

NANDINI TEXCOM (INDIA) LIMITED

CIN: L65910GJ1994PLC021165

**Reg. Office: B-304, International Commerce Center, Near Kadiwala School, Ring Road, Surat-395002.
Tel:0261-4004596 Email: nandinitexcom@hotmail.com, website: nandinitex.com**

To,

The Listing Department

MSEI LIMITED

**205(A), 2nd floor, Piramal Agastya Corporate Park,
Kamani Junction, LBS Road, Kurla (West), Mumbai – 400070.**

Symbol: NANDINI / Series: EQ

Sub: Notice of Annual General Meeting

This is to inform you that 31st Annual General Meeting of Nandini Texcom (India) Limited will be held on 27th September, 2025 at 03.00 P.M at the registered office of the company located at B-304, International Commerce Center, Near Kadiwala School, Ring Road, Surat-395002.

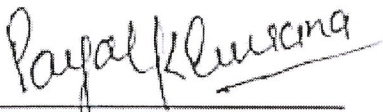
1. Pursuant to Regulation 42 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015, we inform that the Register of Member and Share Transfer Books of the Company will remain close from 19th September, 2025 to 26th September, 2025 (Both day inclusive).

2. Remote E-Voting facility has been provided pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 for the Business to be transacted at the AGM. Members whose names appears in the Register of Members or Register of Beneficial holders as on cutoff date (Record date) 18th September, 2025 can cast their votes by remote E-voting. The Remote E-Voting will commence 24th September, 2025 at 10.00 A.M to 26th September, 2025 at 05.00 P.M.

Kindly take the note of the same and update on your records.

Thanking you

For, Nandini Texcom (India) Limited.



PAYAL KRISHAN KHURANA

Company Secretary and Compliance Officer

Place: Surat

Date: 01/09/2025

|| Shree Ganeshaya Namah ||

NANDINI TEXCOM (INDIA) LIMITED

CIN: L65910GJ1994PLC021165

Reg. Office: B-304, International Commerce Center, Near Kadiwala School, Ring Road, Surat - 395002.

Tel:0261-4004596 Email: nandinitexcom@hotmail.com, website: nandinitex.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that 31st Annual General Meeting of the Members of NANDINI TEXCOM (INDIA) LIMITED will be held on Saturday, 27th September, 2025 at 03:00 P.M. at B-304, International Commerce Center, Near Kadiwala School, Ring Road, Surat - 395002 Gujarat, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statement and Report of Board of Directors.

To receive, consider and adopt the audited financial statement of the Company for the financial year ended on 31st March, 2025, the reports of the Board of Directors and Auditors Report thereon and in this regard, pass the following resolutions, with or without modification(s), as an **Ordinary Resolution**.

“RESOLVED THAT the Audited Financial Statement of the Company for the year ended on 31st March, 2025 together with notes on accounts and report of Board of Directors and Auditors Report thereon placed before the meeting be and is hereby received, considered and adopted.”

2. Re-appointment of Director Retiring by Rotation.

To re-appoint a Mrs. Poonamdevi Ashokkumar Tekriwal (DIN: 00086114), who retires by rotation. Being eligible, offer herself for re-appointment.

Therefore, members are requested to consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provision of Section 152(6) of the Companies Act, 2013 Mrs. Poonamdevi Ashokkumar Tekriwal (DIN: 00086114), who retires by rotation, and being eligible, offer herself for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation.

SPECIAL BUSINESS:

3. Borrowing of Money:

To consider and if thought fit to pass the following Resolution with or without modification as a **Special Resolution**:-:

“RESOLVED THAT, pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), as amended from time to time, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium and provided that the total amount so borrowed by the Board shall not exceed ₹20 crores (Rupees Twenty Crores Only) at any time.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

4. Creation/Modification of charge or mortgage on the properties of the Company

To consider and if thought fit to pass the following Resolution with or without modification as a **Special Resolution**:-

“RESOLVED THAT, pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), as amended from time to time, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”) to create or modify such charge(s), mortgage(s) and hypothecation(s) on all or any part of the movable and immovable asset(s) of the company, both present and future and in such manner as the Board may deem fit, to or in favor of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of **₹20 crores (Rupees Twenty Crores Only) at any time;**”

RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

5. Appointment of Secretarial Auditor

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), based on the recommendation of the Audit Committee and the Board of Directors of the Company, Mr. Nikhil Suchak, proprietor of M/s. Nikhil Suchak and Associates, Peer Reviewed Company Secretary in Practice be and are hereby appointed as Secretarial Auditor of the Company for a period of three consecutive years commencing from financial year 2025-26 till financial year 2027-28 on such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditor.”

RESOLVED FURTHER THAT, the Board be and is hereby authorized to vary the remuneration for the Secretarial Auditor from time to time on assessment of role and responsibilities and to do all such acts, deeds or things as may be necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

By the Order of the Board of Directors

Poonamdevi Tekriwal
(Managing Director)
(DIN: 00086114)

Ashokkumar Tekriwal
(Managing Director)
(DIN: 00086179)

Reg. Office:

B-304, International Commerce Center,
Near Kadiwala School, Ring Road,
Surat - 395002

Date: 1st September, 2025

Place: Surat

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
- 2. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, is attached at the end of the notice.**

3. Corporate Members: Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting
4. The Register of Members and the Share Transfer books of the Company will remain closed from Friday, 19th September, 2025 to Friday, 26th September, 2025 (both days inclusive) for Annual General Meeting.
5. The Board of Director of the Company did not recommend any dividend hence provision of dividend is not applicable.
6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
8. Electronic copy of the Annual Report being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for being sent in the permitted mode.
9. Members who have not registered their e-mail address and mobile number with the Company are requested to submit their valid e-mail address to Satellite Corporate Services Pvt Ltd., A 106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Safed Pool Sakinaka, Mumbai – 400072 quoting their Folio No. or Client ID No.. Members holding shares in demat form are requested to register/update their e-mail address and mobile number with their Depository Participant(s) directly.
10. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of electronic voting ('e-voting') along with Attendance Slip, Proxy Form and Route Map is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent in the permitted mode.
11. Members may also note that the Notice of the Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report will also be available on the Company's website www.nandinitex.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Surat for inspection during normal business hours on working days. Even after

registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post. For any communication, the shareholders may also send requests to the Company's investor email id: nandinitexcom@hotmail.com

12. Members/Proxy Holders should bring Attendance Slips duly filled in for attending the meeting. Members are requested to bring their copy of Annual Report at the Meeting.
13. In case of joint holders attending the meeting, only such holder who is higher in the order of names will be entitled to vote.
14. Voting through electronic means.
 - i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - iv. The remote e-voting period commences on Wednesday, 24th September, 2025 (10:00 am) and ends on Friday 26th September, 2025 (05:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 18th September, 2025 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - v. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, 24th September, 2025 10:00 A.M. and ends on Friday 26th September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 18th, 2025 may cast their vote electronically. The voting right of shareholders shall be in

proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 18th, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at

	<p>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration

	<p>option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **cssuchaknikhil@gmail.com** with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney /

Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to nandinitexcom@hotmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to nandinitexcom@hotmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The Company has appointed Mr. Nikhil Ramniklal Suchak, Company Secretary in practice of M/s Nikhil Suchak & Associates (Membership No.- 13289; C.P. No.-18938) as Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and there after unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 working days of the conclusion of the AGM, a consolidated

scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.nandinitex.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the concerned stock exchanges.

Queries on the Annual Report and operations of the Company, if any, may please be sent to the Company at least Seven days prior to the date of the AGM so that answers may be provided at the Meeting. Members are requested to notify any change in their address, if any to the Registrar & Share Transfer Agent of the Company.

M/s Satellite Corporate Services Pvt Ltd, A 106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Safed Pool Sakinaka, Mumbai - 400072. Phone: +91-22-28520461/462 Fax: +91-22-2851 1809 Email- service@satellitecorporate.com In all correspondence, please quote your DP ID & Client ID or Folio Number.

By Order of the Board of Directors
SD/-

Ashokkumar Ramchandraprasad Tekriwal
(Managing Director)
(DIN: 00086179)

Reg. Office:

B-304, International Commerce Center,
Near Kadiwala School, Ring Road,
Surat – 395002

Date: 1st September, 2025

Place: Surat

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3-5 of the accompanying Notice:

Item No. 3

The main business of the Company trading of yarn and therefore the approval is being sought to allow the Board to take benefit of all opportunities coming its way in promoting the business interests of the Company. The present loans and investments along with new loans or borrowings are likely to exceed the paid up capital and free reserves of the company. It is therefore considered expedient to take approval from shareholders by means of a Special Resolution under section Section 180(1)(c) of Companies Act, 2013 for exceeding the limits specified upto a maximum limit of ₹20 Crores. The existing borrowings of Company are disclosed in detail in the Financial Statements of the Company.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are, financially or otherwise, concerned or interested in the said resolution.

Item No. 4

The borrowing of the company from bank or other entity will be secured by way of charge or mortgage on the property and assets of company. The creation of charge on property of company also carries an authority to sell, lease or dispose off the property of company if the company fails to pay its debts and makes continuous default. Hence, approval of members is being sought under Section 180(1)(a) of the Companies Act, 2013 to sell, lease or dispose off the property of company. The shareholders are requested to pass the above resolution as a Special Resolution.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are, financially or otherwise, concerned or interested in the said resolution.

Item No. 5

In terms of the provisions of section 204 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time, the Board of Directors has approved the appointment of Mr. Nkhil Suchak, Practising Company Secretaries, as the Secretarial Auditors of the Company to hold office for a term of 3 (Three) consecutive years from conclusion of the 31st Annual General Meeting until the conclusion of the 33rd Annual General Meeting of the Company to be held for the financial year 2027-28, for

conducting secretarial audit for the period commencing from financial year 2025-26 till financial year 2027-28 subject to the approval of the members in the ensuing Annual General Meeting.

The Board of Directors (the Board) at their meeting held on 1st September, 2025 based on recommendation of the Audit Committee, have recommended to the shareholders to appoint. Mr. Nikhil Suchak, Practicing Company Secretary (M. No.: 13289) as Secretarial Auditor of the company for a term of 3 (three) consecutive financial years commencing from the conclusion of 31st Annual General Meeting till the conclusion of 33rd Annual General Meeting to conduct the audit for the period from FY 2025-26 to FY 2027-28.

Mr. Nikhil Suchak is peer reviewed/Quality reviewed (Peer Review Certificate No.:1461/2021) and is eligible to be appointed as Secretarial Auditors of the Company and are not disqualified in terms of Listing Regulations read with SEBI Circular dated December 31, 2024.

None of the Directors, Key Managerial Personnel or their relatives are, financially or otherwise, concerned or interested in the said resolution.

Brief Profile of M/s. Nikhil Suchak & Associates:

Mr. Nikhil Suchak, Proprietor of M/s Nikhil Suchak & Associates, Practicing Company Secretaries is a Fellow Member of The Institute of Company Secretaries of India (ICSI). Having good working experience and proficiency in all matters related to Company Law, SEBI and various other business laws and have command over compliance management with respect to statutory reporting and other statutory requirements.