



NITIN SPINNERS LIMITED

CIN: L17111RJ1992PLC006987

Regd. Office: 16-17 KM Stone, Chittor Road, Hamirgarh, Bhilwara – 311025 (Rajasthan)

Phone: 01482-286110-13, Fax – 01482-286114

Website: www.nitinspinners.com, E-mail: investorrelations@nitinspinners.com

NOTICE

NOTICE is hereby given that the **Extra-Ordinary General Meeting (“EGM”)** of the Members of **NITIN SPINNERS LIMITED** will be held on **Wednesday, the 27th December, 2023 at 3.00 P.M.** at its Registered office at 16-17 KM. Stone, Chittor Road, Hamirgarh, Bhilwara-311 025 (Rajasthan) to transact the following Special Business :

Item No. 1: APPOINTMENT OF SHRI RISHABH CHAND LODHA (DIN: 07177605) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Regulation 17 and 25 of 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) and on recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, Shri Rishabh Chand Lodha (DIN : 07177605), who was appointed as an Additional Director in the capacity of a Non-Executive Independent Director of the Company by the Board of Directors with effect from 09.11.2023 and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 09.11.2023 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 2: MODIFICATION IN TERMS OF APPOINTMENT OF SHRI DINESH NOLKHA, MANAGING DIRECTOR (DIN : 00054658) THEREBY MAKING HIM LIABLE TO RETIRE BY ROTATION.

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

“RESOLVED THAT pursuant to provisions of section 152(6) of the Companies Act, 2013 read with Article No. 191 of Articles of Association of the Company the terms of appointment of Mr. Dinesh Nolkha, Managing Director as approved at the 30th Annual General Meeting (“AGM”) held on 15th September, 2022 and whose office was not liable to retire by rotation as per the said approval obtained at the AGM, be and is hereby partially modified to the extent that he shall now be liable to retire by rotation w.e.f. 09.11.2023”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board of Directors
For Nitin Spinners Limited**

**Place : Bhilwara
Date : November 09, 2023**

**Sudhir Garg
Company Secretary & VP (Legal)
(Membership No. ACS 9684)**

**Regd. Office
16-17 KM Stone, Chittor Road
Hamirgarh, Bhilwara - 311025**

Notes :-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten) of the total share capital of the Company carrying voting rights. A member holding more than 10% (ten) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder. The instrument appointing the Proxy, in order to be valid, should be duly stamped, filled, signed and must reach to the Registered Office of the Company not less than forty eight hours before the commencement of the meeting.

2. Pursuant to Section 102 of the Companies Act, 2013, the explanatory statement setting out the material facts in respect of special business to be transacted at the Meeting is annexed hereto. Pursuant to regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") the brief profile and other additional information of Directors seeking appointment is annexed as Annexure-1 to Notice.
3. In view of directions issued by the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 09/2023 dated September 25, 2023 and earlier circulars issued in this regard (these circulars collectively to be referred as "MCA Circulars") in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID -19", and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and earlier circulars issued in this regard (these circulars collectively to be referred as "SEBI Circulars") and all other relevant circulars issued from time to time, the Company will send Notice of EGM along with the Attendance Slip and Proxy Form by e-mail to all its members who have registered their e-mail addresses with the Registrar and Transfer Agent ("RTA") of the Company or Depository/ Depository Participants. This Notice is accordingly being circulated in compliance with the above Circulars.
4. This notice is also available at the website of the Company at www.nitinspinners.com and the at the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Ltd. at www.bseindia.com and www.nseindia.com respectively and on the website of National Securities Depository Limited ("NSDL") (agency for providing the facility of Remote e-Voting) i.e. www.evoting.nsdl.com.
5. In case an equity shareholder is desirous of obtaining the Notice in printed form, he/she/it may write to the Transferee Company or send an e-mail at investorrelations@nitinspinners.com.
6. The Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are entitled to appoint authorized representatives to cast their votes through e-voting and/or attend and vote on their behalf at the meeting.
7. The Institutional / Corporate 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 attend and vote on their behalf at the meeting by email at investorrelations@nitinspinners.com or to Scrutiniser by e-mail to cs.vmanda@gmail.com with a copy marked to evoting@nsdl.co.in.
8. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
9. Members and Proxies attending the meeting are requested to bring their attendance slip duly filled & signed at the Meeting place.

10. The copies of relevant documents can be inspected at the Registered Office of the Company on any working day till the date of Meeting from 10:00 A.M. to 1:00 P.M.
11. The SEBI vide its circular dated September 26, 2023 has extended the last date for submission of PAN, KYC details, nomination, Contact details, Bank Account details and Specimen signature by holders of physical securities to December 31, 2023. Therefore, Members holding shares in physical form are requested to submit the aforesaid details to the Company's RTA at investor@bigshareonline.com and members holding shares in demat account are requested to submit the "choice of nomination" details to their Depository Participants with whom they are maintaining their demat accounts by December 31, 2023.
12. Members are requested to :
 - (a) Notify the change in address, if any, with PIN code numbers immediately to the Company (in case shares held in physical mode)
 - (b) Quote their regd. Folio Number/DP and client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.
13. Members who would like to express their views/have any queries in relation to agenda of the meeting, may please write to Company Secretary at investorrelations@nitinspinners.com mentioning their name, Demat account number/Folio no. and mobile number at least 7 (Seven) days before the date of meeting to enable us to respond to the queries suitably.
14. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.
15. Non-Resident Indian Members are requested to contact their respective Depository Participants/RTA (in case of physical shares) for any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of Bank with pin code number, if not furnished earlier.
16. Members who has fully paid-up share and whose names appear on the Register of Members/ List of Beneficial Owners on cut-off date i.e. 20.12.2023 will be considered for the purpose of remote-voting and voting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
17. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
18. The route map showing the direction to reach the venue of EOGM is attached at the end of the Notice of EOGM
19. CS Manoj Maheshwari (Membership No. FCS 3355) and failing him CS Priyanka Agarwal (Membership No. FCS 11138), Practicing Company Secretaries and Partners of M/s V. M. & Associates, Company Secretaries have been appointed as the Scrutinizer and alternate scrutinizer, respectively, to scrutinize the remote e-voting and voting process to be carried at the EGM in a fair and transparent manner.

20. The Chairman shall at the end of discussions on the resolution on which voting is to be held, allow voting with the assistance of scrutiner, for all those members who are present at the EGM and have not cast their vote on the resolution through remote e-Voting and are otherwise not barred from doing so.
21. The Scrutiniser shall after the conclusion of voting at the EGM, submit consolidated scrutiner's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare results (consolidated) within two working days from the conclusion of the meeting.
22. The results of voting will be declared and the same along with the Scrutiniser's Report will be published on the website of the Company www.nitinspinners.com and the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman and the same will also be communicated to BSE Limited and the National Stock Exchange of India Ltd. within two working days from the conclusion of the EGM.

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

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the MCA Circulars & SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM.

For the purpose of remote e-voting, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system will be provided by NSDL.

The remote e-voting period begins on Saturday, 23rd December, 2023 at 09:00 A.M. and ends on Tuesday, 26th December, 2023 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. Wednesday, 20th December, 2023, 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 20th December, 2023.

The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Bank as on the cut-off date, being Wednesday , 20th December, 2023.

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 |
|---|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL.</p> | <ol style="list-style-type: none"> 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. 2. 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 3. 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </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 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 e-voting 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> | <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 above mentioned 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.com 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. 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 Nitin Spinners Limited 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 cs.vmanda@gmail.com with a copy marked to evoting@nsdl.com. 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 to Ms. Pallavi Mhatre - Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 or 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 investorrelations@nitinspinners.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 investorrelations@nitinspinners.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.com 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.

ANNEXURE TO NOTICE

Explanatory statement pursuant to section 102 of the Companies Act, 2013

Item no. 1:

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its meeting held on 09th November, 2023, appointed Shri Rishabh Chand Lodha (DIN : 07177605) as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from 09th November, 2023 and pursuant to provisions of regulation 17(1)(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the approval of shareholders for appointment of a Director shall be taken at the next general meeting or within a time period of three months from date of appointment, whichever is earlier.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Shri Rishabh Chand Lodha for the office of Director of the Company. He has conveyed his consent to act as a Director of the Company. The Company has also received other necessary disclosures and declarations from Shri Rishabh Chand Lodha including the declaration that he is not debarred from holding the office of Director pursuant to any order passed by SEBI or any other authority.

In the opinion of the Board, the appointment of Shri Rishabh Chand Lodha as an Independent Director of the Company would be in the interest of the Company taking into consideration his knowledge, background and vast experience.

Brief Profile & other details :-

Shri Rishabh Chand Lodha is M.Com, M.B.A. (Gold Medalist), Ph.D (Finance), LL.B and CAIIB and having work experience of 40 plus years in Banking field. He retired as Executive Director from Central Bank of India. Presently he is in profession of Insolvency Professional of IBBI & Advocate. He is also registered in the data bank of IICA vide registration no. IDDB-DI-202002-13329 and qualified online proficiency Self-Assessment test on 31.03.2020. He also fulfils the identified core skills / expertise / competencies and the criteria for appointment as a Director of the Company and as required in the context of the Company's business and the sector it operates. In the opinion of the Board, Shri Rishabh Chand Lodha fulfils the specified conditions for appointment as an Independent Director and is independent of the management. He is having required skill & experience in the field of banking, finance, Legal, administrative and Management to discharge the role of Independent Director.

Accordingly, it is proposed to appoint Shri Rishabh Chand Lodha as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (Five) consecutive years on the Board of the Company w.e.f. 09th November, 2023. As per Section 149 and 152 of the Act and the rules thereunder and as per the Listing Regulations an Independent Director can be appointed with the approval of the Members by way of special resolution. Accordingly, approval of the Members is sought for the appointment of Shri Rishabh Chand Lodha as an Independent Director of the Company.

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed as Annexure – 1 hereto, and forms a part of this Notice.

Your Directors recommend the Resolution at Item No. 1 for approval by the Members by way of a Special Resolution.

Except Shri Rishabh Chand Lodha and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the Notice.

Item no. 2:

The provisions of section 152(6) of the Companies Act, 2013 provides that not less than two third of total number of Directors shall be liable to retire by rotation and explanation to the sub section provides that office of Independent Directors shall not be counted for total number of Directors liable to retire by rotation. After appointment of Shri Rishabh Chand Lodha as an Independent Director, Company shall be having four Independent Directors and their office cannot be counted for the purpose Directors liable to retire by rotation. Hence, office of remaining two Executive Directors i.e. Sh. Dinesh Nolkha, Managing Director and Sh. Nitin Nolkha, Jt. Managing Director shall be counted for the purpose of retirement by rotation. Out of these two Directors two third are liable to retire by rotation and in case any fraction in calculation of two third it will be rounded off to the next number. Accordingly, the office of both the Executive Directors shall be liable to retire by rotation. The Article No. 191 of Articles of association empowers the Board of Director to determine whether Managing Director shall be liable to retire by rotation or not. But, as per terms of appointment of Shri Dinesh Nolkha, Managing Directors as approved by shareholders at 30th AGM held on 15.09.2022 he is not liable to retire by rotation. Hence, his terms of appointment are required to be modified to that extent by the shareholders of the Company so as to make him liable to retire by rotation. Hence, your Directors recommend the Resolution at Item No. 2 for approval by the Members by way of a Special Resolution.

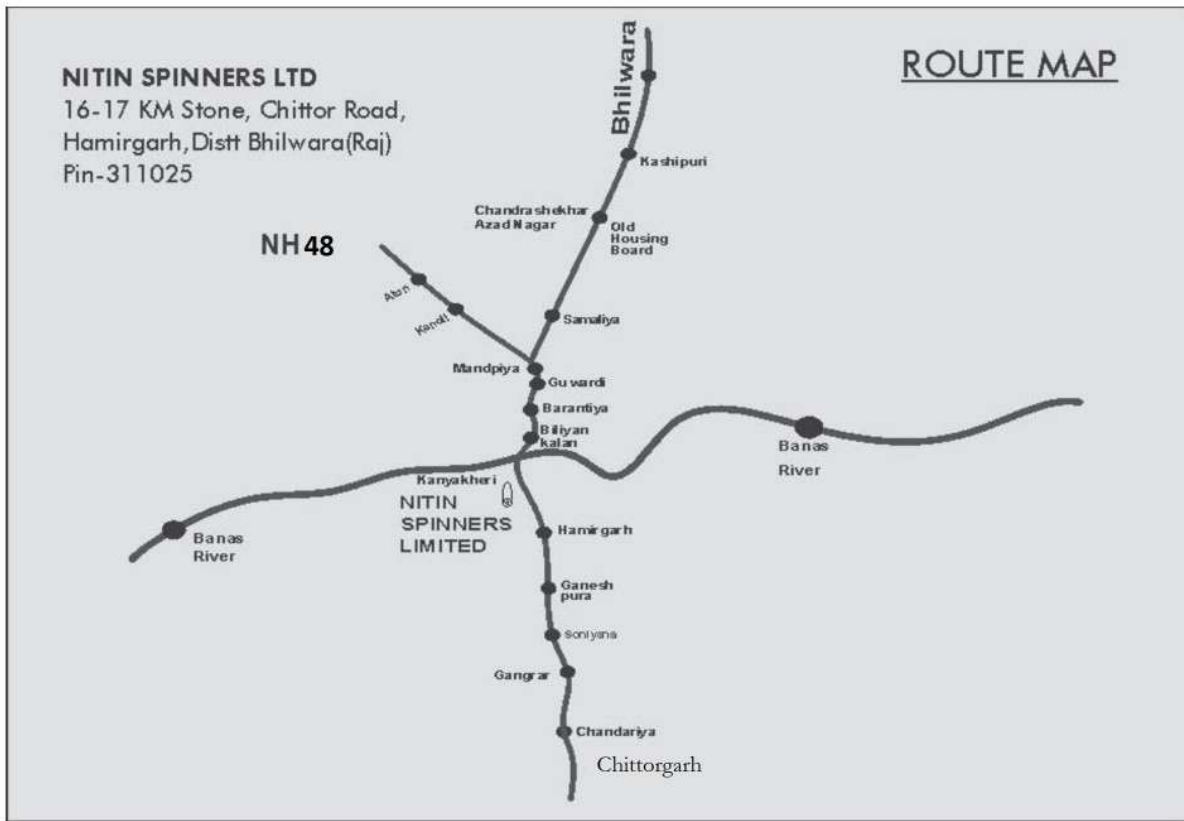
Except Shri Dinesh Nolkha and Shri Nitin Nolkha being his brother and his other relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice.

**By order of the Board of Directors
For Nitin Spinners Limited**

Place: Bhilwara
Date: November 09, 2023

**Sudhir Garg
Company Secretary & VP (Legal)
(Membership No. ACS 9684)**

**Regd. Office
16-17 KM Stone, Chittor Road
Hamirgarh, Bhilwara - 311025**



NITIN SPINNERS LIMITED

CIN : L17111RJ1992PLC006987

Regd. Office :- 16-17 KM. Stone, Chittor Road, Hamirgarh,
 Bhilwara- 311025 (Rajasthan)

Website : www.nitinspinners.com, E-mail Id – investorrelations@nitinspinners.com

Phone No. 01482-286110, Fax No. 01482-286114 & 17

ATTENDANCE SLIP

Only Shareholder or the Proxies will be allowed to attend the meeting

| | |
|-------------|--|
| DP ID * | |
| Client ID * | |

| | |
|--------------------|--|
| L.F. No. | |
| No. of Shares held | |

I certify that I am a member/proxy for the member of the Company

I / We hereby record my / our presence at the Extra –Ordinary General Meeting of the Company being held on Wednesday, the 27th December, 2023 at 03.00 P.M. at the Registered Office of Company at 16-17 KM Stone, Chittor Road, Hamirgarh, Bhilwara-311025.

Signature of Shareholder(s) : 1. _____ 2. _____

Signature of the Proxyholder _____

* Applicable for Investors holding Shares in Electronic form

Note : Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

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 : L17111RJ1992PLC006987
Name of Company : NITIN SPINNERS LIMITED
Registered Office : 16-17 KM. Stone, Chittor Road, Hamirgarh,
Bhilwara- 311025 (Raj.)

| | |
|-----------------------|--|
| Name of Member(s) | |
| Email ID | |
| Folio No. / Client ID | |
| DP ID | |

I/We, being the member(s) of..... Shares of Nitin Spinners Ltd, hereby appoint:

- (1) Name : Address
Email ID : Signatureor failing him;
- (2) Name : Address
Email ID : Signatureor failing him;
- (3) Name : Address
Email ID : Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Wednesday, the 27th December, 2023 at 03.00 P.M. at Registered office 16-17 KM. Stone, Chittor Road, Hamirgarh Bhilwara- 311025 (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicate below:

| Resolutio n No. | RESOLUTIONS | Optional* | |
|--------------------|---|-----------|---------|
| | | For | Against |
| Special Business | | | |
| 1. | Appointment of Shri Rishabh Chand Lodha (DIN: 07177605) as an Independent Director of the Company | | |
| 2. | Modification in terms of appointment of Shri Dinesh Nolkha, Managing Director (DIN : 00054658) thereby making him liable to retire by rotation. | | |

Signed this..... day of2023

Signature of shareholder

Signature of proxy holder(s).....

Affix
Revenu
e Stamp

Note: (1) This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company at 16-17 KM, Stone, Chittor Road, Hamirgarh, Bhilwara-311025 (Rajasthan), not less than 48 hours before the commencement of the meeting.

For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra-Ordinary General Meeting.

(2) * Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

(3) In case of joint holders, signatures of any one holder will be sufficient, but names of the joint holders should be stated.

Annexure-1 to Notice for AGM dated 09.11.2023

Details of Directors Seeking Appointment at the forthcoming Extra-Ordinary General Meeting

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings)

| | |
|---|--|
| Name of Director | Sh. Rishabh Chand Lodha |
| Date of Birth | 14.02.1957 (Age around 66 years) |
| DIN | 07177605 |
| Nationality | Indian |
| Qualification | M.Com, MBA (Gold Medalist) Ph.D. (Finance) L.L.B & CAIIB |
| Date of First appointment on the Board | 09.11.2023 |
| Date of Re-Appointment as an Independent Director | N.A. |
| Brief Profile, Expertise/Experience in specific functional areas | Refer Explanatory Statement |
| In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Refer Explanatory Statement |
| Directorship & Membership of Committee of Board held in other Companies including Listed Companies. | Nil |
| Listed entities from which the person has resigned in the past three years | Nil |
| Relationship with other Directors, Manager and other KMP of the Company | Nil |
| Terms and conditions of appointment/ continuation of Directorship | Independent Director w.e.f. 09 th November, 2023 for Five consecutive years |
| Details of last Remuneration drawn | NA |
| Details of proposed Remuneration | He is entitled to receive Sitting Fee as may be decided from time to time |
| Number of Meetings of the Board attend during the year | NA |
| Chairman / Member of the Committee of the Board of Directors of this Company | Nil |
| Committee Membership in other Companies | Nil |
| Shareholding in the Company as on 09 th November, 2023 | Nil |

**By order of the Board of Directors
For Nitin Spinners Limited**

**Place: Bhilwara
Date: November 09, 2023**

**Sudhir Garg
Company Secretary & VP (Legal)
(Membership No. ACS 9684)**

**Regd. Office
16-17 KM Stone, Chittor Road
Hamirgarh, Bhilwara - 311025**