NITIN SPINNERS LIMITED
Transcript of 34th Annual General Meeting of the Company held on 21st September, 2026 at 3.00 P.M.

I Sudhir Garg, Company Secretary & Compliance Officer of Nitin Spinners Limited

Good Afternoon

I welcome all the Directors, Auditors and Shareholders of Nitin Spinners Limited at 34th Annual General meeting which is being held today through video Conferencing or other Audio Visual Means as permitted by the Ministry of Corporate Affairs & SEBI.

All the shareholders who have joined the meeting are by default put on mute mode to avoid any background disturbances to ensure smooth conduct of the Meeting.

In view of MCA circulars the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the body corporate and other non-individual shareholders are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate and cast their votes through e-voting. The registered office of the company situated at 16-17 KM Stone, Chittor Road, Hamirgarh, Bhilwara shall be deemed as the venue for this AGM and proceedings of the AGM shall be deemed to be made here.

The Statutory Registers as required under the Companies Act, 2013 and documents referred in the Notice for AGM are open for view for members. In case any member is interested to view they can send mail at investorrelations@nitinspinners.com during the period of AGM.

We have received requests from 4 members for registration as a speaker shareholder in the AGM today. All those shareholders have been provided specific links to log in to the meeting and we shall be allowing them to speak once the Chairman directs for the same. We request speakers to limit their speeches to three minutes.

We have with us Sh. Dinesh Nolkha, Chairman & Managing Director, Sh. Pratyush Nolakha, Executive Director and Sh. P. Maheshwari, CFO of the Company have joined meeting from Registered Office of the Company Sh. Nitin Nolkha, Managing Director is in travelling and joined from thereat, Smt. Viba Aren, Independent Director and Chairperson of Stakeholders Relationship Committee has joined from Delhi, Shri Rohit S. Mehta, Independent Director & Chairman of Audit & Nomination and Remuneration Committees is also in travelling & joined from thereat and Sh. Rishabh Chand Lodha, Independent Director joined meeting from Bhilwara. Sh. S.P Jhanwar, partner of Kalani & Co LLP, Statutory Auditors has joined from Bhilwara, Sh. Manoj Maheshwari, Scrutinizer and Partner of VM & Associates, Secretarial Auditors have joined from Jaipur.

I request Shri Dinesh Nolkha, Chairman & Managing Director of the Company to Chair the meeting.

With this, I now hand over the proceedings to the Chairman.

Thank you.

Chairman :-

Good Afternoon

I Dinesh Nolkha, Chairman of the Company welcome all the Directors, Key Managerial Personnel, statutory Auditors, Secretarial Auditors, Scrutinizer and Shareholders who has joined 34th AGM of the Company through virtual mode.

The Meeting has requisite quorum and I order to commence the proceedings of the Meeting.

Chairman Speech :-

Dear Shareholders,

I am pleased to share that FY2025–26 marked a defining year for Nitin Spinners, underscoring the effectiveness of our integrated business model, the depth of our capabilities and our ability to deliver robust performance amid a rapidly evolving global landscape.

The operating environment remained volatile and unpredictable throughout the year. The first half was characterised by subdued demand following U.S. tariff-related developments, which weighed on the textile value chain and affected demand as well as margins. During this period, cotton prices in both domestic and international markets also remained at multi-year lows. As markets began to adjust, the second half presented a different set of challenges, with geopolitical turmoil in West Asia creating bottlenecks across global supply chains. This disruption increased freight costs, extended transit timelines and exerted pressure on input costs.

Against this backdrop, Nitin Spinners demonstrated the resilience of its business model and execution capabilities. The year stood out not only for the financial performance we delivered but also for the discipline and agility with which we responded to headwinds. We continued to focus on operational efficiency, customer relationships and strategic decision-making to stride ahead with confidence, deliver strong outcomes and further reinforce our position in the market.

Delivering Growth with Prudence

Revenue from operations for the year stood at ₹3,213.87 crores while EBITDA reached ₹452.8 crores, translating to a margin of 14.09%. Profit after tax stood at ₹177.6 crores, underscoring the consistency of our execution across market cycles. We also maintained a robust financial position, supported by continued improvement in leverage ratios and prudent capital management. Exports contributed 61.9% of revenue, while the domestic market accounted for 38.1%, reflecting a well-diversified revenue mix. In recognition of the Company's performance and commitment to delivering shareholder value, the Board has recommended a dividend of ₹3 per equity share for the year.

Building Capabilities for Tomorrow

During the year, we made significant progress on our previously announced strategic capacity expansion programme of approximately ₹1,120 crores. This multi-year initiative remains central to our long-term growth strategy and is designed to boost our scale, enhance integration and support the next phase of the Company's development.

Upon completion, the spinning capacity of company will reach to nearly 5.50 lac equivalent spindles with production capacity of approx. 132000 million tons of yarn and processed fabric capacity to 72 million metres per annum. A significant portion of the additional spinning output will be utilised internally, reinforcing operating efficiencies and deepening value addition across the business.

We also operationalized select elements of modernisation and renewable energy initiatives, while the remaining investments progressed according to schedule. With phased commercialisation expected in the second half of FY27, and fabric operations scheduled to commence ahead of spinning, this investment will enhance our ability to offer integrated finished fabric solutions, deepen customer engagement and create a stronger platform for sustainable growth in the years ahead.

Powering Progress Sustainably

Sustainability remains firmly embedded in our long-term strategy and investment priorities. During FY 25-26, we expanded our renewable energy portfolio through the commissioning of a 4.6 MW AC solar plant and the execution of a power supply agreement for an 18 MW hybrid renewable project under the group captive model. We are also advancing larger renewable installations, including a 33 MW AC solar plant in Jodhpur district ,an additional 12 MW AC solar plant at our existing facilities and further power supply agreement for 9 MW of hybrid power. Once operational, these investments will meaningfully increase the share of clean energy in our power mix and support a substantial saving in power cost.the company’s total renewable portfolio will be nearly 97 MW upon completion of these initiatives.

Alongside these initiatives, we remained focused on responsible manufacturing practices, including the use of recycled fibres, complete water recycling and the ongoing integration of sustainable processes across our operations.

The Force Behind Our Performance

The dedication, expertise and perseverance of our workforce remain central to our success. Their ability to adapt to dynamic market conditions and execute with consistency played a vital role in our performance during the year. As we prepare for the next phase of growth, we remain focused on nurturing a high-performance culture through capability building, leadership development and initiatives that foster engagement across the organisation.

Making a Meaningful Impact for Society

Creating a positive impact beyond our business remains an integral part of our philosophy. During the year under review, our social initiatives focused on improving quality of life, expanding access to opportunities and supporting community development. Our efforts included development of community infrastructure, Education, contributions towards cotton development and research, sports etc.

Building on Our Momentum

As we look ahead, improving demand conditions, better price realisations and a gradual improvement in industry spreads provide a favourable backdrop for the next phase of growth. Structural tailwinds are expected to further enhance the industry's prospects. Proposed free trade agreements, particularly with the UK and the European Union, are expected to unlock new opportunities for Indian textile exporters by improving market access and addressing duty disadvantages vis a vis competitors. With the scaling up of our capacities , a richer product portfolio, and a clear strategic direction, we are well positioned to take advantage of business momentum and create enduring value. We believe this momentum will be further accelerated by favourable policy developments, evolving global sourcing patterns, and India's growing prominence within the global textile value chain.

Gratitude

On behalf of the Board, I extend my sincere gratitude to our shareholders for their continued trust and support. I want to share our appreciation for our customers, partners, bankers and my fellow Board members for being a part of this journey. Above all, I would like to recognise the dedication and commitment of our employees. As we move forward, we do so with confidence, purpose and a firm belief in our ability to create lasting value while advancing towards our long-term vision.

Warm Regards,

With your concurrence, the Notice dated 08.08.2026 of the 34th Annual General Meeting of the company together with Audited Financial Statements for the financial year ended 31st March, 2026 along with Auditors' Report and Directors' Report is taken as read.

As per Companies Act, 2013 & Secretarial Standards-2 issued by the Institute of Company Secretaries of India the Statutory Auditors' Report & Secretarial Audit report is required to be read only if there is any qualification, observation or adverse remarks. I am happy to announce that the Auditor's Report & Secretarial Audit Report do not contain any qualification, observation or adverse remark.

I hereby summarize all the five agenda as stated in the Notice. Out of total five items, three items are ordinary business and two items are Special Business.

Ordinary Business
Adoption of Audited Financial Statements of the Company for the year ended March 31, 2026 together with the Directors' and Auditors' Reports thereon.
Declaration of Dividend of Rs. 3.00 per Equity Share for the year ended 31st March, 2026.
Re-appointment of Sh. Dinesh Nolkha (DIN: 00054658) as Director who is liable to retire by rotation.
Special Business
Special Resolution for Re-appointment of Sh. Rohit Swadheen Mehta (DIN: 09449679) as an Independent Director of the Company for a second term of five consecutive years w.e.f. 30th December, 2026 to 29th December, 2031
Ordinary Resolution for ratification of remuneration of Cost Auditors for the F.Y. 2026-27.

In compliance with Regulation 44 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the Company has provided remote e-voting and e-voting facilities to the members and had engaged Central Depository Services (India) Limited (CDSL) in connection thereof. The company has provided facility through electronic voting to all the persons who were members on 14th September, 2026 being the cut-off date for vote on all the five resolutions set out in the notice of AGM. The voting i.e. assent/dissent on the proposed resolutions through "remote e-voting" commenced from 17th September, 2026 at 09.00 A.M. and ended on 20th September, 2026 at 5.00 P.M.

The Board of Director has appointed CS Manoj Maheshwari, FCS 3355, Practicing Company Secretaries and Partner of M/s V. M. & Associates, Company Secretary as the Scrutinizer to scrutinize the remote e-voting and e-voting process to be carried at the AGM in a fair and transparent manner.

The Company has also provided the facility of "E-Voting" only for the shareholders who has joined the meeting through Video Conference/Other Audio Visual Means and not casted vote through "Remote e-voting"

The Meeting is being held through video conference and Company has provided facility of voting through electronically therefore there is no requirement for propose & second of the resolutions and therefore I invite the members to cast their votes within next 15 minutes.

Since it will take about 15 minutes in between for the shareholders to cast their vote, I would request Mr. Sudhir Garg to invite the registered speaker to speak.

Sudhir Garg : First Speaker is Samart Sarkar

Samrat Sarkar :- Hello am I audible ?

Dinesh Nolkha : Yes, you are audible

SAMRAT SARKAR : Good afternoon, everyone. Good afternoon, sir, and fellow Board members.

Thank you for this opportunity. I have three questions; our revenues have been flat in FY26, so how do you perceive our revenues to grow annual in the next 2 years? And how does the company plan to enhance the low return ratios?

Number two, what's the reason behind the jump in gross margins in Q1 FY27? And where do you see our operating margins to sustain in the long term?

And my last question, what's our annual, maintenance capex? And what's the reason behind the high capital work in progress in FI26?

So, with that, I would end my, speech. Best wishes to you for the upcoming festive season. Thank you, sir. Thank you for this opportunity.

Mr. Dinesh Nolkha: So, Mr. Samrat thank you for joining us as speaker.

I would not like to make forward statements, but your questions, the question number 3 regarding the Capital Work in progress, we just highlighted that the expansion project of about 1,120 crores was under progress. So, whatever expenditure was done under that is being shown under capital work- in progress, as soon as the same is commercialized, same shall be capitalised.

As far as our revenues are flat, yes. Last year was one of the most turbulent years in, as I highlighted in my speech as well, that last year was very, very, turbulent, and due to which the revenues were lessened. But I would like to just, reassure you that the volumes were not down, only the prices were down, and consequently, the top line was also down a bit. I would not like to comment on the first quarter numbers, as we are in the Annual General Meeting, so that can be addressed separately by our investor relationship department.

Mr. Sudhir Garg: Second Speaker is Mr. Vishal Porwal.

Tech support: Actually, only Awanish Chandra is present, other are absence.

Mr. Sudhir Garg: Okay.

Mr. Sudhir Garg: Mr. Awanish Chandra ji

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Mr. Dinesh Nolkha: Mr. Awanish ji, can you hear us?

Awanish Chandra: Yea, am I audible ?

Mr. Dinesh Nolkha: Now you are audible. .

Awanish Chandra: Okay, thank you very much for this opportunity. Good afternoon, Chairman, sir, board of directors, and my fellow shareholders. We all are associated with Nitin Spinners for the long time and we have seen company growing like anything and we are on the verge of new capacity commissioning so we all expect that quarter three onward we will again on the rapid growth path and our top line, bottom line will be very good. Most of the people who have invested in this company continue to make good returns and that's a very good sign from the management, who created so much value. So thank you very much for the management and all the board of directors.

Now, a few questions, and this is a question from everyone that we are doing good in our existing businesses. So, any plan to go for a new integrated business on the forward side ? That would be my first question. Second, now again, we have some issue on the tariff side, because U.S, due to Russian oil, so will that have any effect on our business? And third, on the policy-related side, We have heard news that, export incentive will be continued for, this garment and other home textiles, side and our export incentive was half. So, is there any possibility to get back to our old export incentive? So, these are my three questions.

Mr. Dinesh Nolkha: Thank you, Awanish Chandra

First of all, I would like to reiterate your confidence in our company. So, thank you very much for having the confidence. All the shareholders who have been there in the company for a long time, and I also thank the new ones who have joined us, who have joined us in the last one or two years. So, I would like to first highlight here that we are always looking and exploring for new avenues, done consistently, on a consistent manner. And in textile business, we continue to look into various areas of growth. And definitely, we are also, as this expansion is getting concluded, we are still exploring many, many areas. There are many areas where your company can grow. Such as, technical textiles, such as home textiles, also the garmenting portion. Garmenting, we are not into garmenting. So, we are just finding the right kind of materials and the right kind of environment, and also studying various markets. So definitely, as we are ready with various options and alternatives, we'll definitely come to you for the same.

Second, regarding the U.S. tariff, as far as U.S. tariff is concerned, and we are given to understand that this is in power assumed by the President of the United States. He has not executed this. We still don't know this power which has been assumed by the president will be used or not, and it may be used for only taking better, deals, with the various Countries. So, as and when it comes, we'll definitely take it up. Our direct exposure to U.S. has considerably reduced in the last one and a half to two years. And I hope this will not have any major impact on us, because the indirect exports to U.S. will still continue to thrive,

And your third question was regarding the restoration of the benefits. I think, just to reiterate to you, that by the end of March all the Rodtep benefits were already restored. They are going to expire on 30th of September, and we are very hopeful that looking into the present condition of the exports in the country they will be renewing again in the next 6 to 8 days.

Mr. Sudhir Garg: There are no more speakers there, so we can continue AGM.

Mr. Dinesh Nolkha: Well, we are not having the other two shareholders who were supposed to speak?

Mr. Sudhir Garg: No…

Chairman : The combined results of "remote e-voting" and "e-voting" at the AGM on each of the resolution shall be declared within two working days from conclusion of the meeting on receipt of Scrutinizer's Report and the results along with Scrutinizer's Report shall be declared at the website of the Stock Exchanges, CDSL and also at the website of the Company.

I thank all the Directors, Auditors and Shareholders for attending the meeting and declare conclusion of the meeting.

Sudhir Garg : I thank chairman of the meeting for conducting meeting in a very smooth manner. Thank you everyone.