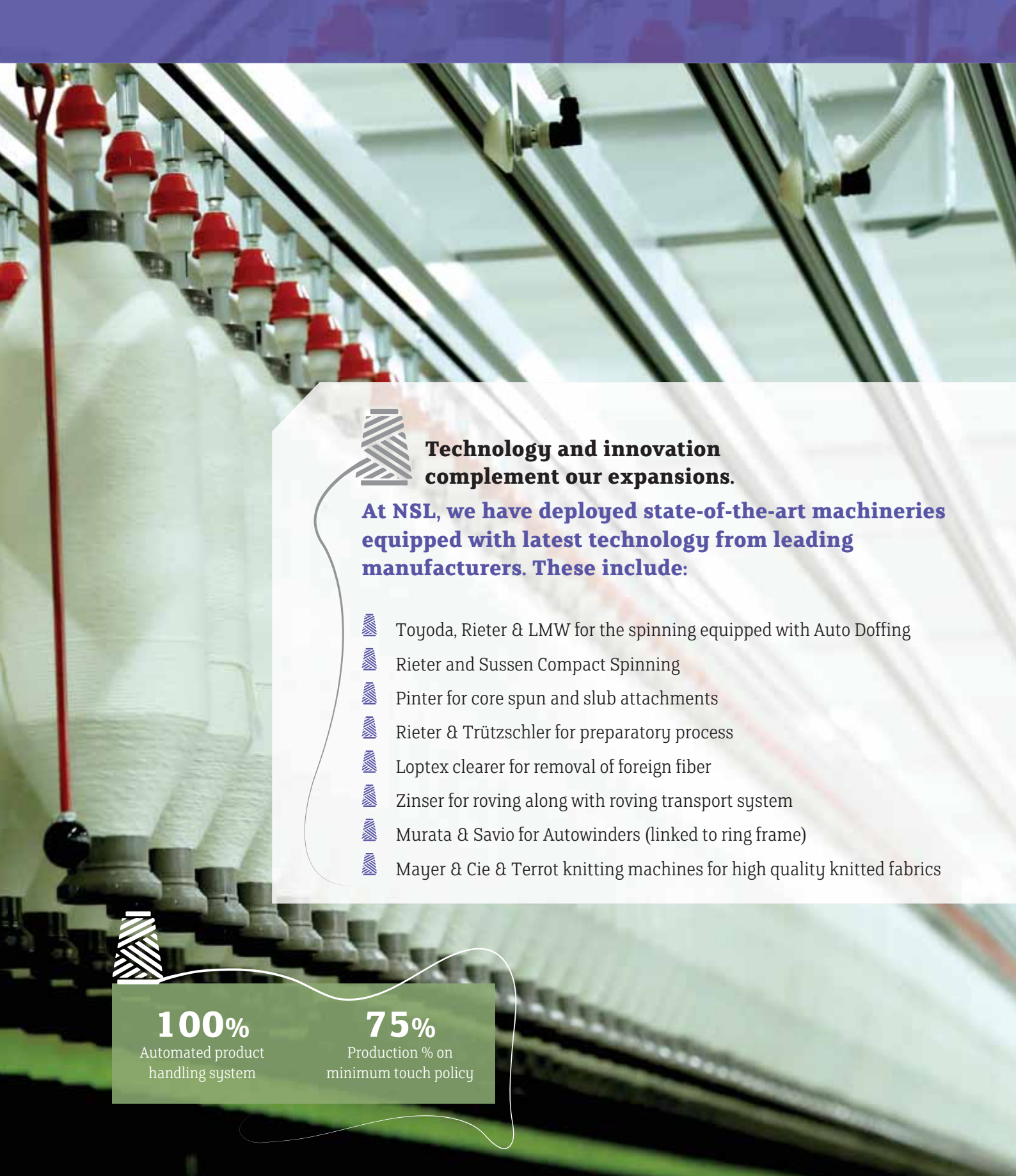
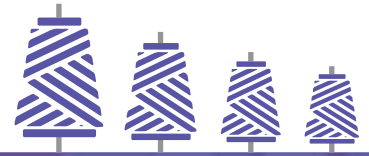


KNITTED FABRIC











% Increase: Spindles – **48.6%**, Knitted Fabric Machines – **28.5%**





Technology and innovation complement our expansions.

At NSL, we have deployed state-of-the-art machineries equipped with latest technology from leading manufacturers. These include:

-  Toyoda, Rieter & LMW for the spinning equipped with Auto Doffing
-  Rieter and Sussen Compact Spinning
-  Pinter for core spun and slub attachments
-  Rieter & Trützschler for preparatory process
-  Loptex clearer for removal of foreign fiber
-  Zinser for roving along with roving transport system
-  Murata & Savio for Autowinders (linked to ring frame)
-  Mayer & Cie & Terrot knitting machines for high quality knitted fabrics



100%

Automated product handling system

75%

Production % on minimum touch policy

Spinning it right...

...THROUGH EFFICIENT QUALITY CONTROL

GETTING BETTER ISN'T A PERIODIC APPROACH. IT IS AN ON-GOING PROCESS. EFFICIENT QUALITY CONTROL IS ABOUT DOING THINGS RIGHT, EVEN WHEN NO ONE IS LOOKING!

NSL has established world-class quality systems at each unit to ensure consistent output and near 0% rejection rates. The laboratories are equipped with ultra-modern testing instruments from world-renowned manufacturers like USTER & Zweigle. The Company's quality assurance and lab test centres are ISO 9001:2008 certified. Meticulous training is also provided to operation and QA staff.

Dedicated R&D centre complements our quality requirements

We ensure sufficient R&D trials are undertaken to meet customers' specific quality demands. If necessary, weaving, knitting or dyeing is also done to understand and produce the required output.





As a part of the total quality assurance, following initiatives are undertaken to ensure best quality output:

- Specialist cotton selectors are appointed to buy raw cotton
- Each lot of raw material is tested for its required parameters before using it in the manufacturing
- Contamination checks are performed to remove impurities
- Advanced computerised equipment are deployed to assure the best quality and standard production operations
- Systematic on-line quality checking is performed by professional technicians during the production

Spinning it right...

...THROUGH VALUE-ADDED OFFERINGS

OUR IMAGE IS ONLY A REFLECTION OF WHAT WE LET OURSELVES BE. BY WIDENING OUR HORIZONS, WE DOUBLE UP OPPORTUNITIES. AND RIGHT OPPORTUNITIES, WHEN SEIZED, ONLY MULTIPLY.

NSL forward integrated into knitted fabrics production that uses 100% of its in-house yarn. Hence enhancing the margins. The Company also manufactures value-added yarns including slub, compact yarn, core spun, organic and BCI/TBC certified yarns, that command premium over basic cotton yarn.

NSL has always focused on improving its product mix. This is expected to accelerate average realisation, enhance margins and reinforce sustainability across business cycles.

Our global market presence complements our value-added offerings

NSL has marked a significant presence across the global markets. The Company's value-added offerings help it foray into existing business territories while also exploring and capturing new geographies.

Segment-wise revenue composition (in %)





Our domestic clients

Arvind, Raymonds, D'Décor, Birla Century, Matrix Clothing, Orient Craft, Defiance knitting, Pratibha Syntex, Siyaram, RSWM, Banswara Syntex, Sangam India, Sutlej Textiles, Maral, Ginni International, Donear, Ashima, Bhaskar Denim and others.

Our international clients

Pacific Group, Teejay Group, Filartex Italy, Burberry USA, Eminence France, Consolidated Group Mauritius, Nishat Group Pakistan, Paramount Group, Epyllion & Noman Group Bangladesh etc.



41%

Revenue proportion from the value-added products in 2016-17

Management Team



Shri Dinesh Nolkha *Managing Director*

- ▤ Professionally Qualified with FCA & FCMA with more than 24 years of Industrial experience
- ▤ Instrumental in setting up the Company
- ▤ Handles critical areas like Marketing, Finance and General Administration
- ▤ Presently President of Mewar Chamber of Commerce & Industry

Shri R. L. Nolkha *Chairman*

- ▤ Senior professional with FCA, FCS & FCMA Qualifications with more than 40 years of in-depth experience of textile industry and marketing.
- ▤ Has been associated with well reputed textile group as Managing Director for 18 years in Branded Fabric marketing.
- ▤ Presently Chairman of Rajasthan Textile Mills Association and Committee Member of Confederation of Textiles Industries (CITI). Also, served as Chairman of Northern India Textiles Research Association and President of Mewar Chamber of Commerce & Industry.
- ▤ Provides Long-term Vision and Strategic Directions to the Company

Shri Nitin Nolkha *Executive Director*

- ▤ A Management graduate with more than 19 years of Industrial experience
- ▤ Expertise in material procurement and project implementations

Corporate Information

BOARD OF DIRECTORS

Shri R. L. Nolkha

Chairman

Shri Y. R. Shah

Independent Director

Shri Dinesh Nolkha

Managing Director

Smt. Aditi Mehta

Independent Director

Shri Nitin Nolakha

Executive Director

Dr. R. Chattopadhyay

Independent Director



Bankers

Punjab National Bank
Oriental Bank of Commerce
State Bank of India
Syndicate Bank
Bank of Baroda
UCO Bank
Indian Overseas Bank
ICICI Bank Ltd.

Company Secretary & GM (Legal)

Shri Sudhir Garg

Auditors

M/s. R. S. Dani & Co.
Chartered Accountants
Bhilwara

Secretarial Auditors

M/s V.M. Associates
Company Secretaries
Jaipur

Cost Auditors

M/s V.K. Goyal & Company
Cost Accountants
Bhilwara

Key Executives

- Shri Sandeep Garg**
President (Operations)
- Shri P. Maheshwari**
Chief Financial Officer
- Shri Umesh Toshniwal**
Vice President (Mktg.)
- Shri K. L. Pareek**
Vice President (HR)

Registered Office & Works

16-17 Km. Stone, Chittor Road, Hamirgarh, Bhilwara - 311 025 (Rajasthan)

CIN - L17111RJ1992PLC006987

Telephone - 01482 - 286110 - 113 | Fax 01482-286117 | E-Mail - nsl@nitinspinners.com | Website - www.nitinspinners.com

BOARD'S REPORT

Your Directors have pleasure to present 25th Annual Report on the business and operations of your Company and the Financial Statements for the year ended 31st March, 2017.

FINANCIAL RESULTS

The Financial results of the Company's operations for the year under review and those of the previous year are as follows:

Particulars	(₹ in Lacs)	
	Current Year	Previous Year
Revenue From Operations	93,337.96	76,686.68
Gross Profit Before Finance Cost, Depreciation & Exceptional item	13,391.23	13,776.19
Finance Cost	2,224.18	3,300.98
Profit before Depreciation & Exceptional items	11,167.05	10,475.21
Depreciation	4,165.12	3,955.73
Exceptional items	-	-
Profit before Taxation	7,001.93	6,519.48
Provision for Taxation - Current (Net of MAT Credit)	221.74	1,167.61
- Deferred Tax	1,065.14	935.59
Net Profit after Tax	5,715.05	4,416.28
Balance brought forward	10,814.39	7,699.76
Total balance available for appropriation	16,529.44	12,116.04
Appropriations: -		
-Proposed Dividend	550.01	458.34
-Tax on Dividend	111.97	93.31
-Transfer to General Reserve	750.00	750.00
Balance Carried to Balance Sheet	15,117.46	10,814.39

OPERATIONAL REVIEW

Turnover:

Your Directors are pleased to inform that during the year under review, your Company reported encouraging performance. The Company has recorded highest ever turnover of ₹ 933.38 Crores in current year against ₹ 766.87 Crores in the previous year, an increase of 21.71%. The turnover of Cotton Yarn increased by 21.94% from ₹ 587.93 Crores to ₹ 716.93 Crores, whereas the turnover of Knitted Fabric increased by 14.34% from ₹ 138.39 Crores in the previous year to ₹ 158.24 Crores during the current year. Knitted Fabric turnover constitute 16.95% of the total turnover.

Exports:

The export turnover was increased by 11.28% from ₹ 531.53 Crores in the previous year to ₹ 591.47 Crores in the current year. The export turnover constitutes 63.37% of the total turnover.

Profitability & Transfer To General Reserve: -

The higher cotton prices in our country in comparison to International market and volatility in foreign exchange rates adversely affected operating profit (EBIDTA) of the Company. Moreover, during the year under review power cost also increased substantially due to steep increase in power tariff, other levies and surcharge by the State

Government. Due to these factors, there was marginal decrease in the operating profit of the Company from ₹ 137.76 Crores in the previous year to ₹ 133.91 Crores in current year. However, there was substantial reduction in the Interest cost & Taxes of the Company which resulted in remarkable growth of 29.41% in the Net Profit (PAT) which increased to ₹ 57.15 Crores in the year under review from ₹ 44.16 Crores during the previous year.

A sum of ₹ 7.50 Crores has been transferred to General Reserves out of the Net Profit of ₹ 57.15 Crores.

DIVIDEND

Your Directors are pleased to recommend Dividend of 12% i.e. ₹ 1.20 per Equity Shares on the fully paid-up Equity Shares of ₹ 10/- each for the financial year 2016-17 subject to approval of shareholders at the ensuing Annual General Meeting as against ₹ 1.00 per equity share of ₹ 10.00 each for the previous year ended 31st March, 2016. The total outgo on this account including Dividend Tax shall be ₹ 661.98 Lacs

EXPANSION PROJECT

The Company has successfully implemented expansion project of ₹ 290 Crores and commercial production commenced in the last quarter of the financial year under review. The investments in the project are eligible for Interest subsidy and other benefits under Rajasthan Investment Promotion Scheme, 2014. The production on expanded capacity is on full swing and your Company will get benefits of expansion for full year in the current financial year.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your Company is committed to make a positive contribution to communities where it operates. Pursuant to Section 135 of the Companies Act, 2013, the Company constituted CSR committee and formulated CSR Policy as guiding principle for undertaking CSR activities. The Company's vision on CSR is that the Company being a responsible Corporate Citizen would continue to make a serious endeavor for a quality and better society through its CSR related initiatives.

During the current year, the Company has incurred expenditure of ₹ 67.71 Lacs on CSR activities against liability of ₹ 114.53 Lacs. Accordingly, there was shortfall of ₹ 46.82 Lacs on CSR expenditure. The Company has applied to Urban Improvement Trust, Bhilwara for approval of drawing for construction of Girls/Women hostel. The construction can be started after receipt of the approval of drawings and it is expected shortly. This shortfall of ₹ 46.82 Lacs on CSR activities shall be incurred during the current year in addition to the liability of CSR expenditure for the current year 2017-18. The disclosures of CSR activities pursuant to Section 134(3) of the Companies Act, 2014 read with Rule 9 of Companies (Corporate Social Responsibility) Rules, 2014 is annexed hereto and form part of this report as **Annexure – I**.

DIRECTORS

Shri Nitin Nolakha, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. Details of the Director seeking re-appointment are

provided in the Corporate Governance Report forming part of this report. The Board recommends his appointment for consideration of members of the Company at the ensuing Annual General Meeting.

All Independent Directors of the Company have confirmed that they are complying with the requirement of Section 149(6) of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

AUDITORS

M/s R. S Dani & Co., Chartered Accountants and Statutory Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting of the Company and pursuant to provisions of Section 139(2) of the Companies Act, 2013 they are not eligible for re-appointment due to compulsory rotation and therefore M/s Kalani & Co., Chartered Accountants, Bhilwara being eligible under the provisions of Section 139 of the Companies Act, 2013 are proposed to be appointed as Statutory Auditors of the Company for five years from the conclusion of ensuing Annual General Meeting and to conduct Statutory Audit from the Financial Year 2017-18.

The Board of Directors has re-appointed M/s VM. & Associates, Company Secretaries in Whole-Time Practice, being eligible, to conduct Secretarial Audit for the Financial Year 2017-18 under the provisions of Section 204 of the Companies Act, 2013.

In pursuance of Section 148 of the Companies Act, 2013, your Directors have re-appointed M/s. V.K. Goyal & Company, Cost Accountants, being eligible, to conduct Cost Audit of the Company for the Financial Year 2017-18.

SECRETARIAL AUDIT REPORT

The Board of Directors has appointed M/s. V.M & Associates, Company Secretaries in Whole-Time Practice to conduct Secretarial Audit for the FY 2016-17 under the provisions of Section 204 of the Companies Act, 2013. The Report of Secretarial Auditors is enclosed herewith. The report does not contain any qualification.

CORPORATE GOVERNANCE

The Company is committed to maintain the high standards of Corporate Governance. Your Directors adhere to the requirements set out in Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and have implemented all the prescribed requirements. In pursuant to regulation 34(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Reports on Corporate Governance and Management Discussions & Analysis have been incorporated in the Annual Report and forms an integral part of the Board's Report.

AWARDS & RECOGNITION

Your Company has been conferred with the following awards and recognition during the year under review: -

1. Texprocil Bronze trophy for the 3rd highest exports of cotton yarn counts 50s and below under Category II for F.Y. 2015-16
2. Texprocil Bronze Plaque for the Third Highest Exports of "Grey Fabrics" under Category I for the F.Y. 2015-16

3. Rajasthan Energy Conservation Award by the Government of Rajasthan for efforts for Energy Conservation for the year 2015-16 under large Spinning Category.
4. UCCI Excellence Award 2017 by Udaipur Chamber of Commerce & Industry under Large Enterprise Category.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to sub-section 3 (c) of Section 134 of the Companies Act, 2013, the Board of Directors of the Company hereby state and confirm that:

- (i) in the preparation of Annual Accounts, the applicable accounting standards have been followed and wherever required, proper explanation relating to material departures have been given;
- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities,
- (iv) they have prepared the Annual Accounts on a going concern basis;
- (v) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

HUMAN RESOURCE DEVELOPMENT

Industrial relations continued to be cordial during the period under review. Your Company firmly believes that a dedicated work force constitutes the primary source of sustainable competitive advantage. Accordingly, human resource development received focused attention. The Company has in house skill training centre and imparts on the job training to its manpower on continuous basis. The Skill Training Centre of the Company has been approved under Integrated Skill Development Scheme by the Department of Industries, Government of Rajasthan, Jaipur.

Your Directors wish to place on record their appreciation for the dedicated services rendered by the work force during the year under review.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A Statement giving details of conservation of energy, technology absorption, foreign exchange earnings and outgo in accordance with the Rule 8 (3) of the Companies (Accounts) Rules, 2014 is enclosed as **Annexure – II** and forms integral part of this Report.

OTHER DISCLOSURES UNDER COMPANIES ACT, 2013**i) Number of Board Meetings:**

The Board of Directors met four times in the year 2016-17. The details of the Board Meeting and the attendance of the Directors are provided in the Corporate Governance Report.

ii) Composition of Audit Committee:

The Board constituted the Audit Committee which comprises of Shri Y. R. Shah, Chairman, Smt. Aditi Mehta and Dr. R. Chattopadhyay as members. All the recommendations of Audit Committee have been accepted by the Board. More details on the committee are given in the Corporate Governance Report.

iii) Related Party Transactions:

All the related party transactions are entered on arm's length basis and in the ordinary course of business. The Company has complied with all the applicable provisions of the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in this regard. There is no materially significant related party transaction with Promoters, Directors or Key Management Personnel which may have potential conflict with the interest of the Company at large. During the year, the Company has not entered into any related party transactions under Section 188 of the Companies Act, 2013 and the particulars of contracts or arrangements with related parties are Nil and Form AOC-2 is enclosed as **Annexure – III**

iv) Loans, Guarantees or Investments:

The Company has not given any Loan, Guarantee and also not made any Investments under Section 186 of the Companies Act, 2013.

v) Fixed Deposits

The Company has not accepted or renewed any fixed deposits during the year under review and no fixed deposit is outstanding for payment at the year ended 31st March, 2017.

vi) Comments on Auditors' Reports:

There is no adverse remark or comments in the Statutory Auditors' & Secretarial Auditors' Reports and therefore no comments are required in the Directors' Report.

vii) Vigil Mechanism/ Whistle Blower Policy:

In pursuance of Section 177 (9) of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has in place a Vigil Mechanism/ Whistle Blower Policy for Directors and employees to report genuine concern. More details pertaining to the same are given in the Corporate Governance Report.

viii) Nomination, Remuneration & Evaluation Policy:

In pursuant to provisions of Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board of Directors have approved

Nomination, Remuneration & Evaluation Policy for appointment, remuneration & evaluation of the Directors, Key Management Personnel & Senior Management Personnel. The details of the Nomination and Remuneration committee, Nomination, Remuneration & Evaluation Policy and Annual Evaluation carried out by the Board of Directors are given in the Corporate Governance Report.

ix) Particulars of Employees & Analysis of Remuneration:

Particulars of employees and analysis of remuneration as required under section 197 (12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are enclosed as **Annexure - IV**

x) Extract of Annual Return:

The details forming part of the extract of the Annual Return in Form MGT-9 is enclosed as **Annexure V**

xi) Miscellaneous Disclosures:

Details about risk management have been given in the Management Discussions & Analysis.

There is no material changes and commitments affecting the financial position of the Company which has occurred between the end of the financial year and the date of the report.

The Company does not have any subsidiary, joint venture & associate company.

There is no significant and material order has been passed during the year by the regulators or courts or tribunals which can impact the going concern status and the Company's operations in future.

The Company is having adequate Internal Financial Control with reference to the Financial Statements.

During the year, the Company has not received any complaint under the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENTS

Directors wish to express their grateful appreciation for assistance and co-operation received from various Departments of Central & State Governments and Banks during the year under review. Your Directors also wish to place on record their appreciation for the committed services of all the associates and vendors of the Company.

For and on Behalf of the Board of Directors

Place : Bhilwara
Date : 6th May, 2017

R. L. NOLKHA
Chairman
(DIN – 00060746)

ANNEXURE - I

CSR ACTIVITIES

1.	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	The CSR activities of the Company are carried out directly and also through contribution/donation made to such other organisation/institution for the activities specified under Schedule VII of the Companies Act, 2013. The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same has been placed at the website of the Company i.e. www.nitinspinners.com under the link "Investor Relations"
2.	The Composition of the CSR Committee.	1. Shri R. L. Nolkha, Chairman 2. Shri Dinesh Nolkha, Managing Director 3. Shri Y. R. Shah, Independent Director 4. Smt. Aditi Mehta, Independent Director
3.	Average net profit of the Company for last three financial years (Amount in Lacs)	₹ 5,726.52 Lacs
4.	Prescribed CSR Expenditure (two % of the amount as in item 3 above) (Amount in Lacs)	₹ 114.53 Lacs
5.	Details of CSR spent during the financial year. (1) Total amount to be spent for the F.Y. (2) Amount unspent, if any; (3) Manner in which the amount spent during the financial year:	₹ 114.53 Lacs (Spent during the F.Y. ₹ 67.71 Lacs) ₹ 46.82 Lacs Specified as under

(In ₹)							
S. No.	CSR Project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs. (2) Overheads:	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency
1.	Supply of Drinking Water at nearby villages	Safe Drinking Water	Local Area Bhilwara (Rajasthan)	48,400	48,400	48,400	Direct
2.	Construction of toilets	Swachh Bharat Abhiyan	Local Area Bhilwara (Rajasthan)	25,000	25,000	25,000	Panchyat Samiti, Kherabad
3.	Construction of Rooms in School	Promoting Education	Local Area Bhilwara (Rajasthan)	75,818	75,818	75,818	Direct
4.	Contribution to Shri Ganesh Utsav Prabandh and Seva Samiti For Shivir for Health Check up	Health Care	Local Area Bhilwara (Rajasthan)	51,000	51,000	51,000	Implementing Agency –Shri Ganesh Utsav Prabandh and Seva Samiti
5.	Construction of Woman Hostel	Empowering Women	Local Area Bhilwara (Rajasthan)	3,00,00,000	32,83,131	1,31,34,131	Direct
6.	Contribution to CITI – CDRA for Cotton Development and Research Purpose	Rural Development	Local & Other Area Rajasthan	1,50,000	1,50,000	1,50,000	Implementing Agency – CITI-CDRA
7.	Construction of anicuts under Mukhyamantri Jal Swavalamban Yojna	Conservation of Natural resources and Maintaining Quality of Water	Local Area Bhilwara (Rajasthan)	11,77,265	11,77,265	11,77,265	Direct

ANNEXURE - I (Condt.)

							(In ₹)
S. No.	CSR Project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs. (2) Overheads:	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency
8.	Imparting Education to Deaf and Dumb children	Promoting Education of Differently abled children	Local Area Bhilwara (Rajasthan)	25,000	25,000	25,000	Badhir Bal Kalyan Vikas Samiti
9.	Creating Awareness about Cancer	Health care	Local Area Bhilwara (Rajasthan)	35,000	35,000	35,000	Cancer Care Association
10.	Construction of Tennis Court	Promotion of Nationally Recognised Sports	Jaipur (Rajasthan)	19,00,000	19,00,000	19,00,000	Rajasthan State Sports Council
Total				3,34,87,483	67,70,614	1,66,21,614	

The Company has spent ₹ 67.71 Lacs against obligation of ₹ 114.53 Lacs during the year 2016-17. Hence, there is shortfall of ₹ 46.82 Lacs in spending of CSR expenditure, the reasons for the same are given in Directors' Report.

The CSR Committee is responsible for implementation and monitoring of the CSR Policy in compliance with the CSR objectives and Policy of the Company

DINESH NOLKHA
Managing Director
 (DIN – 00054658)

R. L. NOLKHA
Chairman
 (DIN – 00060746)

ANNEXURE - II

Information pursuant to Rule 8 (3) of the Companies (Accounts) Rules, 2014 under Section 134 (3) of the Companies Act, 2013 and forming part of Directors' Report for the year ended 31st March, 2017.

1. CONSERVATION OF ENERGY

Energy conservation measures taken - the Company gives high priority for conservation of energy in all fields. In appreciation of the efforts for Energy Conservation, the Government of Rajasthan conferred Rajasthan Energy Conservation Awards to the Company continuously for two years i.e. 2014-15 & 2015-16. The Company has taken following measures for energy saving:

- As renewable/green energy initiatives, the Company has installed 2.00 MW Roof Top Solar Power Plant in addition to existing plant of 300 KW for captive consumption of Solar Power.
- In order to save power, the Company has installed LED Lights in new plant and replaced normal lights with LED Lights in existing plants.
- Installation of Inverters on Pneumafil Motors in Existing as well as new Plant
- Base frequency of Invertors reduced which resulted in power saving of Ring Frame and Auto Winder Machines.
- Installed Harmonic Panels which reduced electricity consumption.
- Installed air monitoring system to spot the Machines consuming more electricity and to take corrective measure immediately.
- Solar heater plant installed at Yarn Conditioning Plant for preheating of Water thus saving power during conditioning.
- Installed Dry Type Transformer instead of Oil Type Transformer.
- Set up Sewage Treatment Plant to conserve Water.

2. TOTAL ENERGY CONSUMPTION AND CONSUMPTION PER UNIT OF PRODUCTION Power & Fuel Consumption

S. No.	Particulars	Current Year	Previous Year
1.	Electricity		
	(a) Purchased		
	(i) AVVNL/Open Access: - Unit (in Lacs)	1,216.06	1,313.92
	Total Amount (₹ In Lacs)	7,276.52	6,124.84
	Cost/Unit (₹)	5.98	4.66
	(ii) Solar Roof Top Plant: - Unit (in Lacs)	4.06	4.23
	Total Amount (₹ In Lacs)	24.26	25.40
	Cost/Unit (₹)	5.98	6.00
	(b) Own Generation		
	(i) Through Coal based TPP Units (in Lacs)	376.90	51.15
	Unit/Per Kg. of Coal	0.76	0.68
	Cost/Unit (₹)	6.29	6.94

S. No.	Particulars	Current Year	Previous Year
	Coal		
	Quantity (Kg. in Lacs)	494.12	75.29
	Total Cost (₹ in Lacs)	2,370.85	354.96
	Average Rate/Kg. (in ₹)	4.80	4.71
	Consumption per Kg. of Production		
	Yarn Production (MT)	42,342.74	37,650.25
	Electricity Unit/Kgs.	3.71	3.57
	Fabric Production (MT)	6,825.38	6,538.11
	Electricity Unit/Kgs.	0.35	0.36

Technology Absorption

- Specific areas in which Research and Development (R & D) carried out by the Company: -

R & D is carried out for development of new products and for improvement in the production process and quality of products. Due to its R & D efforts, the Company has been able to develop Compact Core Spun Yarn & Compact Slub Yarn.

- Benefits derived as a result of the above R & D

The Company has been continuously improving the quality of its existing products and developed new products from time to time. No technology has been imported during the last three years.

- Future Plan of Action

Management is committed to strengthen R & D activities further to improve its competitiveness in times to come.

- Expenditure incurred on Research and Development during the year is as follows:

Particulars	Current Year	Previous Year
(a) Capital	323.36	-
(b) Recurring	146.10	101.41
Total (a+b)	469.46	101.41
% to total turnover	0.43%	0.13%

Foreign Exchange Earnings and Outgo

Particulars	Current Year	Previous Year
(a) Earnings	56,462.80	50,454.95
(b) Outgo - Capital Goods	5,471.92	70.54
-Recurring: -		
-Components, Spares Parts including Packing Material	845.53	691.14
-Raw Materials	11,534.72	6,081.91
-Sales Commission & Others	467.37	475.19
-Travelling	2.71	5.07

Date: 6th May, 2017
Place: Bhilwara

R. L. NOLKHA
Chairman
(DIN – 00060746)

ANNEXURE - III

Form 'AOC-2'

[Pursuant to clause (h) of sub-Section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-Section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis
 - (a). Name(s) of the related party and nature of relationship : Nil
 - (b). Nature of contracts /arrangements/transactions : Nil
 - (c). Duration of contracts /arrangements/transactions : Nil
 - (d). Salient terms of the contracts or arrangements or transactions including the value, if Any : Nil
 - (e). Justification for entering into such contracts or arrangements or transactions : Nil
 - (f). Date(s) of approval by the Board : Nil
 - (g). Amount paid as advances, if any : Nil
 - (h). Date on which the special resolution passed in General Meeting as required under first proviso to Section 188 : Nil
2. Details of material contracts or arrangements or transactions at arm's length basis : Nil
 - (a). Name(s) of the related party and nature of relationship : Nil
 - (b). Nature of contracts /arrangements/transactions : Nil
 - (c). Duration of contracts /arrangements/transactions : Nil
 - (d). Salient terms of the contracts or arrangements or transactions including the value, if Any : Nil
 - (e). date(s) of approval by the Board : Nil
 - (f). Amount paid as advances, if any : Nil

Date: 6th May, 2017
Place: Bhilwara

R. L. NOLKHA
Chairman
(DIN – 00060746)

ANNEXURE - IV

STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Details of top ten employees in terms of remuneration drawn: -

Name of Employee	Designation	Remuneration (₹ in Lacs)	Qualifications	Experience Years	Commencement of employment	Whether Permanent/ Contractual	Age Years	Last Employment
Shri R.L. Nolkha	Chairman	102.16	FCA, FCS, FCMA	47	06.09.1997	Permanent	70	Managing Director BSL Limited
Shri Dinesh Nolkha	Managing Director	92.38	FCA, FCMA	23	01.01.1996	Permanent	46	-
Shri Nitin Nolakha	Executive Director	87.18	B.Com., MBA	18	01.10.1998	Permanent	41	-
Shri Sandeep Garg	President (Operations)	25.65	B. Tech	26	01.04.2007	Permanent	46	ST Cotex
Shri P. Maheshwari	Chief Financial Officer	21.78	B. Com, FCA	33	01.08.2006	Permanent	55	BSL Limited
Shri Umesh Toshniwal	Vice President (Mktg)	19.29	B. Com	24	01.04.1993	Permanent	45	-
Shri Ratnesh Kumar	General Manager (Rotor Spinning)	17.34	B. Tech. (Tex.)	26	29.04.2008	Permanent	46	CLC Group

Name of Employee	Designation	Remuneration (₹ in Lacs)	Qualifications	Experience Years	Commencement of employment	Whether Permanent/ Contractual	Age Years	Last Employment
Shri Vivek Tripathi	General Manager (SQC)	15.06	M. Tech. (Tex.)	18	09.01.2010	Permanent	42	Nahar Fibres
Shri S. S. Ranka	General Manager (TPP)	13.85	BE (Mech)	25	06.05.2011	Permanent	50	Koria Plant Services
Shri Sudhir Garg	Company Secretary & GM (Legal)	13.82	B.Com. ACS	23	08.04.2006	Permanent	51	Poddar Pigments Limited

Shri R.L. Nolkha, Shri Dinesh Nolkha and Shri Nitin Nolakha are related to each other.

Notes:

- None of the employee is in receipt of remuneration in excess of remuneration drawn by Managing Director & Whole Time Director and holding more than 2% of the paid-up capital of the Company.
- Except above, none of the person was employed for the full year and was in receipt of remuneration of ₹ 1,02,00,000 or more and employed for part of the year and was in receipt of remuneration aggregating to ₹ 8,50,000/- or more per month.

ANALYSIS OF MANAGERIAL REMUNERATION

In pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the statistical analysis of the remuneration paid to Directors and Key Managerial Personnel (KMP) as against other employees of the Company and with respect to the performance of the Company (PAT) is given below: -

- The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2016-17: -

Name of Directors	Ratio
Shri R.L. Nolkha, Chairman	68:1
Shri Dinesh Nolkha, Managing Director	62:1
Shri Nitin Nolakha, Executive Director	58:1

- The % increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2016-17;

Name of Directors & KMP	% increase/(Decrease) in remuneration
Shri R.L. Nolkha, Chairman	13.66
Shri Dinesh Nolkha, Managing Director	10.45
Shri Nitin Nolakha, Executive Director	8.54
Shri P. Maheshwari, Chief Financial Officer	14.84
Shri Sudhir Garg, Company Secretary & GM (Legal)	14.92

- The % increase in the median remuneration of employees in the financial year 2016-17: - 8.59
- The number of permanent employees on the rolls of the Company: - 2,864
- Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: -
Average % increase in the salary of employees other than Managerial Personnel: - 10.91%
Average % increase/(decrease) in the Salary of the Managerial Personnel: - 10.98%
- We hereby confirm that the remuneration paid to Directors and employees are as per the remuneration policy of the Company

Date: 6th May, 2017
Place: Bhilwara

R. L. NOLKHA
Chairman
(DIN – 00060746)

Category of the Shareholders	No. of Share held at the beginning of the year				No. of Share held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
f) Insurance Companies									
g) FIIs	57,999	0	57,999	0.13	2,07,994	0	2,07,994	0.46	0.33
h) Foreign Venture Capital Funds									
i) Other - Foreign Portfolio Investor	0	0	0	0	1,66,067	0	1,66,067	0.36	0.36
Sub-total (B)(1) :-	60,499	0	60,499	0.14	3,99,056	0	3,99,056	0.87	0.73
(2) Non-Institution									
a) Bodies Corp.									
i) Indian	18,49,264	0	18,49,264	4.03	17,67,622	0	17,67,622	3.86	-0.17
ii) Overseas	1,84,825	0	1,84,825	0.40	0	0	0	0	-0.40
b) Individuals									
i) Individual shareholders holding nominal capital up to ₹ 1 Lac	85,99,854	630	86,00,484	18.77	91,29,017	674	91,29,691	19.92	1.15
ii) Individual shareholders holding nominal capital in excess of ₹ 1 Lac	44,89,062	0	44,89,062	9.79	38,47,463	0	38,47,463	8.39	-1.40
c) Others (specify)									
i) Clearing Members	1,23,676	0	1,23,676	0.27	1,12,675	0	1,12,675	0.25	-0.02
ii) NRI	10,93,685	2,450	10,96,135	2.39	11,07,988	2,450	11,10,438	2.42	0.03
iii) Trust	1,500	0	1,500	0.00	1,500	0	1,500	0.00	0.00
iv) NBFC registered with RBI	0	0	0	0.00	2,000	0	2,000	0.01	0.01
Sub-total (B)(2) :-	1,63,41,866	3,080	1,63,44,946	35.65	1,59,68,265	3,124	1,59,71,389	34.85	-0.80
Total Public Shareholding (B)=(B)(1)+(B)(2)	1,64,02,365	3,080	1,64,05,445	35.79	1,63,67,321	3,124	1,63,70,445	35.72	-0.07
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	4,58,30,865	3,080	4,58,33,945	100	4,58,30,821	3,124	4,58,33,945	100	

ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. of Shares	% of total shares of the Company	% of Shares Pledged / Encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / Encumbered to total shares	
1	RATAN LAL NOLKHA	55,50,000	12.11	Nil	55,50,000	12.11	Nil	0.00
2	SUSHILA DEVI NOLKHA	16,50,000	3.60	Nil	16,50,000	3.60	Nil	0.00
3	RATAN LAL NOLKHA HUF	14,65,000	3.20	Nil	14,75,000	3.22	Nil	0.02
4	DINESH NOLKHA	10,70,000	2.33	Nil	10,70,000	2.33	Nil	0.00
5	KRISHNA NOLKHA	2,60,000	0.57	Nil	2,65,000	0.58	Nil	0.01
6	PRATYUSH NOLKHA	2,53,500	0.55	Nil	2,53,500	0.55	Nil	0.00
7	DINESH NOLKHA HUF	3,45,000	0.75	Nil	3,55,000	0.77	Nil	0.02
8	NITIN NOLAKHA	17,10,000	3.73	Nil	17,10,000	3.73	Nil	0.00
9	RANJEETA NOLKHA	1,80,000	0.39	Nil	1,80,000	0.39	Nil	0.00
10	NITIN NOLAKHA HUF	1,90,000	0.41	Nil	2,00,000	0.44	Nil	0.02
11	REDIAL TRADING & INVESTMENT PRIVATE LIMITED	1,67,55,000	36.56	Nil	1,67,55,000	36.56	Nil	0.00
	Total	2,94,28,500	64.21	Nil	2,94,63,500	64.28	Nil	0.07

iii) Change in Promoter's Shareholding :

Sl. No.	Shareholder's Name	Shareholding		Date	Increase / (Decrease) in Share holding	Reason	Cumulative Shareholding during the year (1st April, 2016 to 31st March, 2017)	
		No. of Shares at the beginning (1st April, 2016) / end of the year (31st March, 2017)	% of total shares of the Company				No. of Shares	% of total Shares of the Company
1	RATAN LAL NOLKHA	55,50,000	12.11	01.04.2016	-	-	55,50,000	12.11
		55,50,000	12.11	31.03.2017				
2	SUSHILA DEVI NOLKHA	16,50,000	3.60	01.04.2016	-	-	16,50,000	3.60
		16,50,000	3.60	31.03.2017				
3	RATAN LAL NOLKHA HUF	14,65,000	3.20	01.04.2016			14,75,000	3.22
		14,75,000	3.20	31.03.2017	10000	Transfer		
4	DINESH NOLKHA	10,70,000	2.33	01.04.2016	-	-	10,70,000	2.33
		10,70,000	2.33	31.03.2017				
5	KRISHNA NOLKHA	2,60,000	0.57	01.04.2016			2,65,000	0.58
		2,65,000	0.57	31.03.2017	5,000	Transfer		
6	PRATYUSH NOLKHA	2,53,500	0.55	01.04.2016	-	-	2,53,500	0.55
		2,53,500	0.55	31.03.2017				
7	DINESH NOLKHA HUF	3,45,000	0.75	01.04.2016			3,55,000	0.77
				23.12.2016	5,000	Transfer		
				30.12.2016	5,000	Transfer		
8	NITIN NOLAKHA	17,10,000	3.73	01.04.2016	-	-	17,10,000	3.73
		17,10,000	3.73	31.03.2017				
9	RANJEETA NOLKHA	1,80,000	0.39	01.04.2016	-	-	1,80,000	0.39
		1,80,000	0.39	31.03.2017				
10	NITIN NOLAKHA HUF	1,90,000	0.41	01.04.2016			2,00,000	0.44
		2,00,000	0.41	31.03.2017	10,000	Transfer		
11	REDIAL TRADING & INVESTMENT PRIVATE LIMITED	1,67,55,000	36.56	01.04.2016	-	-	1,67,55,000	36.56
		1,67,55,000	36.56	31.03.2017				

(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holder of GDRs and ADRs):

Sl. No.	Shareholder's Name	Shareholding		Date	Increase / (Decrease) in Share holding	Reason	Cumulative Shareholding during the year (1st April, 2016 to 31st March, 2017)	
		No. of Shares at the beginning (1st April, 2016) / end of the year (31st March, 2017)	% of total shares of the Company				No. of Shares	% of total Shares of the Company
1	DOLLY KHANA	5,60,176	1.22	01.04.2016			5,80,476	1.27
				22.04.2016	20,300	Transfer		
				29.04.2016	11,700	Transfer		
				24.06.2016	6,000	Transfer		
				08.07.2016	6,200	Transfer		
	6,20,545	1.35	31.03.2017	16,169	Transfer	6,20,545	1.35	
2	MAMTHA A MUTTHA	3,14,465	0.69	01.04.2016			3,09,465	0.68
				11.11.2016	-5,000	Transfer		
				17.03.2017	-4,100	Transfer		
	3,01,365	0.66	31.03.2017	-4,000	Transfer	3,01,365	0.66	

Sl. No.	Shareholder's Name	Shareholding		Date	Increase / (Decrease) in Share holding	Reason	Cumulative Shareholding during the year (1st April, 2016 to 31st March, 2017)	
		No. of Shares at the beginning (1st April, 2016) / end of the year (31st March, 2017)	% of total shares of the Company				No. of Shares	% of total Shares of the Company
3	AAKASHVIHAR ADVISORY SERVICES PRIVATE LIMITED	-	0.00	01.04.2016				
				30.06.2016	71,078	Transfer	71,078	0.16
				16.09.2016	28,922	Transfer	1,00,000	0.22
				21.10.2016	50,000	Transfer	1,50,000	0.33
				23.12.2016	48,650	Transfer	1,98,650	0.43
				30.12.2016	3,150	Transfer	2,01,800	0.44
				13.01.2017	350	Transfer	2,02,150	0.44
				27.01.2017	6,850	Transfer	2,09,000	0.46
		2,09,000	0.46	31.03.2017				
4	P SHOBHA	1,97,220	0.43	01.04.2016	-	-	1,97,220	0.43
		1,97,220	0.43	31.03.2017				
5	PASSAGE TO INDIA MASTER FUND LIMITED	34,999	0.08	01.04.2016				
				29.04.2016	9,995	Transfer	44,994	0.10
				10.06.2017	40,000	Transfer	84,994	0.19
				17.06.2016	20,000	Transfer	1,04,994	0.23
				24.06.2016	45,000	Transfer	1,49,994	0.33
				30.06.2016	15,000	Transfer	1,64,994	0.36
				22.07.2016	10,000	Transfer	1,74,994	0.38
				09.12.2016	10,000	Transfer	1,84,994	0.40
		1,84,994	0.40	31.03.2017				
6	WORLD INVESTMENT OPPORTUNITIES FUNDS	1,84,825	0.40	01.04.2016				
				20.05.2016	-19,224	Transfer	1,65,601	0.36
				27.05.2016	-16,634	Transfer	1,48,967	0.33
				03.06.2016	-66,500	Transfer	82,467	0.18
				17.03.2017	38,600	Transfer	1,21,067	0.26
				24.03.2017	45,000	Transfer	1,66,067	0.36
		1,66,067	0.36	31.03.2017				
7	J P SWAPNA	1,64,744	0.36	01.04.2016	-	-	1,64,744	0.36
		1,64,744	0.36	31.03.2017	-	-		
8	ASHOK DEWAN	-	0.00	01.04.2016				
				07.10.2016	4,325	Transfer	4,325	0.01
				14.10.2016	4,400	Transfer	8,725	0.02
				21.10.2016	15,738	Transfer	24,463	0.05
				28.10.2016	14,000	Transfer	38,463	0.08
				04.11.2016	2,767	Transfer	41,230	0.09
				11.11.2016	429	Transfer	41,659	0.09
				18.11.2016	8,200	Transfer	49,859	0.11
				25.11.2016	5,067	Transfer	54,926	0.12
				02.12.2016	1,487	Transfer	56,413	0.12
				09.12.2016	19,993	Transfer	76,406	0.17
				16.12.2016	8,551	Transfer	84,957	0.19
				23.12.2016	12,490	Transfer	97,447	0.21
				30.12.2016	26,936	Transfer	1,24,383	0.27
				06.01.2017	31,418	Transfer	1,55,801	0.34
				13.01.2017	21,902	Transfer	1,77,703	0.39
				20.01.2017	9,630	Transfer	1,87,333	0.41
				03.02.2017	2,000	Transfer	1,89,333	0.41
		10.02.2017	23,835	Transfer	2,13,168	0.47		
		17.02.2017	1,050	Transfer	2,14,218	0.47		
		24.03.2017	1,000	Transfer	2,15,218	0.47		
		2,15,218	0.47	31.03.2017				

Sl. No.	Shareholder's Name	Shareholding		Date	Increase / (Decrease) in Share holding	Reason	Cumulative Shareholding during the year (1st April, 2016 to 31st March, 2017)	
		No. of Shares at the beginning (1st April, 2016) / end of the year (31st March, 2017)	% of total shares of the Company				No. of Shares	% of total Shares of the Company
9	MADHAVAN KUNNIYUR	-	0.00	01.04.2016				
				10.02.2017	21,500	Transfer	21,500	0.05
				17.02.2017	62,800	Transfer	84,300	0.18
				24.02.2017	32,000	Transfer	1,16,300	0.25
				03.03.2017	11,000	Transfer	1,27,300	0.28
				17.03.2017	11,050	Transfer	1,38,350	0.30
		1,38,350	0.30	31.03.2017				
10	RAVI SHANKAR MARDA	1,25,712	0.27	01.04.2016				
				17.02.2017	-10,000	Transfer	1,15,712	0.25
		1,15,712	0.25	31.03.2017				

v) **Shareholding of Directors and Key Managerial Personnel :**

Sl. No.	Shareholder's Name	Shareholding		Date	Increase / (Decrease) in Share holding	Reason	Cumulative Shareholding during the year (1st April, 2016 to 31st March, 2017)	
		No. of Shares at the beginning (1st April, 2016) / end of the year (31st March, 2017)	% of total shares of the Company				No. of Shares	% of total Shares of the Company
1	P. MAHESHWARI	1,000	0.00	01.04.2016	0	N.A.	1,000	0
		1,000	0.00	31.03.2017				0
2	SUDHIR GARG	100	0.00	01.04.2016	0	N.A.	100	0
		100	0.00	31.03.2017				0

Independent Directors do not hold any Share in the Company and Promoter Directors' Shareholding given at the Point No. (iii) above

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3,52,07,44,534.00	0.00	0.00	3,52,07,44,534.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	8,25,234.00	0.00	0.00	8,25,234.00
Total (i+ii+iii)	3,52,15,69,768.00	0.00	0.00	3,52,15,69,768.00
Change in Indebtedness at the end of the financial year				
1. Addition	2,64,89,10,365.00	4,75,00,000.00	0.00	2,69,64,10,365.00
2. Reduction	53,47,54,998.00	0.00	0.00	53,47,54,998.00
Net Change	2,11,41,55,367.00	4,75,00,000.00	0.00	2,16,16,55,367.00
Indebtedness at the end of the financial year				
i) Principal Amount	5,63,48,99,901.00	4,75,00,000.00	0.00	5,68,23,99,901.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	5,49,610.00	0.00	0.00	5,49,610.00
Total (i+ii+iii)	5,63,54,49,511.00	4,75,00,000.00	0.00	5,68,29,49,511.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Directors, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Shri Ratan lal Nolkha, Chairman	Shri Dinesh Nolkha, MD	Shri Nitin Nolakha, ED	
1	Gross Salary				
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	41,70,000.00	33,00,000.00	28,50,000.00	1,03,20,000.00
	b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	83,749.00	81,339.00	65,450.00	2,30,538.00
	c) Profit in lieu of salary under Section 17(3) Income-tax Act, 1961	0.00	0.00	0.00	0.00
2	Stock Option	0.00	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00	0.00
4	Commission				
	- as 0.75% of Profit	54,62,000.00	54,61,000.00	54,61,000.00	1,63,84,000.00
	- Others, specify	0.00	0.00	0.00	0.00
5	Contribution to PF	5,00,400.00	3,96,000.00	3,42,000.00	12,38,400.00
	Total (A)	1,02,16,149.00	92,38,339.00	87,18,450.00	2,81,72,938.00
	Ceiling as per Act				7,28,19,400.00

B. Remuneration to other Directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total
		Shri Y. R. Shah	Smt. Aditi Mehta	Dr. R Chattopadhyay	
1	Independent Directors				
	1. Fee for attending Board Committee Meetings	97,500.00	97,500.00	97,500.00	2,92,500.00
	2. Commission	0.00	0.00	0.00	0.00
	3. Others, please specify	0.00	0.00	0.00	0.00
	Total (1)	97,500.00	97,500.00	97,500.00	2,92,500.00
2	Other Non-executive Directors	-	-	-	-
	1. Fee for attending Board Committee Meetings	-	-	-	-
	2. Commission	-	-	-	-
	3. Others, please specify	-	-	-	-
	Total (2)	0.00	0.00	0.00	0.00
	Total B = (1+2)	97,500.00	97,500.00	97,500.00	2,92,500.00
	Total Managerial Remuneration	97,500.00	97,500.00	97,500.00	2,92,500.00
	Ceiling as per the Act	Rs. 1 Lacs Per Meeting of Board or Committee thereof			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	Company Secretary	CFO	
1	Gross Salary				
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961		9,34,128.00	14,82,420.00	24,16,548.00
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961		3,35,376.00	5,18,143.00	8,53,519.00
	c) Profit in lieu of salary under Section 17(3) Income-tax Act, 1961		0.00	0.00	0.00
2	Stock Option		0.00	0.00	0.00
3	Sweat Equity		0.00	0.00	0.00
4	Commission		0.00	0.00	0.00
	- as % of Profit		0.00	0.00	0.00
	- Others, specify		0.00	0.00	0.00
5	Others- Contribution to PF		1,12,092.00	1,23,535.00	2,35,627.00
	Total (A)		13,81,599.00	21,78,450.00	35,60,050.00
	Ceiling as per Act				N.A.

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding Fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty	N.A.	N.A.	Nil	N.A.	N.A.
Punishment	N.A.	N.A.	Nil	N.A.	N.A.
Compounding	N.A.	N.A.	Nil	N.A.	N.A.
B. DIRECTORS					
Penalty	N.A.	N.A.	Nil	N.A.	N.A.
Punishment	N.A.	N.A.	Nil	N.A.	N.A.
Compounding	N.A.	N.A.	Nil	N.A.	N.A.
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A.	N.A.	Nil	N.A.	N.A.
Punishment	N.A.	N.A.	Nil	N.A.	N.A.
Compounding	N.A.	N.A.	Nil	N.A.	N.A.

Date : 6th May, 2017
Place : Bhilwara

R. L. NOLKHA
Chairman
(DIN – 00060746)

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2017

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,
The Members,
Nitin Spinners Limited
Hamirgarh, Bhilwara – 311001 (Rajasthan)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Nitin Spinners Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;(Not applicable to the Company during the Audit Period)
 - (c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;(Not applicable to the Company during the Audit Period)
 - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(Not applicable to the Company during the Audit Period)
 - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (f) The Securities and Exchange Board of India (Delisting of

Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period)

- (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;(Not applicable to the Company during the Audit Period)
 - (h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (vi) As informed, no other sector specific law is applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India;
- ii. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has not undertaken any events/actions in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. which in our opinion have a major bearing on the Company's affairs.

Place: Jaipur
Date: 6th May, 2017

For V.M. & ASSOCIATES
Company Secretaries

CS MANOJ MAHESHWARI
Partner

FCS 3355
C P No.: 1971

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

'ANNEXURE - A'

The Members

Nitin Spinners Limited

Hamirgarh, Bhilwara-311001 (Rajasthan)

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Jaipur

Date: 6th May, 2017

For V.M. & ASSOCIATES

Company Secretaries

CS MANOJ MAHESHWARI

Partner

FCS 3355

C P No.: 1971

MANAGEMENT DISCUSSIONS & ANALYSIS

ECONOMIC REVIEW

Global

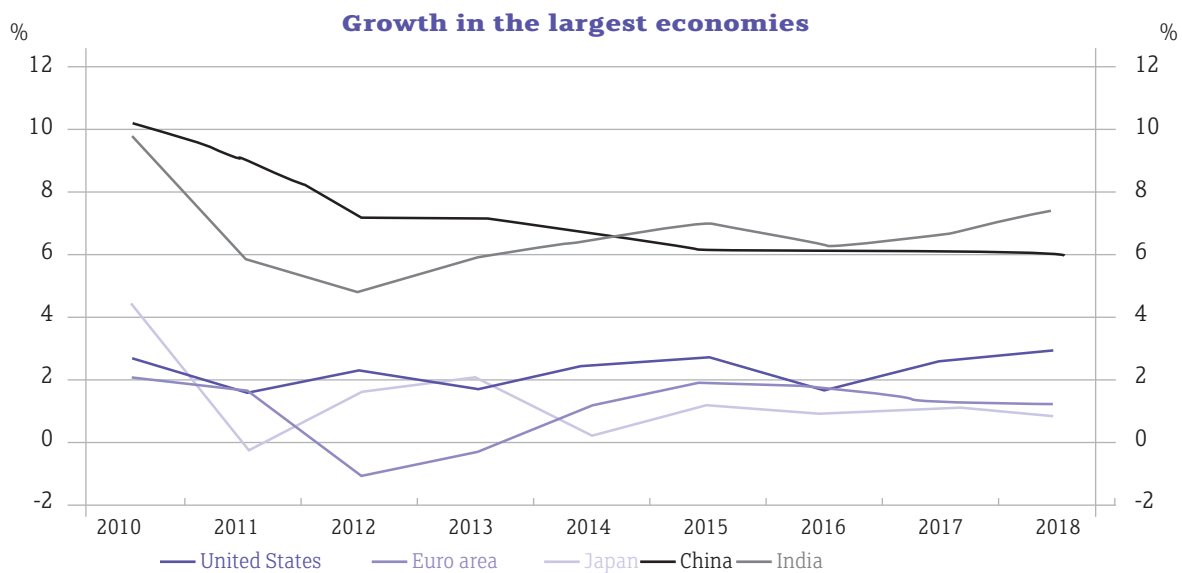
The year 2016-17 was witnessed several fast-pace events, punctuated by significant and unpredictable political and economic changes. The rise of populism in the globalised economy, driven by events like Brexit, the US Presidential election, and the recent referendum on reforms in Italy. With global economic recovery still remaining subdued, the popular discourse over relentless use of unconventional monetary policy support has now started to pave way for a prudent fiscal policy role in countries like US, UK, and Japan.

These global undercurrents will continue to dominate economic and financial outcomes in 2017.

India

India emerged as the fastest growing economy globally with a growth

rate of around 7% in 2016-17. The economy performed up to its potential despite fears of slowdown owing to demonetisation of high value notes. The country's business environment is gradually becoming attractive in the backdrop of favorable Government policies, lower inflation and lower interest rate scenario. The high-impact micro reforms and critical structural reforms have begun to redesign the macro frameworks and institutions. Resultantly, India's ranking in the 2016-17 Global Competitiveness Index, released by the World Economic Forum, improved 16 places to 39, which is the fastest improvement among 138 countries surveyed. The long-term effects of demonetisation are expected to be positive with an increased liquidity in the banking system and decreased lending rates. The implementation of G.ST in July 2017, and various other reforms, will eventually help the nation towards improving its productivity and generate positive business climate.



TEXTILE INDUSTRY

Overview

The Textile Industry plays a significant role in the Indian economy. It constitutes 20% of Industrial Production, contributes around 10% to the Export revenues and 20% to the employment in the Industrial Sector.

India further accounts for 20% of the global installed capacity of spindles and is one of the largest exporters of yarns in the international market. The industry is driven by the following strengths:

- Availability of a wide variety of cotton fibre
- Fast growing synthetics-fibre industry
- Wide range of cotton/spun yarn
- Presence across the value chain
- Trained manpower-technical and managerial

With these fundamental advantages, the overall picture of the Indian textile and apparel sector presents an enormous potential.

Key Industrial Developments

In the year 2015-16, the textile industry witnessed several challenges, especially in the cotton textile sector. Low acreage and decline in

productivity was one of the primary area of concern. This led to decline in cotton production to 338 Lacs bales in 2015-16 as against 386 Lacs bales in 2014-15. The estimates for current cotton 2016-17 season are marginally higher at 351 Lacs bales. The cotton prices witnessed unusual surge of around 30%, even at the beginning of current cotton season from October, 2016. This further led to an increase in the yarn prices, however sluggish global demand coupled with marginally flat domestic demand adversely impacted the margins of the textile industry. Going ahead, the cotton season of 2017-18 is expected to witness production improvement to bring stability in the prices of cotton in the local and global market.

Opportunities and Threats

The global textile and clothing trade is valued around US\$650 Billion with India contributing to around 5.50% vis-a-vis China's 44%. The global trade is further projected to grow around US\$1,300 Billion by 2022. Assuming India's share of about 10%, an export performance of about US\$ 130 Billion is expected over the next seven years i.e. an addition of US\$ 90 Billion to the present level of about US\$ 40 Billion. This shows India's potential to emerge as a global manufacturing hub for textile and clothing. The domestic market also offers significant

growth opportunities for Indian textile industry. The domestic fibre consumption of less than three kg, is one of the lowest globally. Increasing population, favourable demographics, rising per capita income, affordability and global trend awareness will further drive the domestic growth. As a result, the fibre consumption is expected to grow from the present levels of 9 Million tons to above 14 Million tons by 2020. This will lead to the growth of the Company and improvement in the margins in the coming years.

The threats comprise severe competition both in domestic and international markets, leading to pricing pressures on finished goods, inflation, foreign exchange fluctuation, volatility in input cost, cotton crop, interest rates and power cost among others. Government Policies also play significant role in the growth of the Industry.

Operational Review

Please refer to the paragraph under the heading "Financial Results" and "Operational Review" in the main Board's Report.

Segment-wise performance

The Management reviewed the disclosure requirement of Segment wise reporting and is of the view that since the Company's products are covered under Textile Industry which is single business segment in terms of AS-17 and therefore separate disclosure on reporting by business segment is not required.

Environment and Safety

The Company is conscious of the need for environmentally clean and safe operations. The Company policy requires the conduct of all operations in such manner so as to ensure safety of all concerned, compliance of statutory and industrial requirements for environment protection and conservation of natural resources to the extent possible.

Human Resource and Industrial Relations

Human resource is the most valuable asset in any organisation. The Company focuses on the training and development of its people. The Company has taken various initiatives to improve and enhance skill of its people. The industrial relations remained cordial in our plant. The total strength as at the end of the financial year 2016-17 was 2,864 employees.

Internal Control System and Their Adequacy

The Company has proper systems for Internal Control. The systems are improved and modified continuously to meet with changes in business conditions, statutory and accounting requirements.

The Audit Committee of Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvements for strengthening them. The Company has strong Management Information System, which is an integral part of control mechanism.

Risk Management

The risk management framework of the Company establishes risk management across all service areas and functions of the Company, and has in place procedure to inform the top Management about the risk assessment and minimisation process. The Company is exposed to risks from market fluctuations of foreign exchange, finance and commodity price risk.

Foreign Exchange Risk

The Company has considerable exposure in foreign currency as the export constitutes about 63% of the total turnover. In the market determined exchange rate regime and volatility in the forex market affects realisation of the Company.

Mitigation measure: The Company has well documented foreign exchange risk policy and currency risks are hedged accordingly through forward contracts.

Finance Risks

The Company has financed a substantial part of its expansion plans through debt. The debt agreements are subject to financial covenants.

Mitigation measure: The forecast cash requirements of the Company are closely monitored along with actual and projected to ensure adherence to covenants.

Commodity Price Risk

The Company is exposed to the risk of price fluctuation on cotton and coal well as finished goods. Input costs, being based on agriculture, are influenced not only by the vagaries of nature but also government policies and the movements in the international market.

Mitigation measure: The Company continues to recognise the importance of the price value equation and the need to be sensitive to price changes to counter the volatility of input costs and the same is managed through judicious purchase and stocking.

Risk Element in Individual Business

Apart from the risks on account of interest rate, foreign exchange and regulatory change, various business of the Company is exposed to certain operating business risks

Mitigation measure: The potential risks are proactively managed by regular monitoring and corrective actions.

Cautionary Statement

Statement in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other incidental factors.

For and on Behalf of the Board of Directors

Date: 6th May, 2017

Place: Bhilwara

R. L. NOLKHA
Chairman

(DIN – 00060746)

CORPORATE GOVERNANCE REPORT

1. THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance envisages attainment of high level of transparency, accountability and integrity in all its facets including the conduct of its business, its relationship with its stakeholders, employees, customers, Government and lenders.

2. BOARD OF DIRECTORS

Composition, Category and Attendance at Meetings

The Board of Directors of the Company consists of eminent persons with considerable professional expertise and experience in business and industry, finance, management, legal and marketing. The Board comprises of six Directors including one Woman Director and composition of Board of Directors of the Company is in conformity with Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as Listing Regulations) and applicable provisions of the Companies Act, 2013.

The Company has an Executive Chairman and the numbers of Independent Directors are 50% of the total number of Directors. The Independent Directors with their diverse knowledge, experience and expertise bring in their independent judgment in the deliberation and decisions of the Board.

The Company has held at least four meetings of Board of Directors in every year and the maximum time gap between any two meetings was not more than one hundred twenty days. During the financial year 2016-17, four meetings of the Board of Directors were held on 3rd May, 2016, 6th August, 2016, 8th November, 2016 and 14th February, 2017.

The 24th Annual General Meeting of the Company was held on 24th September, 2016.

The Composition of the Board of Directors, attendance at Board & last Annual General Meeting, number of other Directorship, Committee Membership and Chairmanship are as under:

Name of Directors	Category of Directorship	Board Meetings attended out of 4 Meetings	Attendance at last AGM held on 24th September, 2016	Directorship in other Public Limited Companies	No. of Board Committees in which Chairman Member (Other than Nitin Spinners Limited)	
					Chairman	Member
Shri R. L. Nolkha	Promoter Executive Director	4	Yes	Nil	Nil	Nil
Shri Dinesh Nolkha	Promoter Executive Director	4	Yes	Nil	Nil	Nil
Shri Nitin Nolakha	Promoter Executive Director	4	Yes	Nil	Nil	Nil
Shri Y.R. Shah	Independent Non-Executive Director	4	Yes	Nil	Nil	Nil
Dr. R. Chattopadhyay	Independent Non-Executive Director	4	No	Nil	Nil	Nil
Smt. Aditi Mehta	Independent Non-Executive Director	4	No	Nil	Nil	Nil

None of the Directors of the Board serve as Members of more than 10 Committees nor are they Chairman of more than 5 Committees, as per requirements of the Regulation 26(1) of the Listing Regulations. Further, none of the Independent Directors serves as an Independent Director in more than seven listed companies and none of the Independent Director of the Company is Whole Time Director in any other Listed Company. Independent & Non-Executive Directors are not holding any share in the Company & no Convertible instrument has been issued by the Company. All the three Executive Promoter Directors are related to each other, Shri R. L. Nolkha is father of Shri Dinesh Nolkha & Nitin Nolakha and Shri Dinesh Nolkha & Nitin Nolakha are brothers.

Board Meeting Procedure

The Company's Board Meetings are governed by a structured agenda. The Board Meetings are generally scheduled well in advance and the notice of each board meeting is given in writing to each Director. The Board members, in consultation with the Chairman, may bring up any matter for the consideration of the Board. The Board papers, comprising the agenda are circulated well in advance before the meeting of the Board.

All statutory, significant and other material information as specified in Part A of Schedule-II under the regulation 17(8) of the Listing Regulations are regularly made available to the Board, wherever applicable. The Board also reviews periodically the compliances of all applicable laws.

Board's role, functions, responsibility and accountability are clearly defined. In addition to matters statutorily requiring Board's approval, all major decisions involving formulation, strategy and business plans, annual operating and capital expenditure budgets, new investments, compliance with statutory regulatory requirements, major accounting provisions etc. are considered by the Board.

3. AUDIT COMMITTEE

Your Company has an Audit Committee at the Board level which acts as a link between the management, the statutory and internal auditors and the Board of Directors and oversees the financial reporting process.

Broad terms of reference

The terms of reference of the Audit Committee are aligned with the guidelines set out in the Listing Regulations and also with the provisions

of Section 177 of the Companies Act, 2013. The terms of reference broadly includes approval of annual Internal Audit Plan, review of financial reporting processes, internal control, risk management system, functioning of whistle blower mechanism and governance processes, discussions and approval of quarterly, half yearly and annual financial statements, interaction with statutory, secretarial, internal and cost auditors, recommendation for appointment, remuneration and terms of appointment of auditors, monitor related party transactions etc.

Composition

The Audit Committee was constituted on 15th May, 2001. Presently, it comprises Shri Y.R. Shah, Smt. Aditi Mehta and Dr. R. Chattopadhyay. All the members of the committee are non-executive and independent Directors. Shri Y.R. Shah, Chairman of the Meeting is having requisite financial and accounting expertise and all other members of the committee are finance literate. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on 24th September, 2016. The composition of the Audit committee meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations.

Meetings and Attendance

The committee met four times during the financial year 2016-17. The dates on which Audit Committee Meetings were held are 3rd May, 2016, 6th August, 2016, 8th November, 2016 and 14th February, 2017. The number of meetings attended by each committee member during the year was as under:

Name of Member	No. of Meetings attended
Shri Y.R. Shah	4
Smt. Aditi Mehta	4
Dr. R. Chattopadhyay	4

The Managing Director, CFO as well as the representatives of the internal & the statutory auditors are permanent invitees to the meeting. the Company Secretary acts as secretary to the audit committee. No personnel have been denied access to the audit committee.

4. NOMINATION AND REMUNERATION COMMITTEE:

Brief Description Of Terms Of Reference

The Remuneration Committee was constituted on 3rd June, 2005 and in order to comply with the provisions of Section 178 of the Companies Act, 2013 & Listing Regulations the name of the committee has been changed to "Nomination and Remuneration Committee" w.e.f. 6th May, 2014. The terms of reference of the Committee broadly includes following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

2. Formulation of criteria for evaluation of performance of the Independent Directors and the Board and policy on Board diversity;
3. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
4. Decision about continuation of term of Independent Directors on the basis of report of performance evaluation.

The Board has formulated "Nomination, Remuneration and Evaluation Policy" and the criteria for performance evaluation broadly includes Leadership & stewardship abilities, contributing to clearly define corporate objectives & plans, Communication of expectations & concerns clearly with subordinates, obtain adequate, relevant & timely information from external sources, review & approval achievement of strategic and operational plans, objectives, budgets, regular monitoring of corporate results against projections, identify, monitor & mitigate significant corporate risks, review management's succession plan etc. The detailed Policy inter-alia including criteria for performance evaluation is available at the website of the Company i.e. www.nitinspinners.com under the link of "Investor Relations" and enclosed herewith as **Annexure - 1**

Composition

The Committee constitutes Shri Y. R. Shah, Smt. Aditi Mehta and Dr. R. Chattopadhyay, all the members of the Committee are Non-Executive & Independent Directors. During the financial year 2016-17, one meeting of the "Nomination and Remuneration Committee" was held on 6th August, 2016 which was attended by all the members of the Committee.

Remuneration of Directors

Payment of Sitting Fees to the Non-Executive Directors and Payment of Salary, Commission and Perquisites to the Executive Directors is made in accordance with industry norms and subject to the overall ceilings imposed by the Companies Act, 2013 and other applicable statutes.

The appointment of Chairman, Managing Director and Executive Director is governed by resolution passed by the Board of Directors and shareholders of the Company at the respective meetings. They are paid remuneration as per terms and conditions approved by the Board of Directors and Shareholders on the recommendation of Nomination and Remuneration Committee.

Non-Executive Directors do not draw any remuneration except sitting fee of ₹ 15,000/- per meeting of the Board and ₹ 7,500/- per meeting of the Committee thereof and total sitting fee of ₹ 2,92,500/- was paid during the financial year 2016-17. The details of remuneration paid to Executive Directors during the financial year 2016-17 are as under:

Details of Remuneration paid to Executive Directors

(₹ in Lacs)

S. No.	Name of Directors	Category of Directors	Basic Salary	Contribution to P.F.	Commission	Others	Total
1	Shri R.L. Nolkha	Promoter & Executive Director	41.70	5.00	54.62	0.84	102.16
2	Shri Dinesh Nolkha	Promoter & Executive Director	33.00	3.96	54.61	0.81	92.38
3	Shri Nitin Nolkha	Promoter & Executive Director	28.50	3.42	54.61	0.65	87.18

Performance linked incentive – Commission. Service contract, notice period, severance fee and stock option to Executive Directors - Nil

Details of Sitting Fee paid to Non-Executive Directors

S. No.	Name of Director	Category of Directors	Sitting Fee (Amt. In ₹)
1	Shri Y. R. Shah	Independent Non-Executive Director	97,500.00
2	Smt. Aditi Mehta	Independent Non-Executive Director	97,500.00
3	Dr. R. Chattopadhyay	Independent Non-Executive Director	97,500.00

The Company has no pecuniary relationship or transactions with its Non-Executive Directors other than payment of sitting fees to them for attending Board and Committee meetings. None of the Non-Executive Directors of the Company is holding any share and convertible instrument in the Company.

Performance Evaluations:

The Board of Directors carried out annual performance evaluation of the Board, Committee thereof and Directors as per the criteria laid down in the "Nomination, Remuneration and Evaluation Policy" and found their performance satisfactory.

5. STAKE HOLDERS RELATIONSHIP COMMITTEE

The "Share Transfer & Investors' Grievance Committee" was constituted on 3rd June, 2005 and in compliance with the provisions of Section 178 of the Companies Act, 2013 & Listing Regulations the Board has named the committee as "Stake Holders Relationship Committee" w.e.f. 6th

May, 2014. The committee considers and approves various requests for transfer, transmission, sub-division, consolidation, renewal, exchange, issue of new certificates in replacement of old ones, Dematerialisation/ Rematerialisation of Shares, non-receipt of declared Dividend, Annual Reports and to redress the grievances of the investors as may be received from time to time. The Committee meets as and when required and shares are transferred within 15 days from the date of receipt of valid transfer request. During the financial year 2016-17, one meeting of the Committee was held on 2nd September, 2016 which was attended by Shri Dinesh Nolkha & Shri Nitin Nolkha.

The Secretarial Department of the Company and Registrar & Transfer Agent, Bigshare Services Private Limited, Mumbai attend all the Grievance of the Shareholders and Investors received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, SCORES etc.

Composition

The composition of "Stake Holders Relationship Committee" is as under:

S. No.	Name of the Director	Designation	Nature of Directorship
1	Shri Y.R. Shah	Chairman	Independent & Non-Executive
2	Shri Dinesh Nolkha	Member	Promoter & Executive
3	Shri Nitin Nolkha	Member	Promoter & Executive

Compliance Officer: Shri Sudhir Garg, Company Secretary & GM (Legal)

Designated E-mail for Investors' Grievances - investorrelations@nitinspinners.com

Details of Complaints received and status there of:

Two complaints received from Investors during the financial year 2016-17, were resolved and there was no complaint pending at the end of the year.

6. GENERAL BODY MEETING:

(i) Location and Time of General Body Meetings:

The details of location, date and time of Annual General Meetings held during last three years are given as under:

AGM	Date	Time	Place	Special Resolution(s) passed
22nd AGM	11th September, 2014	3.30 PM	16-17 K.M. Stone, Chittor Road, Hamirgarh, Bhilwara (Raj.) 311025	1. Borrowing Power increased to ₹ 700 Crores. u/s 180(1)(c) of the Companies Act, 2013 2. Creation of Charge on the assets of the Company u/s 180(1)(a) of the Companies Act, 2013
23rd AGM	25th September, 2015	3.30 PM	-Do-	1. Re-appointment of Shri R. L. Nolkha, Chairman 2. Re-appointment of Shri Nitin Nolkha, Executive Director. 3. Borrowing Power increased to ₹ 1,000 Crores. u/s 180(1)(c) of the Companies Act, 2013 4. Creation of Charge on the assets of the Company u/s 180(1)(a) of the Companies Act, 2013
24th AGM	24th September, 2016	3.30 PM	-Do-	Special Resolution for Re-appointment of Shri Dinesh Nolkha, MD

No Resolution was subject to Postal Ballot at last AGM. The resolution subject to postal ballot, if any, at the ensuing Annual General Meeting shall be decided at the time of approval of notice for AGM.

7. INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on February 14, 2017, inter-alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

8. OTHER DISCLOSURES:

Details of Compliances:

The Company has complied with all the requirements of the Listing Regulations as well as SEBI regulations and guidelines. No penalties/strictures were imposed / passed on the Company by Stock Exchanges or SEBI or any other statutory authority on any matter related to capital markets since the listing of the Company's shares.

Related Party Transactions:

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and regulation 23 of the Listing Regulations during the financial year were in the ordinary course of business and on arms length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements. The Board has approved a policy for

related party transactions which has been uploaded on the Company's website at www.nitinspinners.com under the link of "Investor Relations"

Code of Conduct:

The code of conduct for Directors and Senior Management as approved and amended by the Board of Directors from time to time has been placed on the website of the Company. All Board members and senior management personnel have affirmed compliance with the code of conduct during the year under review. In this regard, certificate of Managing Director is given at the end of this report.

Insider Trading Code:

The Company has adopted the code of Internal Procedures and Conduct framed under the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, inter alia, to prevent insider trading in the shares of the Company.

Whistle Blower Policy/Vigil Mechanism:

With the rapid expansion of business in terms of volume, value and geography, various risks associated with the business have also increased considerably. One such risk identified is the risk of fraud & misconduct. The Audit Committee is committed to ensure fraud-free work environment and to this end the Committee has laid down a Whistle Blower Policy providing a platform to all the employee, vendors and customers to report any suspected or confirmed incident of fraud/misconduct. This policy is applicable to all the directors, employees, vendors and customers of the Company and it is posted on the website of the Company www.nitinspinners.com under the link of "Investor Relations". It provides for direct access to the Chairperson of audit committee in appropriate or exceptional cases.

Familiarisation Programme for Independent Directors:

On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through a formal induction program on the Company's manufacturing, marketing, finance and other important aspects. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director.

The Independent Directors visit to the manufacturing units. The details of familiarisation programme for Independent Directors is available at the website of the Company i.e. www.nitinspinners.com under the link of "Investor Relations"

The Company is partly compliant with the Discretionary requirements as provided in the Part –E of Schedule – II under regulation 27(1) of the Listing Regulations

The Company do not have any Subsidiary Company

9. MEANS OF COMMUNICATION

The main channel of communication to shareholders is through Annual Report which inter-alia includes, the Board Report, the Report on Corporate Governance and Audited Financial Results.

Quarterly financial results are approved by the Board of Directors and submitted to the Stock Exchanges. The Quarterly financial results are published in one prominent English and one/two vernacular newspaper such as the Business Standard and the Rajasthan Patrika/the Dainik Bhaskar and Nafa Nuksan.

The website of the Company www.nitinspinners.com acts as the primary source of information about the Company which inter-alia displayed the annual/quarterly financial results and Shareholding pattern, of the Company. The same are also displayed on the website of the Stock Exchanges.

Presentations made to institutional investors on various dates and no presentation was made to the analysts during the financial year 2016-17.

10. GENERAL SHAREHOLDER INFORMATION

Shareholder Information: -

A.	Date of AGM & Time & Venue	4th September, 2017 at 3:30 PM at the Registered office of the Company
B.	Date of Book Closure	29th August, 2017 to 4th September, 2017 (both the days Inclusive)

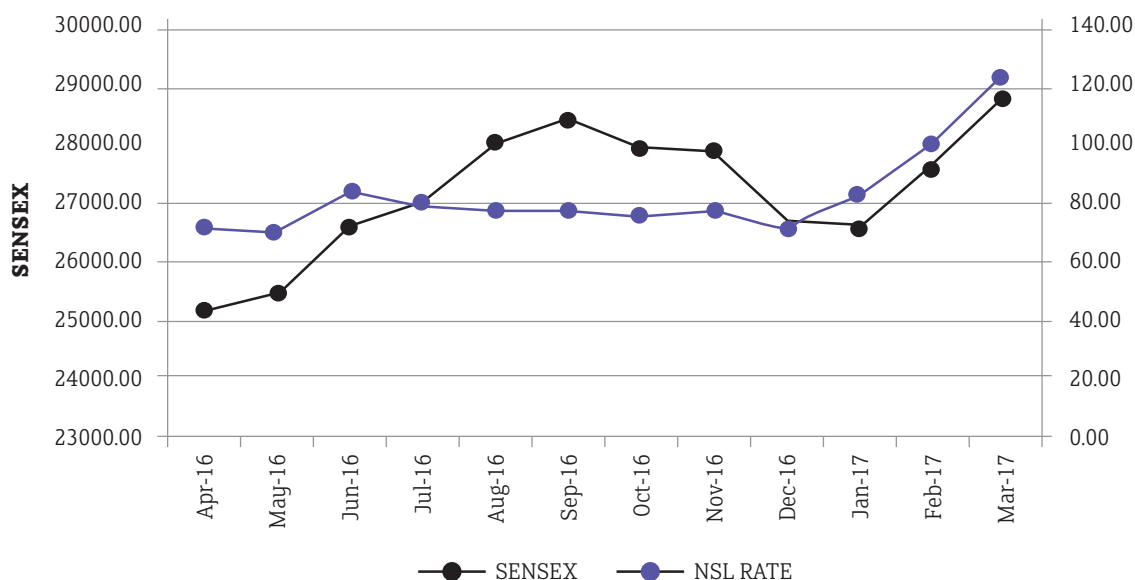
C.	Dividend Payment date	Within 30 days from the date of AGM
D.	Financial Year	1st April, 2017 to 31st March, 2018
E.	Tentative Financial Calendar for next Year for 2017-18 :	
	<u>Period</u>	<u>Date of Board Meeting</u>
	1st Quarter ending June 2017	Last week of July 2017
	2nd Quarter ending September 2017	Last week of October 2017
	3rd Quarter ending December 2017	Last week of January 2018
	Year ending 31st March, 2018	April/May 2018
	AGM for year ending 31st March, 2018	August/September 2018
F.	Listing on Stock Exchange & Stock Code:	
	<u>Name of Stock Exchange</u>	<u>Stock Code</u>
	BSE Limited, Mumbai	532698
	National Stock Exchange of India Limited	NITINSPIN

The applicable listing fee for the Financial Year 2017-18 has already been paid to both the Stock Exchanges

G. Stock Price Data

Month	BSE		NSE	
	High	Low	High	Low
April, 2016	74.00	57.55	74.95	57.20
May, 2016	74.50	60.05	74.65	60.05
June, 2016	86.00	62.00	86.00	62.00
July, 2016	81.80	72.00	81.70	71.70
August, 2016	79.80	66.70	80.00	66.50
September, 2016	79.80	67.05	79.80	66.75
October, 2016	77.70	68.00	77.50	68.00
November, 2016	78.25	61.00	78.40	62.15
December, 2016	74.65	66.10	74.90	65.90
January, 2017	83.80	69.00	83.50	69.15
February, 2017	102.40	76.00	102.35	77.00
March, 2017	123.90	90.80	123.90	90.40

H. Performance in comparison to Broad based Indices - BSE SENSEX: -I.



I. Dematerialisation of Share:

The equity shares of the Company are compulsorily traded and settled in dematerialised form under ISIN INE229H01012. The details of Shares under dematerialised and physical mode are as under:

Particulars	31st March, 2017		31st March, 2016	
	No. of Shares	%	No. of Shares	%
No. of Shares Dematerialised				
-NSDL	4,14,18,543	90.36	4,14,29,820	90.39
-CDSL	44,12,278	9.63	44,01,045	9.60
No. of Shares in Physical Mode	3,124	0.01	3,080	0.01
Total	4,58,33,945	100.00	4,58,33,945	100.00

J. Outstanding GDRs/ADRs/Warrants Etc.

Nil

K. Registrar & Share Transfer Agent:

The Bigshare Services Private Limited is the Registrar and Share Transfer Agent (RTA) of the Company. The Shareholders / Investors are requested to contact for all correspondence / queries at the following address:

Unit	: Bigshare Services Private Limited
Address	: Nitin Spinners Limited E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (E), Mumbai – 400072
Phone No.	: 022 – 28470652, 28470653
Fax No.	: 022 – 28475207
Email	: ipo@bigshareonline.com
Web Site	: www.bigshareonline.com

Share Transfer System

The transfer of shares in physical form is processed and completed by Bigshare Services Private Limited, Mumbai within a period of 15 days from the date of receipt thereof provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. In compliance with the Listing regulations, a practicing Company Secretary audits the System of Transfer and a Certificate to that effect is issued.

L. Distribution of Shareholding as on 31st March, 2017:

No. of Equity Shares held	No. of Shareholders	% to Shareholders	No. of Shares	% to Shares
Up to 500	12,684	77.49	23,84,721	5.20
501 to 1,000	1,713	10.46	14,24,135	3.11
1,001 to 2,000	843	5.15	13,16,350	2.87
2,001 to 3,000	368	2.25	9,49,848	2.07
3,001 to 4,000	173	1.06	6,22,972	1.36
4,001 to 5,000	142	0.87	6,76,840	1.48
5,001 to 10,000	220	1.34	16,29,071	3.55
10,001 & above	225	1.38	3,68,30,008	80.36
Total	16,368	100	4,58,33,945	100

N. Directors Seeking Re-appointment**Shri Nitin Nolkha**

Shri Nitin Nolkha aged 41 years was appointed Director of the Company on 1st October, 1997. He is Bachelor of Commerce and Master of Business Administration (MBA). He is one of the key Promoters of the Company and has vast experience of more than 20 years in Textile Industry. His Functional experience covers Plant operations, Procurement/Sourcing, Administration and Management. Shri Nitin Nolkha is related to Shri R.L. Nolkha, Chairman and Shri Dinesh Nolkha, Managing Director of the Company.

Directorship in other Companies: -

Nitin Infra Developers Private limited
Nitin Finance and Investment Private Limited

O. Plant Location & Address for Correspondence

16-17 KM Stone, Chittor Road,
Hamirgarh, Bhilwara – 311025 (Rajasthan)
Phone: 01482-286110 to 286113
Fax No.: 01482-286117 & 286114
E-Mail: nsl@nitinspinners.com
Website – www.nitinspinners.com

For and on Behalf of the Board of Directors**R. L. NOLKHA**

Chairman

(DIN – 00060746)

Date : 6th May, 2017

Place : Bhilwara

APPOINTMENT, REMUNERATION & EVALUTION POLICY

Nomination, Remuneration and Evaluation Policy

This Nomination, Remuneration and Evaluation Policy (the "Policy") applies to the Board of Directors (the "Board"), Key Managerial Personnel (the "KMP") and the Senior Management Personnel of Nitin Spinners Limited (the "Company").

"Key Managerial Personnel" (KMP) in relation to a Company means-

- (i) The Chief Executive Officer or the Managing Director or Manager;
- (ii) The Company Secretary;
- (iii) The Whole-time Director;
- (iv) The Chief Finance Officer; and
- (v) Such other officer as may be prescribed.

The term "Senior Management Personnel" means to include all members other than the Directors and KMPs of the Company, who are members of management one level below the Executive Directors.

This Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement.

1. Purpose

The primary objective of the Policy is to provide a framework and set standards for the nomination, remuneration and evaluation of the Directors, Key Managerial Personnel and officials comprising the senior management. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, Key Managerial Personnel and Senior Management and practice followed in Industry.

2. Accountabilities

- 2.1 The Board is ultimately responsible for the appointment of Directors. The "Key Managerial Personnel" i.e. Chief Financial Officer & Company Secretary and "Senior Management personnel" shall be appointed by the Chairman & Whole-time Directors jointly. The Board shall be informed about the same.
- 2.2 The Board has delegated responsibility for assessing and selecting the candidates for the role of Directors to the Nomination and Remuneration Committee which makes recommendations & nominations to the Board and for Key Managerial Personnel i.e. Chief Financial Officer & Company Secretary and the Senior Management of the Company to the Chairman & Whole-time Directors jointly.

3. Nomination and Remuneration Committee

The Nomination and Remuneration Committee is responsible for:

- 3.1 reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, with the objective to diversify the Board;
- 3.2 recommending to the Board on the selection of individuals nominated for Directorship;
- 3.3 making recommendations to the Board on the remuneration payable to the Directors;

- 3.4 assessing the independence of independent directors;
- 3.5 such other key issues/matters as may be referred by the Board or as may be necessary in view of the Listing Agreement and provision of the Companies Act 2013 and Rules thereunder.
- 3.6 to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- 3.7 ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- 3.8 to devise a policy on Board diversity;
- 3.9 to develop a succession plan for the Board and to regularly review the plan;

The chairman & Whole-Time Director jointly shall be responsible to assess requirement, performance and remuneration in respect of Key Managerial Personnel i.e. Chief Financial Officer & Company Secretary and the Senior Management of the Company in terms of criteria laid down under the policy by the committee.

The Nomination and Remuneration Committee comprises of the following:

- a) The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

CHAIRMAN

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

COMMITTEE MEMBERS' INTERESTS

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

VOTING

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

4. Appointment of Directors

4.1 Enhancing the competencies of the Board is the basis for the Nomination and Remuneration Committee to select a candidate for appointment to the Board. When recommending a candidate for appointment, the Nomination and Remuneration Committee has regard to:

- assessing the appointee against a range of criteria which includes but not be limited to qualifications, skills, regional and industry experience, background and other qualities required to operate successfully in the position, with due regard for the benefits from diversifying the Board;
- the extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing directors and enhance the efficiencies of the Company;
- the skills and experience that the appointee brings to the role of Director and how an appointee will enhance the skill sets and experience of the Board as a whole;
- the nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment;

4.2 Personal specifications:

- Degree holder in relevant disciplines;
- Experience of management in a diverse organisation;
- Excellent interpersonal, communication and representational skills;
- Demonstrable leadership skills;
- Commitment to high standards of ethics, personal integrity and probity;
- Commitment to the promotion of equal opportunities, community cohesion and health and safety in the workplace;
- Having continuous professional development to refresh knowledge and skills.

5. Letters of Appointment

Each Director/KMP/Senior Officials is required to sign the letter of appointment with the Company containing the terms of appointment and the role assigned in the Company.

6. Remuneration of Directors, Key Managerial Personnel and Senior Management

The guiding principle is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, Key Management Personnel and other senior officials.

The Directors, Key Management Personnel and other senior official's salary shall be based & determined on the individual person's responsibilities and performance and in accordance with the limits as prescribed statutorily, if any.

The Nominations & Remuneration Committee determines individual remuneration packages for Directors taking into account factors it deems relevant, including but not limited to market, business performance and practices in comparable companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government/other guidelines. The Committee consults with the Chairman of the Board as it deems appropriate. Remuneration of the Chairman is recommended by the Committee to the Board of the Company.

The remuneration of Key Managerial Personnel i.e. Chief Financial Officer & Company Secretary and the Senior Management of the Company shall be decided jointly by the Chairman & Whole-Time Director based on the above referred criteria.

(i) Remuneration:

a) Base Compensation (fixed salaries)

Must be competitive and reflective of the individual's role, responsibility and experience in relation to performance of day-to-day activities, usually reviewed on an annual basis; (includes salary, allowances and other statutory/non-statutory benefits which are normal part of remuneration package in line with market practices).

b) Variable salary:

The Committee may in its discretion structure any portion of remuneration to link rewards to corporate and individual performance, fulfillment of specified improvement targets or the attainment of certain financial or other objectives set by the Board. The amount payable is determined by the Committee, based on performance against pre-determined financial and non-financial metrics.

(ii) Statutory Requirements:

Section 197(5) provides for remuneration by way of a fee to a director for attending meetings of the Board of Directors and Committee meetings or for any other purpose as may be decided by the Board.

Section 197(1) of the Companies Act, 2013 provides for the total managerial remuneration payable by the Company to its directors, including managing director and whole time director, and its manager in respect of any financial year shall not exceed eleven percent of the net profits of the Company computed in the manner laid down in Section 198 in the manner as prescribed under the Act.

The Company with the approval of the Shareholders and Central Government may authorise the payment of remuneration exceeding eleven percent of the net profits of the Company, subject to the provisions of Schedule V.

The Company may with the approval of the shareholders authorise the payment of remuneration up to five percent of the net profits of the Company to its anyone Managing Director/Whole Time Director/Manager and ten percent in case of more than one such official.

The Company may pay remuneration to its directors, other than Managing Director and Whole Time Director up to one percent of the net profits of the Company, if there is a managing director or whole time director or manager and three percent of the net profits in any other case.

The net profits for the purpose of the above remuneration shall be computed in the manner referred to in Section 198 of the Companies Act, 2013.

- 6.1 The Independent Directors shall not be entitled to any stock option and may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board. The sitting fee to the Independent Directors shall not be less than the sitting fee payable to other directors.
- 6.2 The remuneration payable to the Directors shall be as per the Company's policy and shall be valued as per the Income Tax Rules.
- 6.3 The remuneration payable to the Key Managerial Personnel i.e. Chief Financial Officer and Company Secretary and the Senior Management shall be as may be decided by the Chairman & Whole-Time Directors having regard to their experience, leadership abilities, initiative taking abilities and knowledge base.

7. Evaluation/ Assessment of Directors/ KMPs/Senior Officials of the Company –

The evaluation/assessment of the Directors, KMPs and the senior officials of the Company is to be conducted on an annual basis and to satisfy the requirements of the Listing Agreement.

The following criteria may assist in determining how effective the performances of the Directors/KMPs/Senior officials have been:

- Leadership & stewardship abilities
- contributing to clearly define corporate objectives & plans
- Communication of expectations & concerns clearly with subordinates
- obtain adequate, relevant & timely information from external sources
- review & approval achievement of strategic and operational plans, objectives, budgets
- regular monitoring of corporate results against projections
- identify, monitor & mitigate significant corporate risks
- assess policies, structures & procedures
- direct, monitor & evaluate KMPs, senior officials
- review management's succession plan
- effective meetings
- assuring appropriate board size, composition, independence, structure
- clearly defining roles & monitoring activities of committees
- review of corporation's ethical conduct

Evaluation on the aforesaid parameters will be conducted by the Independent Directors for each of the Executive/Non-Independent Directors in a separate meeting of the Independent Directors.

The Executive Directors/Non-Independent Directors along with the Independent Directors will evaluate/assess each of the Independent Directors on the aforesaid parameters. Only the Independent Director being evaluated will not participate in the said evaluation discussion.

COMPLIANCE CERTIFICATE

(Under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- A) We have reviewed financial statements and cash flow statement for the year ended 31st March, 2017 and that to the best of our knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - (2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control system of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take rectify these deficiencies.
- D) We have indicated to the auditors and the Audit Committee:
- (1) Significant changes in internal control over financial reporting during the year;
 - (2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

(P. MAHESHWARI)
Chief Financial Officer
 PAN – ABAPM8005C
 Place: Bhilwara
 Date: 6th May, 2017

(DINESH NOLKHA)
Managing Director
 DIN - 00054658

Auditor's Certificate on compliance of Corporate Governance

To
 The Members of Nitin Spinners Limited

We have examined the compliance of conditions of corporate governance by Nitin Spinners Limited, for the year ended 31st March, 2017 as stipulated in Regulation 34(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The compliance of conditions of corporate governance is the responsibility of management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied in all material respects with the condition of corporate governance as stipulated in the above-mentioned SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Stakeholders Relationship Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For R. S. DANI & CO.
Chartered Accountants
 (Firm Reg. No. 000243C)
ASHOK MANGAL
Partner
 M. No. 071714

Place: Bhilwara
 Date: 6th May, 2017

Declaration as required under regulation 34(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

All Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for Directors and Senior Management of Nitin Spinners Limited for the Financial Year ended 31st March, 2017.

Place: Bhilwara
 Date: 6th May, 2017

DINESH NOLKHA
Managing Director
 (DIN – 00054658)



Financial

SECTION

48-51	Auditor's Report
52	Balance Sheet
53	Profit & Loss
54	Cash Flow
55-68	Notes

Independent AUDITOR'S REPORT

To,

The Members,

Nitin Spinners Limited

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of Nitin Spinners Limited ("The Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies, Act 2013 ("the act") with respect to preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the

assessment of the risks of the material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2017;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- (i) As required by the Companies (Auditor's Report) Order, 2016 issued by the Central government of India in the terms of Section 143 of the Companies Act 2013, we give in the "Annexure A" statement on the matters specified in Paragraph 3 & 4 of the order.
- (ii) As required by Section 143(3) of the Act, we report that :
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss and, Cash Flow Statement dealt with by this Report are in agreement with the books of account;

- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards referred to in Section 133 of the act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of written representations received from the Directors as on 31st March, 2017, and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2017 from being appointed as a Director in terms of Section 164 (2) of the Act.
- f) With respect to adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B" and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (a) The Company does not have any pending litigations which would materially impact its financial position.
- (b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (c) During the year the Company was not required to transfer any amount to Investor Education & Protection Fund .
- (d) The Company has provided requisite disclosures (Refer note 24(B)(8)) in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these disclosures are in accordance with the books of account maintained by the Company.

For **R.S. DANI & CO.**
Chartered Accountants
(Firm Reg. No. 000243C)

ASHOK MANGAL
Partner
M.No. 071714

Place : Bhilwara
Date : 6th May, 2017

“ANNEXURE A” to the Auditors’ Report

The annexure referred to in our paragraph “Report on Other Legal and Regulatory Requirements” report to the members of Nitin Spinners Limited. for the year ended 31st March, 2017 as per information and explanations given to us, we report that-

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) these fixed assets have been physically verified by the management at reasonable intervals, no material discrepancies were noticed on such verification.
- (c) the title deeds of immovable properties are held in the name of the Company,
- (ii) Physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed on such verification.
- (iii) The Company has not granted any loans secured or unsecured to the companies, firms, Limited Liability Partnerships, or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- (iv) In respect of loans, investments, guarantees, and security the provisions of Section 185 and 186 of the Companies Act, 2013 have been complied with.
- (v) The Company has not accepted any deposits.
- (vi) The maintenance of cost records has been specified by the Central Government under sub-Section (1) of Section 148 of the Companies Act, 2013 and such accounts and records have been so made and maintained.
- (vii) (a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employees’ state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. There are no arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable.
- (b) There are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute except as follows:

S. No.	Name of Statute	Nature of Dues	Unpaid Amt (₹ in Lacs)	Year	Forum which at pending/ Remarks
1.	Central Excise	Excise Duty and Penalty	12.02	2007-08	CESTAT, New Delhi
2.	Central Excise	Excise duty and Penalty	20.37	2000-01	Commissioner (A), Jaipur
3.	Central Excise	Custom Duty and Penalty	37.72	2008-09	CESTAT, New Delhi

S. No.	Name of Statute	Nature of Dues	Unpaid Amt (₹ in Lacs)	Year	Forum which at pending/ Remarks
4.	Central Excise	Penalty	15.97	2008-09	CESTAT, New Delhi
5.	Central Excise	Excise Duty	463.54	2008-09	CESTAT, New Delhi
6.	Central Excise	Excise Duty	20.67	2008-09	CESTAT, New Delhi
7.	Service Tax	Demand of Service Tax and Penalty	93.65	2009-11	Commissioner (A), Jaipur

- (viii) The Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
- (ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) however it has raised term loans which were applied for the purposes for which those are raised.
- (x) There were no incident of fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) The managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act.
- (xii) The Company is not a Nidhi Company.
- (xiii) All transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013 where ever applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) The Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **R.S. DANI & CO.**
Chartered Accountants
(Firm Reg. No. 000243C)

ASHOK MANGAL
Partner
M.No. 071714

Place : Bhilwara
Date : 6th May, 2017

“ANNEXURE B”

to the Auditors’ Report

Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 (“the Act”).

We have audited the internal financial controls over financial reporting of Nitin Spinners Limited (“The Company”) as of 31st March, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

The Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company’s internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error of fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **R.S. DANI & CO.**
Chartered Accountants
(Firm Reg. No. 000243C)

ASHOK MANGAL
Partner
M.No. 071714

Place : Bhilwara
Date : 6th May, 2017

BALANCE SHEET

As at 31st March, 2017

(₹ in Lacs)			
Particulars	Note No.	As at 31st March, 2017	As at 31st March, 2016
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	4,583.39	4,583.39
(b) Reserve and Surplus	2	21,034.19	15,981.12
		25,617.58	20,564.51
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	3	38,940.65	24,090.58
(b) Deferred Tax Liabilities (Net)	4	5,394.14	4,329.00
(c) Long-Term Provisions	5	759.47	534.14
		45,094.26	28,953.72
(3) Current Liabilities			
(a) Short-Term Borrowings	6	10,746.47	5,772.36
(b) Trade Payables	7	1,819.62	1,308.90
(c) Other Current Liabilities	8	8,331.68	6,290.29
(d) Short-Term Provisions	9	735.79	613.96
		21,633.56	13,985.51
TOTAL		92,345.40	63,503.74
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	10		
(i) Tangible Assets		61,381.84	38,178.03
(ii) Intangible Assets		47.34	29.43
(iii) Capital Work In Progress		-	1,706.21
		61,429.18	39,913.67
(b) Long-Term Loans and Advances	11	4,366.99	3,070.10
		65,796.17	42,983.77
(2) Current Assets			
(a) Inventories	12	17,003.62	11,476.03
(b) Trade Receivables	13	4,832.71	3,924.75
(c) Cash and Cash Equivalents	14	126.83	56.93
(d) Short Term Loans and Advances	15	889.94	1,895.25
(e) Other Current Assets	16	3,696.13	3,167.01
		26,549.23	20,519.97
TOTAL		92,345.40	63,503.74
Accounting Policies and Additional informations	24		

In terms of our report of even date attached

For **R.S. DANI & CO.**
Chartered Accountants
(Firm Reg. No. 000243C)

R.L. NOLKHA
Chairman
(DIN - 00060746)

For and on behalf of the Board

Y.R. SHAH
Director
(DIN - 00019557)

DINESH NOLKHA
Managing Director
(DIN - 00054658)

ASHOK MANGAL
Partner
M.No. 071714

ADITI MEHTA
Director
(DIN - 06917890)

NITIN NOLAKHA
Executive Director
(DIN - 00054707)

Place : Bhilwara
Date : 6th May, 2017

R. CHATTOPADHYAY
Director
(DIN - 06928729)

P. MAHESHWARI
Chief Financial Officer
(PAN - ABAPM8005C)

SUDHIR GARG
Company Secretary & GM (Legal)
(PAN - ABBPK6037F)

PROFIT & LOSS STATEMENT

For the year ended 31st March, 2017

(₹ in Lacs)

Particulars	Note No.	For the year ended 31st March, 2017	For the year ended 31st March, 2016
I. Revenue from Operations	17	93,337.96	76,686.68
II. Other Income	18	78.55	72.22
III. Total Revenue (I+II)		93,416.51	76,758.90
IV. Expenses			
Cost of Materials Consumed	19	61,451.52	46,151.78
Purchase of Stock in trade		262.23	-
Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade	20	(2,811.76)	170.56
Employee Benefits Expense	21	5,216.15	4,314.39
Finance Cost	22	2,224.18	3,300.98
Depreciation & Amortisation Expense	10	4,165.12	3,955.73
Other Expenses	23	15,907.14	12,345.98
Total Expenses		86,414.58	70,239.42
V. Profit before Exceptional Items & Tax		7,001.93	6,519.48
VI. Tax Expenses			
1. Current Tax (Net of MAT Credit)		221.74	1,167.61
2. Deferred Tax		1,065.14	935.59
VII. Profit/(Loss) After Tax (V-VI)		5,715.05	4,416.28
VIII. Basic & Diluted Earning Per Share		12.47	9.64
Accounting Policies and Additional informations	24		

In terms of our report of even date attached

For **R.S. DANI & CO.**
Chartered Accountants
(Firm Reg. No. 000243C)

R.L. NOLKHA
Chairman
(DIN - 00060746)

For and on behalf of the Board

Y.R. SHAH
Director
(DIN - 00019557)

DINESH NOLKHA
Managing Director
(DIN - 00054658)

ASHOK MANGAL
Partner
M.No. 071714

ADITI MEHTA
Director
(DIN - 06917890)

NITIN NOLAKHA
Executive Director
(DIN - 00054707)

Place : Bhilwara
Date : 6th May, 2017

R. CHATTOPADHYAY
Director
(DIN - 06928729)

P. MAHESHWARI
Chief Financial Officer
(PAN - ABAPM8005C)

SUDHIR GARG
Company Secretary & GM (Legal)
(PAN - ABBPK6037F)

CASH FLOW STATEMENT

For the period ended 31st March, 2017

(₹ in Lacs)

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
(A) CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit Before Tax & Exceptional Items	7,001.93	6,519.48
Adjustments for :-		
Depreciation	4,165.12	3,955.73
Interest Expenditure	2,224.18	3,300.98
Loss/ (Profit) on sale of Fixed Assets	(1.71)	(4.11)
Operating Profit Before Working Capital Changes	13,389.52	13,772.08
Adjustments for :-		
Decrease/(Increase)Inventories	(5,527.59)	(2,057.11)
Decrease/ (Increase)Sundry Debtors	(907.96)	117.19
Decrease/ (Increase) Loans and Advances (Current & Non Current)	(956.91)	(806.60)
Increase/(Decrease) Current & Non Current Liabilities	1,471.56	333.93
Total Adjustments	(5,920.90)	(2,412.59)
Cash Generated from Operations	7,468.62	11,359.49
Less : Taxes Paid	1,552.64	1,319.75
Net Cash Generated from Operating Activities (A)	5,915.98	10,039.74
(B) CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	(27,394.41)	(503.65)
Capital WIP including Capital Advances	3,173.32	(3,092.80)
Sale of Fixed Assets	9.28	18.33
Net Cash Generated/(used) in Investing Activities (B)	(24,211.81)	(3,578.12)
(C) CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from /(Repayment) of short term borrowing (Net)	4,974.11	438.66
Proceeds from long term borrowings	21,515.00	17.00
Repayment of long term borrowings	(5,347.55)	(3,075.61)
Interest Paid	(2,224.18)	(3,300.98)
Dividend Paid	(458.34)	(458.34)
Tax on Dividend Paid	(93.31)	(93.31)
Net Cash Generated/(used) From Financing Activities (C)	18,365.73	(6,472.58)
(D) Net Increase / (Decrease) in Cash & Cash Equivalent (A+B+C)	69.90	(10.96)
Closing Balance of Cash & Cash Equivalent	126.83	56.93
Opening Balance of Cash & Cash Equivalent	56.93	67.89

In terms of our report of even date attached

For **R.S. DANI & CO.**
Chartered Accountants
(Firm Reg. No. 000243C)

R.L. NOLKHA
Chairman
(DIN - 00060746)

For and on behalf of the Board

Y.R. SHAH
Director
(DIN - 00019557)

DINESH NOLKHA
Managing Director
(DIN - 00054658)

ASHOK MANGAL
Partner
M.No. 071714

ADITI MEHTA
Director
(DIN - 06917890)

NITIN NOLAKHA
Executive Director
(DIN - 00054707)

Place : Bhilwara
Date : 6th May, 2017

R. CHATTOPADHYAY
Director
(DIN - 06928729)

P. MAHESHWARI
Chief Financial Officer
(PAN - ABAPM8005C)

SUDHIR GARG
Company Secretary & GM (Legal)
(PAN - ABBPK6037F)

NOTES

To the Financial Statements

NOTE : 1
DETAILS OF SHARE CAPITAL

(₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Authorised :		
4,60,00,000 (Previous Year : 4,60,00,000)	4,600.00	4,600.00
Equity Shares of ₹ 10/- Each		
4,00,000 (Previous Year : 4,00,000)	400.00	400.00
Preference Shares of ₹ 100/- Each		
Total	5,000.00	5,000.00
Issued, Subscribed & Fully Paid up :		
4,58,33,945 (Previous Year : 4,58,33,945)	4,583.39	4,583.39
Equity Shares of ₹ 10/- Each fully paid up		
ranking pari passu		
Total	4,583.39	4,583.39

a. Details of Shareholders holding more than 5% Shares are as under :

Name of Shareholders	No. of Shares (% of Holding)	No. of Shares (% of Holding)
Redial Trading & Investment Pvt. Ltd.	1,67,55,000 (36.56%)	1,67,55,000 (36.56%)
Ratan Lal Nolkha	55,50,000 (12.11%)	55,50,000 (12.11%)

b. Reconciliation of the number of Shares outstanding is set out below :

Particulars	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	4,58,33,945.00	4,58,33,945.00
Add : Shares issued during the year	-	-
Equity Shares at the end of the year	4,58,33,945.00	4,58,33,945.00

c. The Company has not issued, any Shares pursuant to contract without payment being received in Cash, Bonus Shares and has not bought back any Shares
NOTE : 2
RESERVE & SURPLUS

(₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
a. Capital Redemption Reserve		
Opening Balance	150.00	150.00
Additions during the year		
Deductions during the year		
Net Balance	150.00	150.00
b. Securities Premium Reserve		
Opening Balance	2,766.73	2,766.73
Additions during the year		
Deductions during the year		
Net Balance	2,766.73	2,766.73
c. General Reserve		
Opening Balance	2,250.00	1,500.00
Additions during the year	750.00	750.00
Deductions during the year		
Net Balance	3,000.00	2,250.00
d. Surplus in Profit & Loss Account		
Opening Balance	10,814.39	7,699.76
Additions during the year	5,715.05	4,416.28
Less : Allocation / Appropriation	-	-
Proposed Dividend on Equity Shares	550.01	458.34
Tax on Dividend	111.97	93.31
Transfer to General Reserve	750.00	750.00
Sub Total	1,411.98	1,301.65
Net Balance	15,117.46	10,814.39
Total (a to d)	21,034.19	15,981.12

NOTES

To the Financial Statements (CONTD.)

NOTE : 3

LONG TERM BORROWINGS

(₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
a. Term Loans from Banks (Secured)	45,581.60	29,397.88
Less : Taken to Other Current Liabilities being Current Maturities	6,649.24	5,316.20
Total (a)	38,932.36	24,081.68
b. Vehicle Loans From Banks (Secured)	20.93	37.20
Less : Taken to Other Current Liabilities being Current Maturities	12.64	28.30
Total (b)	8.29	8.90
Total (a+b)	38,940.65	24,090.58

Explanations

1. Security

- (a) Term Loans of ₹ 44,400.35 Lacs are secured by way of first charge on all immovable and movable fixed assets (both present and future) and second charge on current assets. The term loan of ₹ 1,181.25 Lacs are secured by way of IIIrd charge on all immovable and movable fixed assets and current assets of the Company. The term loans are also secured by personal guarantee of three directors
- (b) Vehicle Loan is secured by hypothecation of the specific vehicle

2. Terms of Repayment

- (a) Term loans of ₹ 6,195.92 Lacs in 7 variable quarterly instalments upto December 2018, ₹ 235.68 Lacs in 11 equal quarterly instalments upto December 2019, ₹ 17,650.00 Lacs in 24 variable quarterly instalments upto March 2023 and ₹ 21,500.00 Lacs in 28 variable quarterly instalments upto December 2024.
- (b) Vehicle loan of ₹ 1.66 Lacs is repayable in 2 variable monthly instalments upto June 2017, ₹ 7.24 Lacs is repayable in 14 variable monthly instalments upto June 2018 and ₹ 12.03 Lacs is repayable in 28 variable monthly instalments upto August 2019

NOTE : 4

DEFERRED TAX LIABILITY (NET)

(₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
A. Deferred Tax Liability		
- Depreciation	5,682.52	4,535.42
B. Deferred Tax Assets		
- Employee Benefits & Other Expenses	288.38	206.42
C. Deferred Tax Liability (Net)	5,394.14	4,329.00

NOTE : 5

LONG TERM PROVISIONS

(₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Provision for Employee Benefits	759.47	534.14
Total	759.47	534.14

NOTE : 6

SHORT TERM BORROWINGS

(₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Loans Repayable on demand :		
Working Capital Loan from Banks (Secured)	10,746.47	5,772.36
Total	10,746.47	5,772.36

The working capital loans are secured by way of hypothecation (both present and future) of stocks of raw material / component spares, stock in process, finished goods and book debts and a second charge on all immovable properties (both present and future) of the Company.

The working capital loans are also secured by personal guarantee of three directors.

**NOTE : 7
TRADE PAYABLES**

(₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
For Goods Purchased	301.48	338.70
For Services & Others	1,518.14	970.20
Total	1,819.62	1,308.90

**NOTE : 8
OTHER CURRENT LIABILITIES**

Current Maturities of Long Term Debt	6,661.88	5,344.50
Interest accrued but not due on borrowings	5.50	8.25
Unsecured Loan (Refer Note no. 24 B (12))	475.00	-
Advances From Customers	235.01	92.57
Statutory Dues	124.12	118.46
Capital Goods	36.76	8.10
Unclaimed Dividend	14.39	9.14
Other Payables	779.02	709.27
Total	8,331.68	6,290.29

**NOTE : 9
SHORT TERM PROVISIONS**

Provisions for Employee Benefits	73.81	62.31
Provisions for Dividend	550.01	458.34
Provisions for Dividend Tax	111.97	93.31
Total	735.79	613.96

**Note : 10
FIXED ASSETS**

(₹ in Lacs)

Particulars	Gross Block				Depreciation & Amortisation Expense				Net Block		
	As at 1st April, 2016	Addition	Deduction	As at 31st March, 2017	As at 1st April, 2016	For the year	Deduction	As at 31st March, 2017	As at 31st March, 2017	As at 31st March, 2016	
Tangible Assets											
Free Hold Land	489.21	110.33	-	599.54	-	-	-	-	599.54	489.21	
Lease Hold Land (Under CSR)	-	131.34	-	131.34	-	-	-	-	131.34	-	
Buildings	10,634.05	4,946.20	-	15,580.25	2,202.72	440.31	-	2,643.03	12,937.22	8,431.33	
Plant & Machinery	48,809.74	21,894.34	70.83	70,633.25	20,656.81	3,437.23	66.49	24,027.55	46,605.70	28,152.93	
Electric installation	2,081.14	113.51	0.90	2,193.75	1,244.26	222.84	0.86	1,466.24	727.51	836.88	
Furniture & Fixtures	101.08	39.31	1.39	139.00	45.45	11.26	1.32	55.39	83.61	55.63	
Office Equipments	138.96	64.71	6.86	196.81	94.52	14.79	6.52	102.79	94.02	44.44	
Vehicles	237.02	69.15	6.36	299.81	69.41	31.08	3.58	96.91	202.90	167.61	
Total	62,491.20	27,368.89	86.34	89,773.75	24,313.17	4,157.51	78.77	28,391.91	61,381.84	38,178.03	
Intangible Assets											
Computer Software	37.40	25.52	-	62.92	7.97	7.61	-	15.58	47.34	29.43	
Total	37.40	25.52	-	62.92	7.97	7.61	-	15.58	47.34	29.43	
Grand Total	62,528.60	27,394.41	86.34	89,836.67	24,321.14	4,165.12	78.77	28,407.49	61,429.18	38,207.46	
Previous Year	62,113.19	503.65	88.24	62,528.60	20,439.43	3,955.73	74.02	24,321.14	38,207.46	41,673.76	
Capital Work in Progress									-	1,706.21	

NOTES

To the Financial Statements (CONTD.)

NOTE : 11**LONG TERM LOANS AND ADVANCES**

(₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
(Unsecured, Considered Good)		
Advance Income Tax & MAT Credit Entitlement (Net of provision)	4,054.90	2,724.00
Security Deposits	312.09	247.59
Advance against CSR Assets	-	98.51
Total	4,366.99	3,070.10

NOTE : 12**INVENTORIES****(At cost or realisable value, whichever is lower)**

Raw Material	11,737.22	8,690.96
Work-In-Process	1,134.80	651.42
Finished Goods	3,122.78	846.93
Stores and Spares	550.52	423.91
Fuel	344.80	801.84
Saleable Waste	113.50	60.97
Total	17,003.62	11,476.03

NOTE : 13**TRADE RECEIVABLES****(Unsecured, Considered Good)**

Outstanding exceeding Six months from Due Date		-
Other Debts	4,832.71	3,924.75
Total	4,832.71	3,924.75

NOTE : 14**CASH AND CASH EQUIVALENTS**

Cash in Hand	6.73	10.47
Balance with Banks in :		
Current Accounts	105.71	37.33
Unclaimed Dividend Account	14.39	9.13
Total	126.83	56.93

NOTE : 15**SHORT TERM LOANS AND ADVANCES****(Unsecured, Considered Good)**

Advances to Suppliers	638.67	169.66
Capital Advances		1467.11
Other Advances	251.27	258.48
(Recoverable in cash or in kind or for value to be received)		
Total	889.94	1895.25

NOTE : 16**OTHER CURRENT ASSETS****(Unsecured, Considered Good)**

Amount Receivable under TUFs	239.96	803.12
VAT Credit and Other Receivables	3,456.17	2,363.89
Total	3,696.13	3,167.01

NOTE : 17
REVENUE FROM OPERATIONS

(₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Sales	92,025.32	75,726.24
Foreign Exchange Fluctuation (Net)	1,305.73	913.63
Job Receipts	8.14	47.31
Total	93,339.19	76,687.18
Less : Excise Duty	1.23	0.50
Total	93,337.96	76,686.68

NOTE : 18
OTHER INCOME

Miscellaneous Income	6.56	7.11
Interest Received	70.28	55.53
Profit on Sale of Fixed Assets	1.71	4.11
Profit on Sale of short term Investments		5.47
Total	78.55	72.22

NOTE : 19
COST OF MATERIALS CONSUMED

Stock at Opening	8,690.96	6,859.55
Add : Purchases & Expenses	64,497.78	47,983.19
Total	73,188.74	54,842.74
Less : Stock at Closing	11,737.22	8,690.96
Total	61,451.52	46,151.78

NOTE : 20
CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

Closing Stock		
Finished Goods	3,122.78	846.93
Saleable Waste	113.50	60.97
Work-In-Progress	1,134.80	651.42
Total	4,371.08	1,559.32
Opening Stock		
Finished Goods	846.93	1,163.49
Saleable Waste	60.97	42.78
Work-In-Progress	651.42	523.61
Total	1,559.32	1,729.88
Changes in Inventories		
Finished Goods	(2,275.85)	316.56
Saleable Waste	(52.53)	(18.19)
Work-In-Progress	(483.38)	(127.81)
Total	(2,811.76)	170.56

NOTE : 21
EMPLOYEE BENEFIT EXPENSE

Salary & Wages	4,332.10	3,667.78
Contribution to Provident Fund and Other Benefits	417.77	333.86
Gratuity and Leave Encashment Expenses	272.17	141.34
Staff Welfare Expenses	194.11	171.41
Total	5,216.15	4,314.39

NOTE : 22
FINANCE COST

Interest Expenses	1,938.94	3,020.33
Other Borrowing Costs	285.24	280.65
Total	2,224.18	3,300.98

NOTES

To the Financial Statements (CONTD.)

NOTE : 23

OTHER EXPENSES

(₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
(a) Manufacturing Expenses		
Power, Fuel & Water charges	9,210.50	6,505.20
Stores & Spares Consumed	1,827.46	1,640.46
Packing Expenses	1,474.62	1,298.30
Job Charges Paid	11.25	6.47
Repair & Maintenance		
Plant & Machinery	73.21	84.84
Building	16.27	25.87
Others	15.90	19.19
Total (a)	12,629.21	9,580.33
(b) Administrative and Other Expenses		
Printing & Stationary	16.62	13.89
Postage & Communication	21.10	26.68
Subscription & Membership Fees	2.38	2.25
Director's Sitting Fee	3.03	3.22
Rent, Rates & Taxes	24.05	27.47
Travelling Directors	12.33	16.61
Others	18.53	15.56
Vehicle & Conveyance	86.88	75.63
Charity & Donation	0.46	0.75
CSR Expenditure	34.87	10.26
Legal & Professional	25.32	24.44
Insurance Charges	52.10	46.44
Audit Fees	4.00	4.00
Cost Audit Fees	0.40	0.40
Advertisement	13.60	11.26
Software Expenses	3.81	3.71
Miscellaneous Expenses	6.25	3.94
Total (b)	325.73	286.51
(c) Selling and Distribution Expenses		
Sales Promotion	28.55	21.56
Sales Commission	1,153.48	1,000.28
Rebate, Claims & Discount	84.92	82.32
Freight & Forwarding	1,627.36	1,330.95
Hank Yarn Obligation Expenses	57.89	44.03
Total (c)	2,952.20	2,479.14
Total (a to c)	15,907.14	12,345.98

Note : 24**ACCOUNTING POLICIES & ADDITIONAL INFORMATION****A. SIGNIFICANT ACCOUNTING POLICIES****1) Basis for preparation of Financial Statement**

- (a) The financial statements have been prepared under the historical cost convention and on the principles of going concern in accordance with Indian Generally Accepted Accounting Principles, applicable Accounting Standards and provisions of the Companies Act, 2013.
- (b) Accounting policies, not specifically referred to, are consistent with Generally Accepted Accounting Principles.

2) Revenue Recognition

- (a) Sales are recognised when goods are supplied and effective control of goods associated with ownership is transferred to the buyer. Sales are recorded net of Sales Tax, return, discounts and rebates but including Excise Duties.
- (b) Foreign exchange differences relating to sales are included in Revenue from operation.
- (c) Other Income and Incentives/Benefits are accounted for on accrual basis.
- (d) Claims lodged with insurance companies are accounted and credited to the relevant head when recognised by the insurance company.
- (e) Inter-divisional sales comprising of sale of power for captive use is reduced from gross turnover in arriving net turnover.

3) Expenditure

- (a) Expenses are accounted for on accrual basis and provisions are made for all known losses and liabilities.
- (b) Rebate, claims & settlement on goods sold are accounted for as and when these are ascertained with reasonable accuracy.

4) Inventory

Inventories are valued at cost or net realisable value, whichever is lower. The cost in respect of various items of inventory is computed as under:

- (a) Cost of raw materials and stores include duties, taxes, freight and other expenses and are net of Duty Drawback, VAT & CST refund, CENVAT credit wherever made applicable.
- (b) Cost in relation to finished goods comprises of cost of materials, excise duty, production overheads and depreciation.
- (c) Work in process is valued at raw material cost plus conversion cost depending upon the stage of completion.
- (d) The material/finished goods dispatched from the factory but lying at port pending shipment are taken as a part of finished goods stock.

5) Investments

- (a) Investments are stated at cost.
- (b) Dividend income is accounted when the right to receive is established.

6) Fixed Assets**(i) Tangible Assets**

Fixed Assets are stated at cost net of CENVAT/VAT credit availed and includes amounts added on revaluation, less accumulated depreciation and impairment loss, if any. All costs, including financing cost till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations directly attributable to the fixed assets are capitalised.

(ii) Intangible Assets

Intangible Assets are stated at cost less accumulated amortisation and impairment loss, if any.

7) Depreciation & Amortisation**(i) Tangible Assets**

- a) Depreciation on Plant & Machinery (other than Laboratory Equipments, Fire Fighting Equipments and Tools & Equipments) is provided on Straight Line Method (SLM) considering estimated useful life of 13 years (Triple Shift). Depreciation on other fixed assets has been provided based on useful lives prescribed in Schedule II of the Companies Act, 2013.
- b) Depreciation on Fixed Assets for trial run period is not charged.

(ii) Intangible Assets

Intangible Assets consist of Computer Software and the same are amortised over a period of 5 years.

8) Prior Period Items

Prior period items including adjustment/Claims, arisen / settled / noted during the year are debited / credited to the respective heads of account, if not material in the nature.

NOTES

To the Financial Statements (CONTD.)

9) Borrowing Costs

Borrowing costs attributable to the acquisition or construction of Fixed Assets are capitalised as part of the cost of such assets for the period prior to commencement of commercial production or installation. All other costs are charged to revenue.

10) Government Grants

(a) Government Grants are recognised in accordance with AS-12 and reduced from the relevant expenses or shown as income.

The benefits attributable to the acquisition/installation of Fixed Assets till the commencement of commercial production are netted against the cost of fixed assets.

11) Foreign Exchange Transactions/Translations

Foreign currency transactions are recorded at the rates of exchange prevailing on the dates of the respective transactions. Foreign currency assets and liabilities covered by forward contracts are stated at the forward contract rates while those not covered by forward contracts are restated at rates ruling at the year end. Exchange rate differences are dealt with in the Profit and Loss statement except those relating to the acquisition of fixed assets, which are adjusted to the cost of the assets.

12) Financial Derivatives

Foreign Currency Derivative contracts are accounted for on the date of their settlement and realised gain/loss in respect of settled contracts are recognised in the Profit and Loss Statement, except where they relate to borrowings attributable to the acquisition of fixed assets, in that case they are adjusted to the carrying cost of the assets.

13) CENVAT

(a) The purchase cost of raw materials and other expenses has been considered net of CENVAT available on inputs.

(b) The CENVAT benefits attributable to acquisition/installation of fixed assets are netted off against the cost of fixed assets.

(c) CENVAT is accounted for on the basis of payments made in respect of goods cleared and provision is made for goods lying in Stock, if applicable and the same is treated as part of the cost of respective Stock

14) Research & Development

Revenue expenditure on Research and Development is charged against the profit of the year in which it is incurred. Capital expenditure on research and development is shown as addition to fixed assets.

15) Retirement Benefits

The Company's contribution to Provident and other funds are charged to Profit & Loss Statement. The liability for gratuity and leave encashment is provided on the basis of actuarial valuation.

16) Provision for Current and Deferred Tax

a) Provision for Current Income Tax is made after considering MAT Credit entitlement, exemptions and deductions available under the Income Tax Act, 1961.

b) Deferred Tax Liability resulting from timing differences between book and tax profit is accounted for by using the tax rates and laws that are enacted or substantially enacted as on Balance Sheet date. The deferred tax assets is recognised and carried forward only to extent that there is a reasonable certainty that the assets will be realised in future.

17) Impairment of Assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the profit and loss statement in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

18) Deferred Revenue Expenditure

The Company does not recognise any Deferred Revenue Expenditure.

19) Provisions and Contingencies

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources. Provisions except Gratuity and Leave Encashment benefits are not discounted to its present value and are determined based on best estimate of the expenditure required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimate. A contingent liability is disclosed unless the possibility of an out flow of resources embodying economic benefit is remote. Contingent assets are neither recognised nor disclosed in the financial statements.

20) CSR Expenditure

Amount spent on CSR activities during the year is charged to Statement of Profit & Loss, if the same is of revenue nature. If the expenditure is of such nature, which may give rise to a capital asset, the same is recognised in the Balance Sheet as "CSR Assets" under respective Fixed Assets.

B. ADDITIONAL INFORMATION
1) Contingent Liabilities & Commitments

i) Contingent Liabilities not provided for:

S. No.	Particulars	Current Year (₹ In Lacs)	Previous Year (₹ In Lacs)
a.	Disputed Liabilities not acknowledged as debts - Cenvat, Service Tax and Custom Duty	880.07	804.91
b.	Guarantees - Outstanding Bank Guarantees	157.39	157.39
c.	Other money for which the Company is contingently liable - Bill Discounted with Bank (against goods sold)	6,642.91	5,968.02

ii) Commitments

- a) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances) ₹ **Nil** (Previous Year – ₹ 17,396.11 Lacs).
 - b) The Company has an outstanding export obligation of approx. ₹ **53,349.87** Lacs (Previous Year – ₹ 28,215.24 Lacs), in respect of capital goods imported at the concessional rate of duty under Export Promotion Capital Goods Scheme, which is required to be met at different dates on or before 31st March, 2023.
- 2) In the opinion of the Board the Current Assets, Loans and Advances are approximately of the value as stated in Financial Statements, if realised in the ordinary course of business. The provisions for all known and determined liabilities are adequate and not in excess of the amount reasonably required.
 - 3) Sundry Creditors include ₹ **Nil** (Previous Year ₹ Nil) amount due to Micro & Small Enterprises as at 31st March, 2017. The figures have been disclosed on the basis of confirmations received from suppliers who have registered themselves under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) and /or based on the information available with the Company. Further, no interest during the year has been paid or payable under the provisions of the MSMED Act, 2006.
 - 4) Provision for current tax is net of MAT Credit Entitlement ₹ **1,272.59** Lacs (Previous Year – ₹ 223.75 Lacs)
 - 5) The Company has spent a sum of ₹ **67.71** Lacs (Previous Year – ₹ 108.77 Lacs) on CSR activities as against ₹ 114.53 Lacs (Previous Year – ₹ 85.53 Lacs) as required under provisions of the Companies Act 2013.

6) Financial Derivative Instruments

The Company uses forward contracts to hedge its risk associated with fluctuation in foreign currency relating to foreign currency assets and liabilities, firm commitments and highly probable forecast transactions. The use of the aforesaid financial instruments is governed by the Company's overall Risk Management Strategy. The Company does not use forward contracts and options for speculative purposes. The details of the outstanding forward contracts and unhedged currency exposure as at 31st March, 2017 is as under:

Sr. No.	Particulars	Current Year (₹ In Lacs)		Previous Year (₹ In Lacs)	
		Foreign Currency	INR	Foreign Currency	INR
A	Forward Contracts outstanding (for Hedging)				
	US\$ (Sale)	84.44	5,739.43	95.72	6,583.17
	EURO (Sale)	3.42	244.01	10.84	824.25
	GBP (Sale)	1.05	87.41	0.12	11.55
	US\$ (Purchase)	5.00	330.00	-	-
	Total	93.91	6,400.85	106.68	7,418.97
B	Unhedged forex exposure				
	Payable – US\$	3.15	204.24	3.96	262.68
	Payable – EURO	0.03	2.08	0.10	7.51
	Payable – GBP	0.04	3.24	0.01	0.95

NOTES

To the Financial Statements (CONTD.)

7) Payment to Auditors:

Particulars	Current Year (₹ In Lacs)	Previous Year (₹ In Lacs)
A Audit Fee	3.50	3.50
B Tax Audit Fee	0.50	0.50
Total	4.00	4.00

8) Disclosures regarding Specified Bank Notes (SBN) as required vide Notification GSR 308(E) of Ministry of Corporate Affairs Dated 30th March, 2017.

Particulars	SBN's	Other Denomination Notes	Total
Closing Cash In Hand as on 8th November, 2016	40.46	7.38	47.84
Add: Permitted Receipts	-	34.29	34.29
Less: Permitted Payment	0.46	40.98	41.44
Less: Amount deposited in bank	40.00	-	40.00
Closing Cash In Hand as on 30th December, 2016	-	0.69	0.69

9) Employee Benefit Obligations

a) Defined Contribution Plan

The Company makes contributions towards Employees Provident Fund and Family Pension Fund for qualifying employees. The Fund is operated by the Regional Provident Fund Commissioner. The amount of contribution is recognised as expense for defined contribution plans.

Total contribution made by the employer to the Fund during the year is ₹ 304.82 Lacs (Previous Year ₹ 240.77 Lacs).

b) Defined Benefit Plan

(i) Gratuity

The Company makes payment to vested employees as per provisions of Payment of Gratuity Act, 1972. The provision of Gratuity liability as on the balance sheet date is done on actuarial valuation basis for qualifying employees, however the same is not funded to any trust or scheme.

The present value of the defined benefits obligation and the related current service cost is measured using the Projected Unit Credit Actuarial Method at the end of balance sheet date by Actuary.

(ii) Leave Encashment

The Company provides benefit of leave encashment to its employees as per defined rules. The provision for liability for leave encashment as on date of Balance Sheet is recognised on the basis of Actuarial certificate.

(iii) The following table set out the status of Gratuity and Leave encashment plans as required under AS-15:

(a) The Present value of the obligation as recognised in the Balance Sheet:

Particulars	Current Year (₹ In Lacs)		Previous Year (₹ In Lacs)	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Present value of obligation at the beginning of the period	474.52	121.94	374.50	103.81
Interest cost	37.96	9.75	29.96	8.30
Current service cost	135.02	44.42	95.54	25.12
Benefits paid	(25.18)	(10.17)	(17.02)	(6.17)
Actuarial (gain)/loss on obligation	31.36	13.65	(8.46)	(9.12)
Present value of obligation at the end of period	653.68	179.59	474.52	121.94

(b) The amounts recognised in the Profit & Loss statement are as follows:

Particulars	Current Year (₹ In Lacs)		Previous Year (₹ In Lacs)	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Current service Cost	135.02	44.42	95.54	25.12
Interest Cost	37.96	9.76	29.96	8.30
Net actuarial (gain)/loss recognised in the period	31.36	13.65	(8.46)	(9.12)
Expenses recognised in the Profit & Loss statement	204.34	67.83	117.04	24.30

(c) Reconciliation of the Present value of defined obligation and the fair value of the plan assets

Particulars	Current Year (₹ In Lacs)		Previous Year (₹ In Lacs)	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Present value of obligation as at the end of period	653.68	179.59	474.52	121.94
Fair value of Plan Assets	-	-	-	-
Liability Recognised in Balance Sheet	653.68	179.59	474.52	121.94

(d) The assumptions used in Actuarial Valuation:

Particulars	Current Year (In %)	Previous Year (In %)
i) Discounting Rate	7.35	8.00
ii) Future salary Increase	8.00	8.00

The estimates of future salary increase; considered in actuarial valuation, take account of inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market.

The discount rate is based on prevailing market yields of Indian Government Bonds, as at the balance sheet date, consistent with the currency and estimated term of the post employment benefit obligations.

10) The figures for the previous year have been regrouped and rearranged wherever found necessary to make them comparable with those of current year.
11) SEGMENT REPORTING
(a) Primary Segment Reporting (By Business Segments)

- (i) The Company is engaged in Business of Textiles. Hence there is no separate business segments
- (ii) The Company has its own power generation division mainly for captive use; therefore, it is not treated as a separate business segment.

(b) Secondary Segment reporting on the basis of geographical segment is as below:

Sr.No	Particulars	Current Year (₹ In Lacs)	Previous Year (₹ In Lacs)
1.	Segment Revenue		
	- Within India	36,134.00	25,683.37
	- Outside India	57,283.74	51,076.03
	Total Revenue	93,417.74	76,759.40
2.	Segment Assets*		
	- Within India	91,027.36	61,272.02
	- Outside India	1,318.04	2,231.72
	Total Assets	92,345.40	63,503.74

*Segment Assets outside India is entirely related to Sundry Debtors.

12) RELATED PARTY DISCLOSURES

List of Related Parties with whom transactions have taken place:

(a) Key Management Personnel:

Name of Person	Relationship
Shri R.L. Nolkha	Chairman
Shri Dinesh Nolkha	Managing Director
Shri Nitin Nolkha	Executive Director
Shri P. Maheshwari	Chief Financial Officer
Shri Sudhir Garg	Company Secretary & GM (Legal)

(b) Relatives:

Smt. Sushila Devi Nolkha	Wife of Shri R.L. Nolkha, Mother of Shri Dinesh Nolkha & Shri Nitin Nolkha
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(c) Related Companies:

Redial Trading & Investment Private Limited

NOTES

To the Financial Statements (CONTD.)

Details of Transactions with related parties:

S.No	Nature of Transactions	Current Year (₹ In Lacs)	Previous Year (₹ In Lacs)
1.	Rent Payment		
	Smt. Sushila Devi Nolkha	3.00	3.00
	Shri R.L. Nolkha	-	0.60
	Redial Trading & Investment Private Limited	0.90	0.90
2.	Managerial Remuneration		
	Shri R.L. Nolkha	102.16	89.88
	Shri Dinesh Nolkha	92.38	83.64
	Shri Nitin Nolkha	87.18	80.32
	Shri P. Maheshwari	21.78	19.09
	Shri Sudhir Garg	13.81	12.15
3.	Interest Payment on unsecured loans		
	Shri R.L. Nolkha	4.98	9.95
	Shri Dinesh Nolkha	2.64	7.48
	Shri Nitin Nolkha	2.94	8.81
	Redial Trading & Investment Private Limited	38.54	20.71

The balance due to related parties (Refer Note no. 8 – Other Current Liabilities) and maximum balance outstanding during the year are as under:

S. No.	Name of related party	Outstanding Balance		Maximum balance outstanding during the year	
		As on 31st March, 2017	As on 31st March, 2016	Current Year	Previous Year
1.	Shri R.L. Nolkha	Nil	Nil	145.00	175.00
2.	Shri Dinesh Nolkha	Nil	Nil	65.00	90.00
3.	Shri Nitin Nolkha	Nil	Nil	127.50	125.00
4.	Redial Trading & Investment Private Limited	475.00	Nil	475.00	275.00

13) Earning Per Share (EPS):

S.No	Particulars	Current Year (₹ In Lacs)	Previous Year (₹ In Lacs)
A	Net Profit available to Equity Shareholders	5,715.05	4,416.28
B	Number of Equity Shares of ₹10 each outstanding during the year (in Lacs)	458.34	458.34
C	Basic/Diluted Earning per share (₹)	12.47	9.64
D	Face Value of each equity share (₹)	10.00	10.00

14) Installed capacity

Particulars	Current Year (₹ In Lacs)	Previous Year (₹ In Lacs)
Rotors (Nos.)	2936	2936
Spindles (Nos.)	2,23,056	1,50,096
Knitted Fabric (No. of M/c's)	63	49

A. Production, Turnover & Stock

(As per Inventories taken, valued and certified by the Management)

S. No.	PARTICULAR	OPENING STOCK		PRODUCTION / PURCHASES		SALES		CLOSING STOCK	
		2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
A	YARN								
i)	Own Manufacturing								
	Qty. (In Tons) *	442.37	704.14	42,342.74	37,650.26	34,705.87	31,578.42	1,332.78	442.37
	Value (₹ in Lacs)	670.36	1,005.92			70,336.11	57,998.50	2,865.20	670.36
ii)	Trading								
	Qty. (In Tons)	0.00	0.00	150.50	0.00	150.50	0.00	0.00	0.00
	Value (₹ in Lacs)	0.00	0.00			265.39	0.00	0.00	0.00
B	Fabric								
	Qty. (In Tons) **	93.09	94.65	6,790.25	6,363.08	6,753.38	6,364.65	120.67	93.09
	Value (₹ in Lacs)	176.57	157.57			15,652.15	13,696.34	257.58	176.57
C	Saleable Waste & Others								
	Value (₹ in Lacs)	60.97	42.78			5,771.67	4,031.40	113.50	60.97
D	Job Work for Other								
i)	Fabric								
	Qty. (In Tons)	0.00	0.00	35.13	175.02	35.13	175.02	0.00	0.00
	Value (₹ in Lacs)					8.14	47.31		

* Yarn Production includes 6,746.459 Tons. (Previous Year 6,333.601 Tons.) transferred for captive consumption
 ** Fabric Production includes 9.301 Tons. (Previous Year 0 Ton.) Transferred for captive consumption in Packing Department.

B. Raw Material consumed

S. No.	PARTICULAR	OPENING STOCK		PURCHASES		CONSUMPTION		CLOSING STOCK	
		2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
A	Own Manufacturing								
i)	Cotton								
	Qty. (In Tons)	9,216.98	8,487.29	54,850.14	49,161.22	54,943.04	48,431.53	9,124.08	9,216.98
	Value (₹ in Lacs)	8,672.67	6,819.28	63,831.23	47,529.63	60,860.69	45,676.24	11,643.21	8,672.67
ii)	Yarn								
	Qty. (In Tons)	3.41	6.81	123.45	78.38	107.61	81.78	19.25	3.41
	Value (₹ in Lacs)	18.29	40.27	666.55	453.56	590.83	475.54	94.01	18.29
	Total								
	Qty. (In Tons)	9,220.39	8,494.10	54,973.59	49,239.60	55,050.65	48,513.31	9,143.33	9,220.39
	Value (₹ in Lacs)	8,690.96	6,859.55	64,497.78	47,983.19	61,451.52	46,151.78	11,737.22	8,690.96
B	Trading								
i)	Yarn								
	Qty. (In Tons)	0.00	0.00	150.50	0.00	150.50	0.00	0.00	0.00
	Value (₹ in Lacs)	0.00	0.00	262.23	0.00	262.23	0.00	0.00	0.00

C. Value of Imports calculated on CIF basis in respect of

S.No	Particulars	Current Year (₹ In Lacs)	Previous Year (₹ In Lacs)
a.	Components & Spare Parts including Packing Materials	845.53	691.14
b.	Raw Material	11,534.72	6,081.91
c.	Capital Goods	5,471.92	70.54
	Total	17,852.17	6,843.59

NOTES

To the Financial Statements (CONTD.)

D. Value of Raw Material, Components and Spare Parts Consumed

S. No.	Particulars	Current Year		Previous Year	
		(₹ In Lacs)	%	(₹ In Lacs)	%
1	Raw Material				
A	Imported	11,948.37	19.44	5,210.92	11.29
B	Indigenous	49,503.15	80.56	40,940.86	88.71
	Total	61,451.52	100.00	46,151.78	100.00
2	Components & Spare Parts including Packing Materials				
A	Imported	776.68	23.52	628.08	21.37
B	Indigenous	2,525.40	76.48	2,310.68	78.63
	Total	3,302.08	100.00	2,938.76	100.00

E. Expenditure in Foreign Currency

S.No.	Particulars	Current Year (₹ In Lacs)	Previous Year (₹ In Lacs)
i.	Commission & Others	467.37	475.19
ii.	Travelling	2.71	5.07
	Total	470.08	480.26

F. Earning in Foreign Currency

S.No.	Particulars	Current Year (₹ In Lacs)	Previous Year (₹ In Lacs)
(i)	Export of Goods at FOB value	56,462.80	50,454.95

Signatures to Note 1 to 24

As per of our report of even date attached.

For **R.S. DANI & CO.**
Chartered Accountants
(Firm Reg. No. 000243C)

R.L. NOLKHA
Chairman
(DIN - 00060746)

For and on behalf of the Board
Y.R. SHAH
Director
(DIN - 00019557)

DINESH NOLKHA
Managing Director
(DIN - 00054658)

ASHOK MANGAL
Partner
M.No. 071714

ADITI MEHTA
Director
(DIN - 06917890)

NITIN NOLAKHA
Executive Director
(DIN - 00054707)

Place : Bhilwara
Date : 6th May, 2017

R. CHATTOPADHYAY
Director
(DIN - 06928729)

P. MAHESHWARI
Chief Financial Officer
(PAN - ABAPM8005C)

SUDHIR GARG
Company Secretary & GM (Legal)
(PAN - ABBPK6037F)

Spinning it right...

... FOR THE COMMUNITY AND ENVIRONMENT

At NSL, we are committed to develop programs that support sustainable development. We have taken initiatives in the fields of education, healthcare, and improving quality of life for people. Besides, we also strive towards continuous improvement of environment through use of renewable energy, installation of energy efficient equipment, effective re-utilisation of waste water resources etc.



₹67.71 Lacs

Total CSR spend
in 2016-17

₹12.25 Lacs

Water conservation & safe
drinking water

₹32.8 Lacs

Construction of Women's Hostel
(Cumulative expenditure towards
the Project ₹131.3 Lacs)

₹19 Lacs

Sports

₹3.66 Lacs

Rural development,
education & healthcare



- Installed 2.0 MW Roof Top Solar Power Plant (cumulative capacity 2.3 MW) for promoting use of renewable energy and reducing carbon emission
- Set up Sewage Treatment Plant for water conservation
- Set up Rain Water Harvesting Systems to recharge underground water resources.
- Spent approx. ₹1.60 Crores on installation of Energy Saving Equipment



If undelivered please return to:

Nitin Spinners Limited

16-17 Km. Stone, Chittor Road, Hamirgarh, Distt. Bhilwara (Rajasthan) - 311 025