



NANDINI TEXCOM (INDIA) LIMITED

30TH

ANNUAL

REPORT

F.Y. 2023-2024



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Durgaprasad Bhiswambharlal Sharma	Whole Time Director.
Mrs. Poonamdevi Ashokkumar Tekriwal	Managing Director.
Mr. Ashokkumar Ramchandraprasad Tekriwal	Managing Director.
Mrs. Shruti Kedia	Independent Director.
Mr. Kailash Ram Gopal Chhapparwal	Independent Director.

*Shruti Kedia (The Term expires on this ensuing 30th AGM)

BOARD COMMITTEES

AUDIT COMMITTEE

Ms. Shruti Kedia	Chairman – Non Executive Director
Mr. Kailash Ram Gopal Chhapparwal	Member
Mr. Ashokkumar Ramchandraprasad Tekriwal	Member

NOMINATION AND REMUNERATION COMMITTEE

Ms. Shruti Kedia	Chairman
Mr. Kailash Ram Gopal Chhapparwal	Member
Mr. Ashokkumar Ramchandraprasad Tekriwal	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Ms. Shruti Kedia	Chairman
Mr. Kailash Ram Gopal Chhapparwal	Member
Mr. Ashokkumar Ramchandraprasad Tekriwal	Member

Chairman: - Mrs. Poonamdevi Ashokkumar Tekriwal

Chief Financial Officer: - Mr. Rameshkumar Govindprasad Sonthalia

Company Secretary & Compliance officer: - Ms. Payal Krishan Khurana

Statutory Auditor: - M/s - R M R & Co.

(The Term is expiring in this ensuing 30th AGM of the company)

Secretarial Auditor: - Mr. Nikhil Ramniklal Suchak

Banker: - Kotak Mahindra Bank.

Registrar & Transfer Agent: -

SATELLITE CORPORATE SERVICES PRIVATE LIMITED

Unit No. 49, Bldg. No. 13-A-B, 2nd Floor

Samhita Commercial Co-Op. Soc. Ltd.

Off. Andheri Kurla Lane, MTNL Lane,

Sakinaka, Mumbai-400072

Contact No. 022-28520461, 022-28520462.

Registered Office:-

B-304, International Commerce Center,

Near Kadiwala School, Ring Road,

Surat - 395002

Contact No.:- (0261) 4004596

E-mail:- nandinitexcom@hotmail.com

Website: - www.nandinitex.com

|| 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 30th Annual General Meeting of the Members of NANDINI TEXCOM (INDIA) LIMITED will be held on Wednesday, 18th September, 2024 at 03:30 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, 2024, the reports of the Board of Directors and Auditors Report thereon.

“**RESOLVED THAT** the Audited Financial Statement of the Company for the year ended on 31st March, 2024 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. Appointment of Statutory Auditor

To consider and approve appointment of M/s. A Bafna & Associates, Chartered Accountants, (FRN: 121901W), Surat as Statutory Auditors of the Company and to fix their remuneration.

To consider and if thought fit, to pass the following resolution, with or without modification(s), as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. A Bafna & Associates, Chartered Accountants, (FRN: 121901W), Surat be and are hereby appointed as the Statutory Auditors of the Company for a period of 5 (five) years from the conclusion of this 30th Annual General Meeting till the conclusion of the 35th Annual General Meeting on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

“RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized ‘Committee’ thereof) of the Company, be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to above resolution.”

3. Appointment of Director Retiring by Rotation.

To re-appoint a Mr. Ashokkumar Tekriwal (DIN: 00086179), who retires by rotation. Being eligible, offer him for re-appointment.

“RESOLVED THAT pursuant to the provision of Section 152(6) of the Companies Act, 2013 Mr. Ashokkumar Tekriwal (DIN: 00086179), who retires by rotation, and being eligible, offer himself for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation.

SPECIAL BUSINESS:

4. Appointment of Ms. Aesha Shah (DIN: 10423365) as Non-executive-Independent director on the Board 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 Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (as amended) and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Aesha Shah (DIN: 10423365), in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing her candidature for the office of Director and declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for the term of five consecutive years subject to the approval at the general meeting”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to file requisite forms with the regulatory authorities and do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution.”

By the Order of the Board of Directors

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

Reg. Office:

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

Date: 22nd August, 2024

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 Tuesday, 10th September, 2024 to Tuesday, 17st September, 2024 (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 Participant(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 Participant(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 Sunday, 15th September, 2024 (10:00 am) and ends on Tuesday 17th September, 2024 (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 Monday, 9th September, 2024 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 Sunday, 15th September, 2024 10:00 A.M. and ends on Tuesday 17th September, 2024 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 09th, 2024 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 09th, 2024.

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"> <li data-bbox="647 371 1437 1205">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="647 1227 1437 1877">2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. <li data-bbox="647 1899 1437 2007">3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

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 option.
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.

Individual Shareholders (holding securities in demat mode) login through their depository participants	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.
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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 and 022 - 2499 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. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

7. Now, you will have to click on “Login” button.
8. 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.- 40614; 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: 22nd August, 2024

Place: Surat

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

Details of the Directors seeking appointment/ re-appointment at the 30th (Thirtieth) Annual General Meeting Pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard - 2 are provided below

Item No. 4

Pursuant to the provisions of Section 149 of the Companies Act, 2013, every listed public company is required to have at least one-third of the total number of directors as independent directors. Thus, it is proposed to appoint of Ms. Aesha Shah for a term of five years from the annual general meeting date; 18th September, 2024. She has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act. She is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company. In the opinion of the Board, Ms. Aesha Shah fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations and she is independent of the management. Appointment of Ms. Aesha Shah as an Independent Director is now being placed before the Members for their approval, for the term stated above.

Other terms and conditions for their appointment shall be available for inspection by the Members at the Registered Office of the Company during business hours on any working day, excluding Saturday. None of the Directors, except the proposed appointee in resolution concerning their individual appointment or any of Key Managerial Personnel of the Company or relatives of any of them are, in any way, concerned or interested, financially or otherwise, in this resolution. Details of Director Retiring by Rotation and Seeking Re-appointment under Clause 17 of SEBI (LODR) Regulations, 2015.

Annexure A

Particulars	Independent Director – Appointment
Name of Director	Ms. Aesha Shah
Date of Birth	23/06/1995
Date of Appointment	22/08/2024
Qualification	Mrs. Aesha Shah is an Associate member of the Institute of Company Secretaries of India and holds a Bachelor's degree in Business administration with specialization in Finance subject & also Master's Degree in Business administration with specialization in Human resource.
Expertise	Corporate Governance, Business Law,

	Intellectual Property Rights, National Company Law & IBC Laws, Secretarial & Legal functions
Chairman/ Designated Partner/ Director of other Public Companies/ LLP	Seacost Shipping Services Limited – Independent Director Torrent Gas Chennai Private Limited – Company Secretary
Chairman/ Member of Committees of other Companies*	NIL
No. of Shares held in the Company	Not Applicable

|| 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

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

Name of the member(s):	
Registered address:	
Folio No/Client ID No:	
DP ID:	
No. of Shares:	

I hereby record my presence at the Annual General Meeting of the Company to be held at registered Office of the Company.

Signature of the Member/Joint Member/Proxy attending the Meeting

ELECTRONIC VOTING PARTICULAR

Electronic Voting Event Number (EVEN)	User ID	Password
130186		

Note: Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her.

Form No. MGT-11

Proxy form

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

CIN : L65910GJ1994PLC021165

Name of the company : NANDINI TEXCOM (INDIA) LIMITED

Registered office: B-304, International Commerce Center, Near Kadiwala School, Ring Road, Surat GJ 395002 IN.

Name of the Member	
Registered Address	
E-mail Id	
Folio No. / Client Id	
DP Id	

I/We, being the member (s) of.....shares of the above-named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature: ,or failing him
2. Name:
Address:
E-mail Id:
Signature:..... , or failing him
3. Name:
Address:
E-mail Id:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on the 18th day of September, 2024 at 03.30 p.m. at NANDINI TEXCOM (INDIA) LIMITED, B-304, INTERNATIONAL COMMERCE CENTER, NEAR KADIWALA SCHOOL, RING ROAD, SURAT GJ 395002 IN and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1.	Adoption of Audited Financial Statements for the year ended 31 st March, 2024
2.	To Appoint of statutory auditor of the company M/s A Bafna & Associates.
3.	To appoint Mr. Ashokkumar Ramchandraprasad Tekriwal (DIN: 00086179), as a Director Liable to Retire by Rotation
Special Business	
1.	To Appoint of Ms. Aesha Shah (DIN: 10423365) as Non-executive-Independent director on the Board of the Company

Signed this..... day of 2024

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

NANDINI TEXCOM (INDIA) LIMITED

Route Map of the venue of the Annual General Meeting

Day: Wednesday

Date: September 18, 2024

Time: 03.30 P.M.

Venue: B-304, International Commerce Center, Near Kadiwala School, Ring Road, Surat GJ 395002 IN

ROUTE MAP TO THE VENUE

