

# NANDINI TEXCOM (INDIA) LIMITED

CIN: L65910GJ1994PLC021165

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Surat-395002.

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## COMPOSITION OF BOARD:

Sr. No.	Name of Directors	Type of Directorship
1.	Mr. Ashokkumar R. Tekriwal	Managing Director
2.	Mrs. Poonamdevi A. Tekriwal	Managing Director
3.	Mr. Durgaprasad B. Sharma	Whole time Director
4.	Mr. Kailash Ram Gopal Chhapparwal	Non-Executive Independent Director
5.	Mrs. Aesha Harsh Shah	Non-Executive Independent Director
6.	Mr. Rameshkumar Govindprasad Sonthalia	Chief Financial Officer
7.	Ms. Payal Krishan Khurana	Company Secretary and Compliance Officer

## 1. Audit Committee

Constituted under Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI LODR.

Name of Director	Designation	Category
Kailash Chhapparwal	Chairperson	Independent Director
Aesha Harsh Shah	Member	Independent Director
Ashokkumar Tekriwal	Member	Managing Director

### A. The role of the Audit Committee includes:

Role of the Audit Committee inter-alia includes the following:

- 1) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible; I 38 Annual Report 2021-22.
- 2) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- 3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4) Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Act;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;

- c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions;
  - g. Modified opinion(s) in the draft audit report;
- 5) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
  - 6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  - 7) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
  - 8) Approval or any subsequent modification of transactions of the company with related parties;
  - 9) Scrutiny of inter-corporate loans and investments;
  - 10) Valuation of undertakings or assets of the company, wherever it is necessary;
  - 11) Evaluation of financial controls and risk management systems;
  - 12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  - 13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  - 14) Discussion with internal auditors of any significant findings and follow up there on;
  - 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
  - 16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  - 17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors;
  - 18) To review the functioning of the Whistle Blower mechanism;
  - 19) Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
  - 20) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
  - 21) Reviewing the utilisation of loans and / or advances from / investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset

size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

## 2. Nomination and Remuneration Committee (NRC)

Constituted under Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI LODR.

Name of Director	Designation	Category
Kailash Chhapparwal	Chairperson	Independent Director
Aesha Harsh Shah	Member	Independent Director
Ashokkumar Tekriwal	Member	Managing Director

- **ROLE OF NOMINATION AND REMUNERATION COMMITTEE ARE AS FOLLOWS:**
  - Identifies persons qualified to become directors or appointed as KMPs / Senior Management
  - Recommends their appointment or removal to the Board
  - Lays down criteria for qualifications, positive attributes, and independence
  - Evaluates educational background, experience, expertise, integrity, and absence of disqualifications under Section 164
  - Assesses whether each proposed Independent Director meets independence criteria under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR
  - Makes an annual independence recommendation to the Board
  - Formulates and implements the Board Diversity Policy
  - Ensures a mix of skills, experience, gender, and backgrounds on the Board
  - Oversees succession planning for the Board, MD/CEO, and Senior Management
  - Identifies potential internal candidates and plans transition timelines
  - Lays down the process and criteria for annual evaluation of:
    - The Board as a whole
    - Individual Directors including Independent Directors
    - Board Committees
    - The Chairperson
  - Reviews outcomes and recommends corrective action to the Board
  - Policy must ensure remuneration is:
    - Reasonable and sufficient to attract, retain, and motivate quality talent
    - Balanced between fixed and performance-linked components
    - Aligned with long-term interests of the Company and shareholders
  - Recommends remuneration (salary, perquisites, bonus, commission, performance incentives) for MD / WTD / Manager, CFO, Company Secretary, CEO, and Senior Management
  - Recommends sitting fees for Board and Committee meetings
  - Recommends commission within the 1% limit of net profits (Section 197, Companies Act)
  - Independent Directors are **not entitled to stock options**
  - Reviews and approves increments for Executive Directors
  - Recommends the framework for variable pay, performance bonuses, and similar components for KMPs and Senior Management

### 3. Stakeholders Relationship Committee (SRC)

Constituted under Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI LODR.

Name of Director	Designation	Category
Kailash Chhapparwal	Chairperson	Independent Director
Aesha Harsh Shah	Member	Independent Director
Ashokkumar Tekriwal	Member	Managing Director

#### ROLE OF STAKEHOLDERS RELATIONSHIP COMMITTEE

- Oversee and review all matters connected with the transfer of the Company's securities;
- Approve issue of the Company's duplicate share / debenture certificates;
- Consider, resolve and monitor redressal of investors' / shareholders' / security holders' grievances related to transfer of securities, non-receipt of Annual Report, non-receipt of declared dividend etc.;
- Oversee the performance of the Company's Registrars and Transfer Agents;
- Recommend methods to upgrade the standard of services to investors;
- Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading;
- Carry out any other function as is referred by the Board from time to time and / or enforced by any statutory notification / amendment or modification as may be applicable.