

# NANDINI TEXCOM (INDIA) LIMITED

## ANNUAL REPORT

2021 – 2022



## 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.

### **BOARD COMMITTEES**

#### **AUDIT COMMITTEE**

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

#### **NOMINATION AND REMUNERATION COMMITTEE**

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

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

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

**Chairman:** - Mr. Ashokkumar Ramchandraprasad Tekriwal

**Chief Financial Officer:** - Mr. Rameshkumar Govindprasad Sonthalia

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

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

**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. AndheriKurla Lane, MTNL Lane,

Sakinaka, Mumbai-400072

Contact No. 022-022-28520461, 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](http://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 Annual General Meeting of the Members of NANDINI TEXCOM (INDIA) LIMITED will be held on Thursday, 22<sup>nd</sup> September, 2022 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 31<sup>st</sup> March, 2022, 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 31<sup>st</sup> March, 2022 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**

Considering the Appointment of Statutory Auditors of the Company, M/s R M R & Co. (FRN 106467W), Chartered Accountants, for the Financial Year 2021-22 until the conclusion of its term in the Company.

“**RESOLVED THAT** pursuant to the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, and rules framed there under, M/s R M R & Co. (FRN 106467W), Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company on remuneration and terms as decided by the Board of Directors of the Company. “

**3. Re-appointment of Director Retiring by Rotation.**

To re-appoint a Mrs. Poonamdevi Ashokkumar Tekriwal (DIN: 00086114), 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 Mrs. Poonamdevi Ashokkumar Tekriwal (DIN: 00086114), 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. Re-Appointment of Mr. Kailash Ram Gopal Chhapparwal (DIN 01211651) as an Independent Director of the Company for the second term of 5 years:**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and pursuant to the provision of section 149, 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kailash Ram Gopal Chhapparwal (DIN: 01211651) who was appointed as an Independent Director of the Company by the Members of the Company in AGM held in 2017 for a term of five years upto 29<sup>th</sup> September, 2022, being eligible, be and is hereby re-appointed as Independent Director of the Company for a further term of five (5) consecutive years with effects from this AGM upto ensuing AGM to be held on 2027, not liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above 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: 26<sup>th</sup> August, 2022**

**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 Wednesday, 15<sup>th</sup> September, 2022 to Thursday, 22<sup>nd</sup> September, 2022 (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 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](http://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](mailto: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 Monday, 19<sup>th</sup> September, 2022 (10:00 am) and ends on Wednesday 21<sup>st</sup> September, 2022 (5:00 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, 15<sup>th</sup> September, 2022 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 Monday, September 19<sup>th</sup> 2022 at 10:00 A.M. and ends on Wednesday, September 21<sup>st</sup>, 2022 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 15<sup>th</sup>, 2022, 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 15<sup>th</sup> 2022.

#### **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 and joining virtual meeting 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:

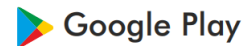
<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ 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 “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> . Select



“Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

2. 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.
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. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.
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

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) 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 and casting your vote accordingly.
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](mailto:cssuchaknikhil@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto: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](mailto: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](mailto:nandinitexcom@hotmail.com). If you are an Individual shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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](http://www.nandinitex.com) and on the website of NSDL [www.evoting.nsdl.com](http://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](mailto:service@satellitecorporate.com) In all correspondence, please quote your DP ID & Client ID or Folio Number.

**By 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: 26<sup>th</sup> August, 2022**

**Place: Surat**

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

**Item No. 3**

As per the provisions of Section 152(6) of Companies Act, 2013, The retiring directors can be re-appointed by shareholders by casting votes in favour in excess of votes casted against the resolution. Therefore, the re-appointment of Mrs. Poonamdevi Ashokkumar Tekriwal (DIN: 00086114), who retires by rotation, Being eligible, offer herself for re-appointment, is subject to the Ordinary resolution to be passed at the Annual General Meeting.

**Item No. 4**

Pursuant to the provisions of the Section 149, 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force) a Listed Company shall have at least one third of its total number of Directors, as Independent Directors. An Independent Director may be appointed for two consecutive terms, consisting of a maximum period of 5

consecutive years in one term. Independent Director may be appointed for a second term through a special resolution passed in the General Meeting.

Mr. Kailash Ram Gopal Chhapparwal (DIN: 01211651) is a Non-Executive Independent Director of the Company. He has been on the Board since 01<sup>st</sup> December, 2017. He is the member of Audit Committee, Stakeholders' Relationship Committee, Nomination & remuneration Committee. In terms of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Kailash Ram Gopal Chhapparwal (DIN 01211651), being eligible and seeking re-appointment, is proposed to be appointed as an Independent Director for a second term with effect from 22<sup>nd</sup> September, 2022.

In the Opinion of the Board, Mr. Kailash Ram Gopal Chhapparwal, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and rules made thereunder and he is independent of the management. A copy of draft letter for the re-appointment of Mr. Kailash Ram Gopal Chhapparwal, as an Independent Director setting out the terms and conditions is available for inspection. The Board considers that his continued association would be immense benefit to the company and it is desirable to continue to avail the services of Mr. Kailash Ram Gopal Chhapparwal as an Independent Director.

In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member, proposing the candidature of Mr. Kailash Ram Gopal Chhapparwal for re-appointment.

The Board of Directors of the Company, therefore, recommends passing of the special resolution as set out in Item No. 4 of the Notice above by way of ordinary resolution.

Except Mr. Kailash Ram Gopal Chhapparwal, none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

**By Order of the Board of Directors**

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

**Date: 26<sup>th</sup> August, 2022**

**Place: Surat**

## Annexure to Notice

**Explanatory Statement under Section 102(1) of the Companies Act, 2013:  
Details of the Directors seeking re-appointment at the 102nd Annual General Meeting  
(In pursuance of Regulation 36(3) of the Listing Regulations and  
Secretarial Standard - 2 on General Meetings)**

### ITEM NO. 4

<b>Name</b>	<b>Poonamdevi Ashokkumar Tekriwal</b>	<b>Kailash Ram Gopal Chhapparwal</b>
<b>Date of Birth</b>	January 31 <sup>st</sup> , 1966	July 01 <sup>st</sup> , 1969
<b>DIN No.</b>	00086114	01211651
<b>No. of Equity Shares held in the Company</b>	125000	0
<b>Relationship with other Directors/Manager/ KMP</b>	Wife of Mr. Ashokkumar Tekriwal	N.A.
<b>Education Qualification</b>	B.com	B. com
<b>Expertise in Specific functional Areas</b>	Administration	Finance, Management
<b>List of other Directorship/Partnership/Committees membership in other Companies and LLP as on (date of notice signed)</b>	1. Bittu Synthetics Private Limited	1. Visagar Polytex Limited 2. Visagar Financial Services Limited 3. Shalimar Productions Limited
<b>Chairman / Member of the committee of the company</b>	Member of Audit Committee, Nomination and Remuneration Committee & Stakeholder Relationships Committee	Member of Audit Committee, Nomination and Remuneration Committee & Stakeholder Relationships Committee
<b>Terms &amp; Conditions of appointment or re-appointment</b>	Re-appointment as Managing Director, liable to be retire by rotation.	Re-appointment as Independent Director on expiry of his tenure.



|| 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
121522		

**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 22<sup>nd</sup> day of September, 2022 at 03.00 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 <sup>st</sup> March, 2022
2.	To appoint Mrs. Poonamdevi Tekriwal (DIN: 00086114), as a Director Liable to Retire by Rotation
3.	To reappointment of statutory auditor of the company M/s RMR & Co.
Special Business	
4.	Re-Appointment of Mr. Kailash Ram Gopal Chhapparwal (DIN 01211651) as an Independent Director of the Company for the second term of 5 years

Signed this..... day of ..... 2022

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: Thursday

Date: September 22, 2022

Time: 03.00 P.M.

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

### ROUTE MAP TO THE VENUE

