

NITIN SPINNERS LIMITED

CIN:L17111RJ1992PLC006987

Regd. Office: - 16-17 Km. Stone, Chittor Road, Hamirgarh, Bhilwara-311025

Phone: 01482-286110-113, Fax - 01482-286114

Website: -www.nitinspinners.com • E-Mail:- investorrelations@nitinspinners.com

NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of the Shareholders of **NITIN SPINNERS LIMITED** will be held on **Monday, 21st September, 2026 at 03.00 P.M. (IST)** through Video Conference (VC)/Other Audio Visual Means ("OAVM"), to transact following business:-

Ordinary Business:-**Item No. 1 - Adoption of Audited Financial Statements**

To adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026 together with the Board's and Auditors' Reports thereon.

Item No. 2 - Declaration of Final Dividend

To declare Final Dividend of Rs. 3.00 per Equity Share for the financial year ended 31st March, 2026.

Item No. 3 - Re-Appointment of a Director liable to retire by rotation

To appoint a Director in place of Shri Dinesh Nolkha (DIN:00054658) who retires by rotation and being eligible offers himself for re-appointment.

Special Business:-**Item No. 4 - Re-appointment of Sh. Rohit Swadheen Mehta Director as an Independent Director of the Company for a second term of five consecutive years w.e.f. 30th December, 2026**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the 'Act') and the rules made there under read with Schedule IV to the Act and applicable provisions 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 based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Sh. Rohit Swadheen Mehta (DIN : 09449679) who was appointed as an Independent Director of the Company for a first term of five consecutive years commencing from 30th December, 2021 upto 29th December, 2026 (both days inclusive) by the shareholders and who being eligible for re-appointment as an Independent Director, has submitted a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from the Shareholder under Section 160(1) of the Act proposing his candidature for the office of a Director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for second term of five consecutive years with effect from 30th December, 2026 till 29th December, 2031 (both days inclusive)."

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. 5 - Ratification of Remuneration of Cost Auditors for the Financial Year 2026-27

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the payment of the remuneration of Rs. 1,00,000/- (Rupees One Lakhs only) plus applicable taxes and reimbursement of actual out of pocket expenses, to M/s. Vivek Laddha & Associates, Cost Accountants (Firm Registration No. 103465) who were appointed by the Board of Directors of the Company as "Cost Auditors" to conduct the audit of the cost records maintained by the Company for financial year 2026-27, be and is hereby ratified and approved.

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: Hamirgarh, Bhilwara

Date: 8th August, 2026

Regd. Office

16-17 KM Stone, Chittor Road

Hamirgarh, Bhilwara - 311025

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

NOTES:

1. The Ministry of Corporate Affairs (MCA) has vide General Circular No. 03/2025 dated September 22, 2025 and earlier circulars issued in this regard (collectively referred to as "MCA Circulars") allowed the Companies to hold AGM/EGM through Video Conference (VC)/Other Audio Visual Means (OAVM) without physical presence of the Members at common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act") MCA Circulars the 34th AGM of the Company is being held through Video Conference (VC)/Other Audio-Visual Mode (OAVM), without physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM/Meeting") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND REGULATION 44(4) OF THE LISTING REGULATIONS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM BEING HELD THROUGH VC/OAVM. HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. In terms of aforesaid MCA Circular, the Company is sending this AGM Notice along with the Annual Report -2025-26 in electronic form only to those Members whose name appear in Register of Members/List of Beneficial Owners, as received from National Securities Depository (NSDL) and Central Depository Services (India) Limited (CDSL) and whose e-mail addresses are registered with the Company/Depositories. Further, pursuant to Regulation 36 of the Listing Regulations a letter containing web link including the exact path for accessing the Annual Report 2025-26 and AGM Notice along with QR Code to access the same are being sent to those members who do not have registered E-Mail address with Company/Depositories. The Notice convening the AGM and the Annual Report-2025-26 has been uploaded on the website of the Company at www.nitinspinners.com and can also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Ltd. ("NSE") at www.bseindia.com and www.nseindia.com, respectively. The AGM Notice is also available on the website of CDSL at www.evotingindia.com. However, physical copy of Annual Report 2025-26 will be sent to members on their request at company's mail id investorrelations@nitinspinners.com
4. Pursuant to Section 102 of the Act, the explanatory statement setting out the material facts concerning each item of Special Business to be conducted at the 34th AGM 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 re-appointment is annexed hereto.
5. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members and other non-individual members intending to appoint their authorized representatives to attend the AGM through VC or OAVM and to vote thereat through remote e-Voting/e-Voting are requested to send a certified copy of the Board Resolution/Power of Attorney to the Scrutinizer by e-mail at cs.vmanda@gmail.com with a copy marked to investorrelations@nitinspinners.com.

6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote provided the votes are not already cast by remote e-voting by the first holder.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from **Tuesday, 15th September, 2026 to Monday, 21st September, 2026** (both days inclusive) for the purpose of determining the entitlement of Dividend, if declared at the AGM.
9. The Dividend as recommended by the Board, if declared at the Meeting, will be paid, after deduction of applicable tax (TDS), within 30 days of the date of declaration i.e. 21st September, 2026 to those Members :-
 - (a) who hold shares in physical form and whose names appear as Members in the Register of Members of the Company on **14th September, 2026**, however Company do not have any shareholder who is holding shares in physical form and
 - (b) who hold shares in dematerialization form and whose names appear as Beneficial Owners in the list of Beneficial Owners on **14th September, 2026** to be furnished by NSDL and CDSL for this purpose.
10. Pursuant to Income Tax, 2025, dividend income will be taxable at the hands of shareholders and the Company is required to deduct tax at source (TDS) from dividend paid to members at prescribed rates and please refer to Income Tax Act, 2025. However, no tax shall be deducted on the dividend payable to a resident individual shareholder if total dividend to be received during FY 2025-26 does not exceed Rs. 10000/-The members are requested to update their PAN with their depository participants/RTA/Company. Shareholders are requested to note that in case they do not have PAN or PAN is not linked with their Aadhar number, the tax will be deducted at a higher rate of 20%.
11. A Resident individual Shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 121 to avail the benefit of non-deduction of tax at source by sending mail to the Company's RTA namely at **tds@bigshareonline.com** latest by **Monday, 14th September, 2026**. The Tax related forms can be downloaded from the link **https://www.bigshareonline.com/resources-sebi_circular.aspx**
12. Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 41, any other document which may be required to avail the tax treaty benefits by sending the mail to the Company's RTA namely at **tds@bigshareonline.com** latest by **Monday, 14th September, 2026**. The Tax related forms can be downloaded from the link **https://www.bigshareonline.com/resources-sebi_circular.aspx**
13. In case the shareholders have not updated the Bank Account mandate for receipt of dividend online through ECS or any other electronic mode, the following instructions are to be followed :-
 - (i) Visit the website of RTA, Bigshare Services Pvt. Ltd. HYPERLINK **www.bigshareonline.com** under Investor Services>E-Mail/Bank detail registration under link **<https://www.bigshareonline.com/InvestorRegistration.aspx>**. Fill the details and upload required documents.

- (ii) In case shares are held in dematerialization form, such shareholders, alternatively, can contact Depository Participants (DP) and register/update bank account details in their DEMAT Account as per process followed/advised by the DP.
- (iii) In order to provide protection against fraudulent encashment of dividend warrants, members are requested to intimate the Company's Registrar and Share Transfer Agent "Bigshare Services Private Limited", particulars of their Bank Account viz. Name of Bank, Name of Branch, Complete address of the Bank with Pin Code Number, Bank Account Number and IFS code.

- 14.** In case the Company is unable to pay dividend to any Member directly in their Bank account through Electronic Clearing Services or any other electronic means due to any reasons, the Company shall dispatch the dividend warrants to such members at their registered address.
- 15.** Pursuant to the provisions of Section 124 of the Act, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. The details of unpaid or unclaimed shares are available on the website of the company i.e. **www.nitinspinners.com** under "Investor Relation" Members wishing to claim dividends that remain unclaimed are requested to correspond with the Company/ the Company's RTA.

Any Member, who has not claimed the final dividend for the financial year 2018-2019 is requested to approach the Company/the Company's RTA for claiming the same as early as possible but not later than 27th October, 2026. Thereafter, the same shall be transferred to IEPF Authority.

- 16.** Shares in respect of which dividend remains unclaimed for seven consecutive years are also required to be transferred to the IEPF as per Section 124 of the Act and the relevant Rules thereunder. The details of such equity shares to be transferred to the IEPF Authority are uploaded on the website of the Company at **www.nitinspinners.com** under "Investor Relations" section. Shareholders are requested to approach the Company/the Company's RTA for claiming the same as early as possible, but not later than 27th October, 2026. The Company has already sent reminders to all such Members at their registered addresses in this regard.
- 17.** Members desiring inspection of the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act during AGM may send their request in writing to the Company at **investorrelations@nitinspinners.com**
- 18.** Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to **investorrelations@nitinspinners.com** up to the date of the AGM.
- 19.** In terms of Regulation 40(1) of Listing Regulations, as amended from time to time, transfer of shares can be processed in DEMAT form, transmission and transposition of securities held in physical or DEMAT form shall be effected only in dematerialized form.
- 20.** Queries, if any, on accounts and operations may please be sent to the company seven days in advance of the meeting from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, so as to reach the Company's e-mail address at **investorrelations@nitinspinners.com** on or before **Monday, September, 14, 2026**. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

21. Members are requested to :

- (a) Notify the change in address, update nominee details, if any, immediately to the Company (in case Shares held in physical mode) and to DP (in case shares are held in DEMAT 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.

22. CS Manoj Maheshwari, FCS 3355 and failing him CS Kamla Choudhary, ACS 46577 Practicing Company Secretaries and Partners of M/s V. M. & Associates, Company Secretaries have been appointed as the Scrutinizers to scrutinize the remote e-voting and e-voting process to be carried at the AGM in a fair and transparent manner.

Instructions for Voting through electronic means

1. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. 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 Listing Regulations (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system during the AGM will be provided by CDSL.
3. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020 and Regulation 44(4) of Listing Regulations, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **17.09.2026 at 9.00 A.M. (IST) and ends on 20.09.2026 at 5.00 P.M. (IST)** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **14.09.2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date through e-voting system would not be entitled to vote at the meeting venue, however, they shall be entitled to attend the Meeting. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of the Listing Regulations listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:-

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 to Easi/Easiest are requested to visit cdsi website www.cdslindia.com and click on Login icon and My Easi New (token) Tab. 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 or joining virtual meeting & voting during the meeting. 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 cdsi website www.cdslindia.com and click on login & My Easi New (Token) 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 with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL

Login type	Helpdesk details
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 1800 21 09911.
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 toll free no.: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website **www.evotingindia.com**.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi)** After entering these details appropriately, click on "SUBMIT" tab.
- (vii)** Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii)** For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix)** Click on the EVSN for Nitin Spinners Limited on which you choose to vote.

- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to the scrutinizer for verification.
- (xvii) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **cs.vmanda@gmail.com** with a copy marked to **investorrelations@nitinspinners.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting during the AGM same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting i.e. by 14th September, 2026** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting by 14th September, 2026** mentioning their name, demat account number/folio number, email id, mobile number at company's email id i.e. **investorrelations@nitinspinners.com**. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 21 09911.

ANNEXURE TO NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of the Listing Regulations

Item No. 4

At the 30th AGM held on 15th September, 2022, Sh. Rohit Swadheen Mehta (DIN : 09449679) was appointed as an Independent Director of the Company for a first term of consecutive five years with effect from 30th December, 2021 to 29th December, 2026 (both days inclusive) pursuant to the provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") he shall be eligible for re-appointment on passing of a Special Resolution by the Company. Based on the recommendation of the Nomination and Remuneration Committee and considering his skills, rich experience, expertise, knowledge, continued valuable guidance, and performance evaluation the Board of Directors at its meeting held on 08th August, 2026 approved re-appointment of Sh. Rohit Swadheen Mehta as an Independent Director of the Company for a second and final term of consecutive five years with effect from 30th December, 2026 to 29th December, 2031 (both days inclusive) subject to the approval of the shareholders at this Annual General Meeting by way of a Special Resolution.

The Company has received a notice in writing from a Shareholder of the Company under Section 160 of the Act, proposing his candidature for the office of Independent Director of the Company. Sh. Rohit Swadheen Mehta meets the criteria of independence as required under regulation 16(1)(b) of the Listing Regulations and section 149(6) of the Act and pursuant to regulation 25(8) of the Listing Regulations he has submitted declaration in this regard. The Company has also received necessary disclosures and declarations that he meets the criteria of independence and does not suffer from any disqualifications for his appointment as Director and has not been debarred from holding the office of Director by virtue of any SEBI order or any other such authority. Sh. Rohit Swadheen Mehta has also confirmed that he is not aware of any circumstances or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Further, Sh. Rohit Swadheen Mehta has confirmed that he is registered with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Sh. Rohit Swadheen Mehta fulfils the conditions specified in the Act and rules made there under and "Listing Regulations" for his re-appointment as an Independent Director of the Company and is independent of the management. A copy of the letter for re-appointment of

Sh. Rohit Swadheen Mehta as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during business hours up to the date of Annual General Meeting. Considering his extensive experience, sound judgement, professional expertise and valuable contribution to the deliberation of the Board and its Committees during first term, the Board considers that his continued association would be of immense benefit to the Company and it is desirable to avail services of Sh. Rohit Swadheen Mehta as an Independent Director for second term of consecutive five years.

Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, the brief profile and other additional information of Sh. Rohit Swadheen Mehta, Independent Director is enclosed as Annexure to this Notice

Except Sh. Rohit Swadheen Mehta, being the appointee, none of the Directors /Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the Notice.

The Board of Directors recommends the passing of Special Resolution as set out at item no. 4 of the accompanying Notice for approval of members of the Company.

Item No. 5

The Board of Directors on the recommendation of the Audit Committee have appointed, M/s. Vivek Laddha & Associates, Cost Accountants, Bhilwara (Firm Reg. No. 103465) as Cost Auditors of the Company for the Financial Year 2026-27 at a Remuneration of Rs. 1,00,000/- (Rupees One Lakhs only) plus applicable taxes and reimbursement of actual out of pocket expenses. As per Rule 14 of the Companies (Audit and Auditors) Rules 2014, the Remuneration payable to the Cost Auditors is required to be ratified by the members.

None of the Directors /Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 5 of the Notice.

The Board of Directors recommend the passing of Ordinary Resolution as set out at item no. 5 of the accompanying Notice for approval of members of the Company.

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

**Place: Hamirgarh, Bhilwara
Date: 08th August, 2026**

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

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

Annexure to AGM Notice dated 08.08.2026

Details of Directors Seeking Appointment/Re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India

Name of Director	Sh. Dinesh Nolkha	Sh. Rohit Swadheen Mehta
Date of Birth	13.10.1970 (Age around 55 years)	22.04.1970 (Age around 56 years)
Category of Director	Promoter-Executive	Non-Executive Independent Director
DIN	00054658	09449679
Nationality	Indian	Indian
Qualification	B.Com, FCA & FCMA	B.Com, FCA
Date of First appointment on the Board	15.10.1992	30.12.2021
Date of Re-Appointment	01.10.2022	30.12.2026
Expertise/Experience in specific functional areas	He has vast experience of more than thirty two years in Textile Industries. His functional experience covers Plant Operations, Administration, Marketing, Commercials and Finance.	He has vast experience of more than 30 years in Financial and Advisory field.
Skills and capabilities required for the role and themanner in which the proposed Independent Director meets such requirements	N.A.	He has vast experience of around 30 years in Financial and Advisory field. He has expertise in Finance, Legal, Management, Administration and diversity of perspective as the skills required for the role.His qualification, skill, experience and expertise will benefit the Company.
Directorship held in other Companies	Redial Trading and Investment Pvt Ltd. Nitin Finance and Investment Private Limited Nitin Infra Developers Private Limited Confederation of Indian Textile Industry Textile Sector Skill Council	Nil
Listed entities from which resigned in past three years	N.A.	N.A.
Relationship with other Directors, Manager and other KMP of the Company	Related to Sh. Nitin Nolakha, Managing Director and Sh. Pratyush Nolakha, Executive Director of the Company.	Not related to any other Director and KMP of the Company.

Terms and conditions of appointment/Re-appointment	Liable to retire by rotation and other terms and conditions as per Resolution passed at the 30th AGM held on 15.09.2022 and at EGM held on 27.12.2023.		As per Resolution purposed in the Notice of AGM at item no.4	
Details of last Remuneration drawn (F.Y. 25-26)	Rs. 324.21 Lakhs		Rs. 3.75 Lakhs	
Details of proposed Remuneration	As per Resolution passed at the 30th AGM held on 15.09.2022		Sitting Fee for attending Board & Committee Meeting thereof as may be decided from time to time.	
Number of Meetings of the Board attended during the year 2025-26	Held	4	Held	4
	Attended	4	Attended	4
Chairman / Member of the Committee of the Board of Directors of this Company	Chairman - Corporate Social Responsibility Committee - Risk Management Committee Member - Stakeholders Relationships Committee		Chairman - Audit Committee - Nomination & Remuneration Committee Member - Corporate Social Responsibility Committee	
Committee Membership/ Chairmanship in other Companies	N.A.		N.A.	
Shareholding in the Company as on July 31, 2026	11,90,000 Equity Shares		22,000 Equity Shares	

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

Date: 08th August, 2026
Place: Hamirgarh, Bhilwara

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

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