NITIN SPINNERS LTD.

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NITIN

REF: NSL/SG/2026-27/
Date : 25.08.2026

BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

Company Code – 532698

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex
Bandra (E),
Mumbai – 400 051.

Company ID - NITINSPIN

Sub. : Notice for 34th Annual General Meeting and Annual Report 2025-26

Dear Sir,

As required under Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the Annual Report of the Company for the financial year 2025-26 along with the Notice convening the 34th Annual General Meeting scheduled to be held on Monday, 21st September, 2026 at 03:00 PM (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The notice convening the 34th AGM and Annual Report 2025-26, are being sent to the members by email whose email id are registered with the Company/ RTA/Depository participant(s) and letter with web link and QR code of Annual Report 2025-26 & AGM Notice to shareholders whose E-Mail id are not registered with Company/ RTA/Depository participant(s). The Annual Report & Notice for AGM are also uploaded on the website of the Company at www.nitinspinners.com.

The details such as manner of casting vote through e-voting and attending the AGM through VC/OAVM has been set out in the Notice of the AGM.

This is for your information and records please.

Thanking you,
Yours faithfully,
For- Nitin Spinners Ltd.

SUDHIR KUMAR GARG
Digitally signed by SUDHIR KUMAR GARG
Date: 2026.08.25 11:42:56 +05'30'

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

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

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

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

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 Regulationsand 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-appointmentis 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 theirname, 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 atthe AGM will be appropriately respondedby the Company at the earliest post theconclusion 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 cdsl 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 ofall 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 & 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 SHAREHOLDERSATTENDING 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 meetingby 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 Mehtahas 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 Companyand 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 membersof 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 Attended 4	Held 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

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

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

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

NITIN

Nitin Spinners Limited

Capacity.
Capability.
Consistency.

The Integrated Advantage

Annual Report
2025-26

Let's Explore!

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STATUTORY REPORTS 37 – 110

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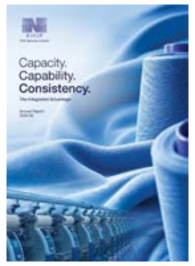


SCAN QR CODE / Visit us at https://nitinspinners.com

Forward Looking Statements

Some information in this report may contain forward looking statements. We have based these statements on our current beliefs, expectations and intentions as to facts,actions and events that will or may occur in the future. Such statements generally are identified by futuristic words such as 'believe', 'plan', 'anticipate', 'continue', 'estimate', 'expect', 'may', 'will' or other similar words. These statements may include assumptions or basis underlying the futuristic statement. We have chosen these assumptions or basis in good faith, and we believe that they are reasonable in all material respects. However, we caution you that these statements might vary from actual results, and the differences between the results implied by the statements and actual results can be material, depending on the circumstances.

There comes a stage in every organisation's evolution when growth is no longer defined by how much more it can build, but by how effectively everything it has built works together. For us, that understanding has been shaped over years of investment, experience and a clear focus on creating long-term value. Scale has been an important part of our story. But scale, by itself, is only potential. Its real value lies in the ability to translate it into performance, year after year, while maintaining the standards that customers have come to expect from us.

Over time, we have strengthened far more than our manufacturing footprint. We have expanded our technical expertise, widened our product portfolio, refined our processes and built relationships that have grown stronger through changing market conditions. Most importantly, we have created a business where each part supports the next. From fibre to finished fabric, from sourcing to customer delivery, the strength of the whole comes from the way these parts connect and work together. This gives us greater control over quality, greater flexibility in responding to customer needs and a stronger foundation for future growth.

What gives us confidence today is not any single asset, facility or achievement. It is the way our people, processes, infrastructure and experience come together every day to do the job well. Over time, this has created something that cannot be built overnight—the ability to deliver with consistency. It is a quality that earns trust, strengthens relationships and allows progress to build steadily, one year at a time.

55+
Countries

₹1,931Cr.
Market Capitalisation as of 31st March 2026

Care A+, stable
Long Term Credit Rating

₹1,471Cr.
Net Worth

33+
years of existencee

About Us

A Business Built to Deliver

Built step by step, strengthened year after year and connected across the value chain.

Established in 1992, Nitin Spinners has evolved into a quality-focused and fully integrated textile manufacturer with capabilities spanning spinning, knitting, weaving, processing, finishing and printing. Over the years, we have built a diversified portfolio of cotton and blended yarns, knitted fabrics and finished woven fabrics, serving customers across both domestic and international markets.

Today, our products reach customers in more than 55 countries. Supported by an integrated value chain and modern manufacturing facilities. We are able to maintain greater control over quality, improve operational efficiency and respond quickly to changing customer requirements. Our facilities are backed by rigorous quality systems and internationally recognised certifications, helping us deliver products that meet the expectations of customers across markets.

As we have evolved, our focus has remained firmly centred on strengthening our capabilities, improving product quality and creating greater value for our customers. Continued investments in technology, process improvements and product development have helped us enhance our competitiveness and broaden our market reach. By combining manufacturing expertise with a culture of continuous improvement and a long-term approach to growth, we continue to strengthen our position in the global textile industry while creating sustainable value for all our stakeholders.

Our Vision

- Become an Integrated Textiles manufacturer through forward and vertical integration.
- Remain at the forefront in high-quality textile products manufacturing.
- Create value for shareholders and allied industries. Increase foreign exchange earnings by being the preferred international supplier.
- Stay effective and proactive in developing new markets and products.
- Endeavour for the ultimate satisfaction of our allied partners with: 1) The Right Technology, 2) The Right Raw Material, 3) The Right People and 4) The Right Attitude.

Our Mission

- To be the most reliable supplier across the textile value chain.
- To provide superior quality products at competitive prices and establish a brand value in the international arena.
- To exceed industry standards with exceptional customer and technical service.
- To maintain our competitive strategic position through cutting-edge technology.
- To promote partnerships with government agencies and institutions of international recognition.
- To provide a safe, fulfilling and rewarding work environment for employees.
- To provide training to our employees for their future development.

Our Strategic Advantages

- A well-diversified export presence across all continents, supporting overseas growth momentum.
- An integrated business model spanning yarns, knitted fabrics and finished woven fabrics, enabling greater control across the value chain and improved operational efficiency.
- Strong capacity utilisation and an increasing share of value-added products, supporting improved product mix and profitability.
- Continued focus on sustainability through the use of sustainable fibres, renewable energy initiatives and responsible water management practices
- Established capabilities in finished fabrics, enabling us to participate in a larger share of the textile value chain and serve evolving customer requirements.
- A measured approach to capital investment and working capital management, supporting financial strength and long-term value creation.

Chairman and MD's Message

Unlocking the Next Phase of Integrated Growth

Dinesh Nolkha
Chairman & Managing Director

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.

Thriving Amid Evolving Dynamics

Despite a year marked by shifting market conditions and global disruptions, the Indian textile and apparel industry retained its global position during FY2025–26 as the world's second-largest producer and third-largest exporter. As a key contributor to the nation's GDP, manufacturing output and employment, the industry benefited from sustained domestic consumption and growing export traction, supported by India's increasing competitiveness as a preferred sourcing destination.

At Nitin Spinners, the year ended on a particularly encouraging note, with market conditions improving during the fourth quarter as trade restrictions eased, inventories across downstream channels were replenished, and yarn prices recovered. Leveraging our operational competencies and market positioning, we achieved our highest-ever quarterly revenue of ₹ 859.8 Crores, reflecting strong capacity utilisation and improved realisations.

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.

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.

Building on Our Momentum

Upon completion, the spinning capacity of the Company will reach to nearly 5.50 Lakh equivalent spindles, with a production capacity of approx. 132000 tons of yarn and processed fabric capacity of 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 operationalised 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 FY 2026-27, 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 2025-26, 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 a further power supply agreement for 10 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 sustainable 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

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-à-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.

United by Trust

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,

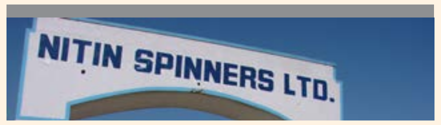
Dinesh Nolkha
Chairman and Managing Director

A Story Woven Over Time

Every milestone has added a new thread to the business we are today.

Foundation & Capacity Establishment

Year 1993



Commenced operations with open-end spinning by installing 384 rotors.

Year 1999

Expanded installed rotor capacity to 1,464.

Diversification & Forward Integration

Year 2002

Entered the ring spinning with 14,112 spindles and integrated knitted fabric manufacturing through 7 knitting machines.

Year 2005

Doubled ring spinning capacity to 27,216 spindles and expanded knitting capacity to 15 machines.

Public Listing & Manufacturing Scale-up

Year 2007-8

Completed Expansion Program by Installation of 50,400 Spindles, 12 Knitting Machines Expansion of Open-end Spinning by Installation of 2,000 Rotors

Year 2006

Successfully completed IPO and listed on BSE and NSE.

Large-Scale Capacity Expansion

Year 2017

Completed Spinning Expansion By Adding 72,960 Spindles and 14 Knitting Machines taking total capacity to 2,23,056 spindles, 2,936 rotors and 63 knitting machines.

Year 2015

Expanded spinning and knitting capacity to 72,480 spindles and 18 knitting machines.

Integrated Textile Manufacturing

Year 2020

Established the Begun Integrated Textile Complex with capabilities across yarn manufacturing, processing, dyeing, printing and finishing.

By setting up 76,992 Spindles for manufacturing Cotton and Blended Yarns, 552 Rotors for Blended Open end Yarn, 168 Air-Jet Weaving Machines along with facilities for Dyeing, Printing and Finishing of Fabrics

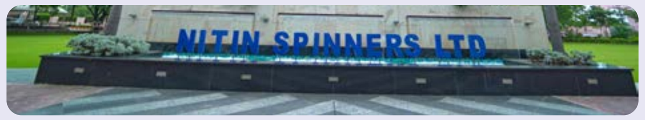
Expansion, Modernisation & Diversification

Year 2024

Completed Capex by installing 1,27,488 Spindles, 264 airjet spinning positions, 3312 Rotors, 14 knitting machines , 54 weaving machines and finishing capacity of 10 millions mtrs/annum.

Market Leadership & Sustainable Growth

Year 2025



Achieved the highest-ever revenue while advancing the adoption of eco-friendly fibres and renewable energy.

Year 2026

Implementing the next phase of growth through capacity expansion with CAPEX, value-added product development and renewable energy investments.

Consistency in Action

Every milestone has added a new thread to the business we are today.

Financial Highlights

₹ 3,214 Crores
Total Revenue

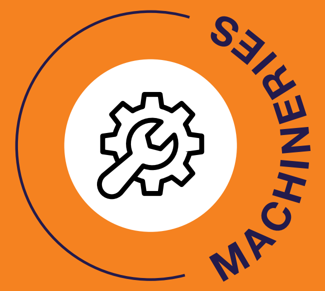
₹ 453 Crores
EBITDA
(before Other Income)

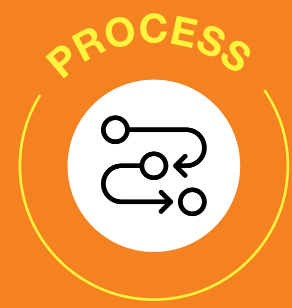
14%
EBITDA Margin

₹ 178 Crores
PAT

5.5%
PAT Margin

Operational Highlights





Total Production Capacity

1,10,000 Tons
Yarn

11,000 Tons
Knitted Fabric

36 Mn Mtr
Finished Woven Fabric

Current Capabilities

4,34,832
Spindles

5,864
Rotors

264
Airjet Spinning Positions

231
Airjet Weaving Machines

77
Circular Knitting Machines

Capacity Expansion

22,400 MTPA
Spinning

36 Mn Mtr
Finished Woven Fabrics

Sustainability Highlights

~23.4 MW
Renewable Solar Power Capacity

18 MW
Hybrid Power Capacity under Group captive

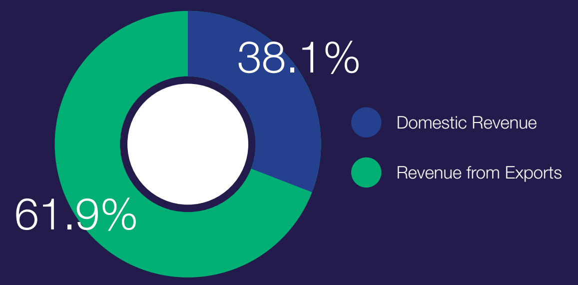
33587 MWH
Renewable energy consumed

₹ 3.90 Crores
CSR Expenditure

Many Markets, One Standard

Serving customers across continents with the same commitment to quality, reliability and consistency.

We continue to strengthen our international presence through a well-diversified export base and our ability to respond quickly to evolving market dynamics. Our broad global footprint allows us to capitalise on opportunities across geographies while reducing dependence on a single market. This diversification, supported by our integrated operations and strong customer relationships, provides a solid foundation for sustained growth and long-term business stability.



Presence Across **55+ COUNTRIES,** Spanning Six Continents

Australia	Netherlands
Costa Rica	Spain
Greece	Yemen
Malaysia	Canada
Russia	Egypt
UAE	Jordan
Bangladesh	Nepal
Croatia	Sri Lanka
Indonesia	Hong Kong
Mauritius	Chile
Saudi Arabia	El Salvador
United Kingdom	Kenya
Belgium	Peru
Czech Republic	Taiwan
Israel	Singapore
Mexico	China
South Africa	France
USA	Lithuania
Brazil	Portugal
Denmark	Thailand
Italy	Austria
Morocco	Colombia
South Korea	Germany
Vietnam	Madagascar
Bulgaria	Romania
Djibouti	Turkey
Japan	Poland

Solutions Across the Textile Chain - Our Product Portfolio

From everyday applications to specialised requirements, our portfolio continues to grow alongside our customers.

Our portfolio brings together a diverse range of high-quality yarns and value-added fabrics designed to meet the needs of customers across global markets. Built by decades of manufacturing expertise and continuous product development, our offerings cater to a wide range of applications and customer requirements. Quality, innovation and a strong understanding of market needs remain central to the way we develop our products.

OUR PRODUCTS

1 YARNS

2 FABRICS

YARNS

Our cotton and blended yarn portfolio caters to a wide range of spinning and fabric requirements across different applications and market segments. Backed by stringent quality standards, our offerings help customers create differentiated textile products for global markets.

1,10,000 Tons
Annual Production Capacity

₹ 2,373 Crores
Revenue Contribution in FY 2025-26

1,07,686 MT
Total Production

Our Ranges of Yarn

- 100% cotton and blended
- Ring spun combed and carded
- Open-end yarns
- Compact yarns
- Slub yarns
- Core spun yarns
- Multifold yarns
- Gassed yarns
- Yarns made from Supima Giza
- Organic, BCI cotton etc.
- Yarns made from Recycled Fibre
- Count range 6 to 100s

End User Application

- Woven Apparel
- Knitted Apparel
- Furnishing Fabrics
- Terry Towel
- Tea bags
- Medical Fabrics
- Denims

Strategic Priorities for Future Growth

1 Premiumisation
Expanded speciality and multifibre blended yarn portfolio.

2 Market Expansion
Strengthened presence in high-volume textile segments.

3 Product Innovation
Developed new offerings aligned with evolving market needs.

4 Sustainability
Increased adoption of organic, BCI and recycled fibres.

FABRICS

Our fabrics business reflects the progress we have made in expanding beyond yarn and strengthening our presence across the textile value chain. Through a diversified portfolio of woven and knitted fabrics, we cater to a wide spectrum of fashion, apparel, workwear and specialised applications.

Supported by integrated operations and expanding capacities, we are able to maintain greater control over quality. Improve responsiveness an offer a wide range of value-added products. Alongside continued investments in capacity and sustainable manufacturing practices, we are steadily expanding our presence in the fabric segment and creating new opportunities for future growth.

36 Mn Mtr
Production Capacity of Finished Woven Fabrics

₹ 676 Crores
Revenue Contribution in FY 2025-26

4,603 MT
Total Production of Knitted Fabric

11,000 Tons
Annual Production Capacity of Knitted Fabric

Our Offerings

Our Ranges of Fabric

Finished Woven Fabric

- 100% Cotton, Cotton Spandex Fabrics
- Poly/Cotton, Poly/Cotton Spandex Fabrics
- RFD, Bleached, Dyed, Print and Yarn Dyed Fabrics
- **Various Weaves -** Twills, Gabardines, Broken Twill, Ripstop, Canvas, Mattie's, Ducks
- **Special Finishes -** Water Repellent, Nano Care, Soil Release, Anti Bacteria Finish, Aero Finish, Bio Polish
- **Health & Eco -** Friendly Fabrics made from BCI/Organic Cotton

Knitted Fabric

- Single Jersey
- Open width with Elastane
- 3 t fleece
- Interlock

End-User Application

Finished Woven Fabric

- Fashion and Image Wear Uniform
- Health Care Apparel
- Hotel Apparel
- Industrial and Protective Wear

Knitted Fabric

- Sports Wear
- Inner Wear
- Baby Wear
- Comfort Wear
- Winter Wear

Strategic Priorities for Future Growth

Backward Integration
Increasing captive utilisation of spinning capacity within the fabric business.

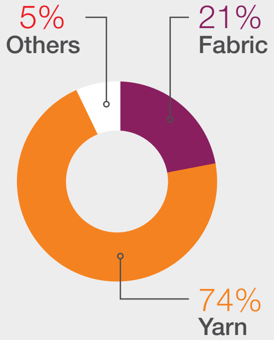
Market Expansion
Entering the furnishing and specialised industrial textile segments.

Capacity Expansion
Strengthening the finished woven fabric segment through significant capacity additions.

Product Diversification
Expanding into fashion, casual wear and multi-fibre textile applications.

Sustainability
Creating growth opportunities through ESG-led manufacturing practices.

Segment-Wise Revenue Bifurcation



The Measure of Our Progress - Our Financial Highlights

Years of effort, investment and learning are reflected in these results. Together, they measure the progress we have made and the foundation we have built.

Revenue (₹ Crores)

FY 25-26	**3,214**
FY 24-25	3,306
FY 23-24	2,906
FY 22-23	2,407

EBITDA (₹ Crores)
(before Other Income)

FY 25-26	**453**
FY 24-25	471
FY 23-24	377
FY 22-23	297

EBITDA Margin (%)

FY 25-26	**14.1%**
FY 24-25	14.3%
FY 23-24	13.0%
FY 22-23	12.3%

PAT (₹ Crores)

FY 25-26	**178**
FY 24-25	175
FY 23-24	132
FY 22-23	165

PAT Margin (%)

FY 25-26	**5.52%**
FY 24-25	5.31%
FY 23-24	4.53%
FY 22-23	6.85%

Net Worth (₹ Crores)

FY 25-26	**1,471**
FY 24-25	1,311
FY 23-24	1,146
FY 22-23	1,029

ROE (%)

FY 25-26	**12.1%**
FY 24-25	13.4%
FY 23-24	11.5%
FY 22-23	16.0%

Net Debt to Equity Ratio (Times)

FY 25-26	**0.76**
FY 24-25	0.89
FY 23-24	1.17
FY 22-23	0.95

Value Creation Model

Creating Value at Every Thread

INPUTS

FINANCIAL CAPITAL

- **Total Asset -** ₹ 2,915 Crore
- **Net Worth -** ₹ 1,471 Crore
- **Cumulative Capex -** ₹ 2,557 Crore

MANUFACTURED CAPITAL

2 Manufacturing Units

Total Production Capacity

- **Yarn -** 1,10,000 Tons
- **Knitted Fabric -** 11,000 Tons
- **Finished Woven Fabric -** 36 Mn Mtr.

INTELLECTUAL CAPITAL

- **Total R&D Spend** ₹ 7.84 Crore
- **8** R&D Units
- **172** Dedicated R&D Personnel

HUMAN CAPITAL

- **6693+** Employees
- **4%** Gender Diversity Ratio

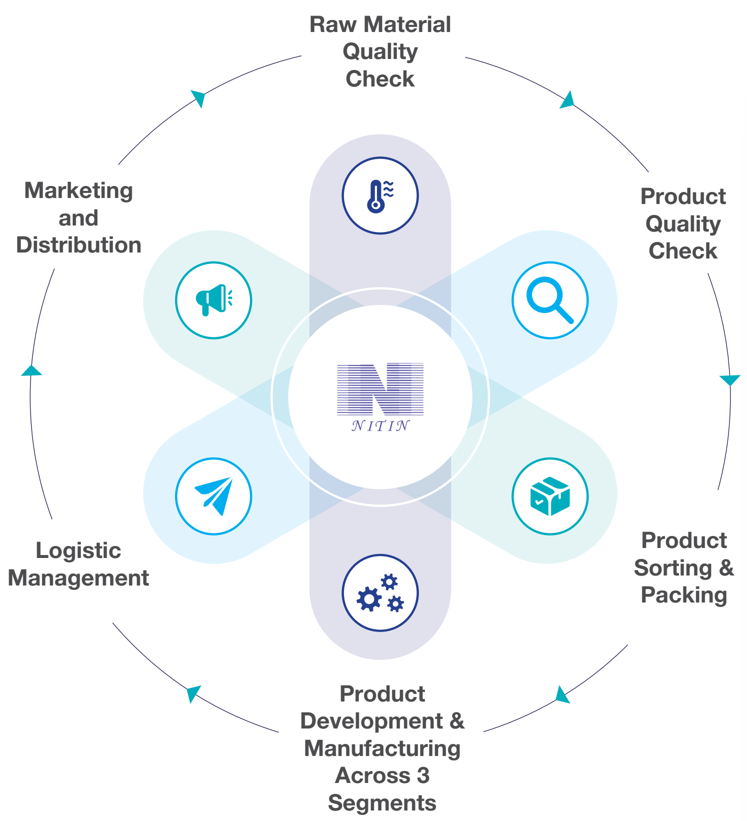
SOCIAL & RELATIONSHIP CAPITAL

- **₹3.92 Crores -** Total CSR Expenditure

NATURAL CAPITAL

- **~23.4 MW** Renewable Solar Power Capacity 18 MW Hybrid Power under Group Captive

OUR ECOSYSTEM

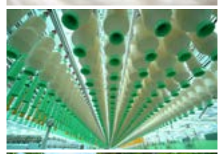


KEY ENABLERS


Integrated manufacturing from yarn to finished fabric


Sustainable Practices

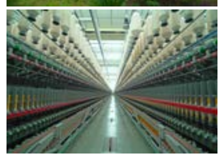

Advanced Infrastructure and automated production systems


Customer focused product development


Strong In-house R&D and design studio


Strategic Plant Location


Skilled and Stable Workforce


Prudent Capex Planning

END-USER INDUSTRIES

- Apparel
- Healthcare
- Protective Clothing
- Home Textiles
- Industrial Textiles
- Retail & Export House

OUTPUTS

FINANCIAL CAPITAL

- **Total Revenue -** ₹ 3,214 Crore
- **EBITDA -** ₹ 453 Crore
- **PAT -** ₹ 178 Crore

MANUFACTURED CAPITAL

98% Spinning & 90% Weaving Capacity Utilised

TOTAL ANNUAL PRODUCTION

- **Yarn -** 1,07,686 Tons
- **Knitted Fabric -** 4,603 Tons
- **Finished Woven Fabric -** 32.28 Mn Mtr.

TOTAL REVENUE GENERATED

- **Yarn -** ₹ 2,373 Crore
- **Fabric -** ₹ 676 Crore

HUMAN CAPITAL

- **0** Workplace Fatality
- **100%** Employees covered under Health / Personal accident Cover
- **100%** Training at Work place

SOCIAL & RELATIONSHIP CAPITAL

- Women Students, Higher Study aspirants, Rural Community, Sportsman

NATURAL CAPITAL

- **9%** consumption of renewable energy
- **100%** recycling of water
- **39%** use of sustainable fibres

OUR STAKEHOLDERS

- SHAREHOLDERS
- CUSTOMERS
- EMPLOYEES
- BUSINESS ASSOCIATES
- COMMUNITIES
- ENVIRONMENT

Raising the Standard - Our Culture of Operational Excellence

The pursuit of better is embedded in the way we work. Across our operations, we continue to refine, improve and build for the future.

At Nitin Spinners, the strength of our manufacturing operations lies in the integration of our textile value chain, supported by technology, process improvements and continuous product development. Our facilities at Bhilwara and Chittorgarh bring together spinning, knitting, weaving and finishing capabilities, enabling us to serve a diverse range of cotton and blended textile applications.

We continued to build on our strengths through a greater focus on value-added and specialised products, ongoing product development initiatives and the expansion of our finished fabrics portfolio. Growing demand from domestic and international brands, coupled with investments in modernisation, automation and resource-efficient manufacturing, further reinforced our competitiveness. Supported by disciplined capital allocation, efficient resource utilisation and robust quality control systems, we remain committed to delivering high-performance textile solutions while creating sustainable long-term value.

2 Manufacturing Units

Our Manufacturing Facilities

BHILWARA PLANT

1993 - Establishment Year

INSTALLED CAPACITY

- **3,17,904** Spindles
- **5,864** Rotors
- **77** Knitting Machines

PRODUCT LINES

Cotton & Blended Yarn	Knitted Fabrics
78,500 Tons Total Installed Capacity	**11,000 Tons** Total Installed Capacity

CHITTORGARH PLANT

2019 - Establishment Year

INSTALLED CAPACITY

- **1,16,928** Spindles
- **264** Airjet Spinning Positions
- **231** Airjet Weaving Machines with Fabric Dyeing & Finishing Facilities

PRODUCT LINES

Cotton & Blended Yarn	Finished Woven Fabrics
31,500 Tons Total Installed Capacity	**36 Mn Mtr.** Total Installed Capacity

Our Manufacturing Value Chain

RAW MATERIAL
(COTTON)

SPINNING
YARN MANUFACTURING

Open End Yarn Spinning

- Blow Room
- Carding
- Draw Frame
- Rotor Spinning

Ring Spinning

- Blow Room
- Foreign Particle Detector
- Carding
- Breaker Draw Frame
- Unilap
- Combers
- Finisher Draw Frame
- Speed Frames
- Ring Frames with Compact Attachments
- Core Lycra and Slub Attachments
- Auto Winders with Uster Quantam Clearers
- Gassing Attachments
- Yarn Conditioning
- TFO Twister
- Automatic Carton Packing
- Humidification and Air Conditioning

YARNS
COTTON & BLENDED YARNS

KNITTING
FABRIC FORMATION

- Circular Knitting Machines

WEAVING
FABRIC FORMATION

- Warping Machine
- Sizing Machine
- Automatic Drawing in
- Airjet Weaving Machines
- Dobby Attachment
- Sampling Looms

PROCESSING AND VALUE ADDITION
ENHANCING QUALITY. CREATING VALUE.

FABRIC PREPARATION

- Singeing
- Scouring and Bleaching (PTR)
- Mercerising

COLOURATION

- Dyeing Econtrol
- CPB
- Pad Steam Continuous Dyeing Range

PRINTING

- Rotary Screen Printing
- Automatic Color Kitchen
- Laser Engraver

FINISHING

- Finishing Stenter
- Peaching
- Sanforising

SUSTAINABILITY

- Auto Dispenser
- Zero Liquid Discharge (ETP)

Manufacturing Capex for Scale and Integration

As part of our long-term growth plans, we continued to invest in building a future-ready manufacturing platform through strategic capex initiatives focused on capacity expansion, deeper integration and enhanced value addition. These investments are aimed at strengthening production capabilities, supporting product diversification and improving long-term competitiveness across the textile value chain.

EXPANSION AREA	STRATEGIC OUTCOME
22,400 MTPA Spinning Capacity Expansion	Increased manufacturing scale and strengthened production capabilities
36 Mn Mtrs Weaving & Finishing Fabric Capacity Expansion	Enhanced downstream integration and fabric manufacturing capabilities
~60% Captive Consumption of Incremental Spinning Capacity	Greater value addition, improved operational efficiencies and stronger margin profile
Focus on Value-Added Products	Expanded product portfolio and enhanced market competitiveness

Our Commitment to Quality Management

Quality is embedded throughout Nitin Spinners' vertically integrated manufacturing process. To meet the requirements of global customers and support the growing demand for premium yarns and fabrics, we conduct rigorous testing of raw materials, monitor quality throughout production stages, and maintain advanced laboratory infrastructure at our manufacturing facilities.

OUR QUALITY MANAGEMENT PROCESS

WE SOURCE

We meticulously source top-quality raw materials.

- Top-quality cotton
- Manmade fibres

WE EVALUATE

We test every lot of raw materials against rigorous criteria before production.

- Cotton
- Polyester
- Dyes & chemicals
- Rigorous lot-wise testing before production

WE MONITOR

We oversee quality across our vertically integrated process.

- Quality oversight across all stages of production
- Quality monitoring of finished goods

WE SUPPORT

We are equipped with advanced laboratory facilities and testing infrastructure.

Production Units

- USTER testing equipment

Fabric Division

- Physical Laboratory - JamesHeal
- Pilot Process Plant - Mathis
- Spectrophotometer - Datacolor

WE DELIVER

We meet the stringent requirements of our global customers and support the growing demand for premium yarns and fabrics.

- Meeting global customer requirements
- Supporting demand for premium yarns and fabrics

R&D: Core of Our Excellence

At Nitin Spinners, research and development serves as a key enabler of product innovation, quality enhancement and customer responsiveness. Our R&D efforts are guided by continuous engagement with end customers, enabling us to better understand evolving application requirements and develop yarn blends tailored to specific end uses. This customer-centric approach supports the development of innovative products across the textile value chain while strengthening our ability to address diverse quality requirements.

KEY R&D INITIATIVES

Design & Sample Development

- Dedicated Design Studio for trend-aligned fabric sample development.
- Development of a diverse range of fabric samples.

Product Development Infrastructure

- Mathis Pilot Plant for product and sample development activities.
- Sample weaving & warping machines

Colour & Design Capabilities

- Printing Design Studio.
- Datacolor Spectrophotometers.
- Datacolor Colour Computers.
- Precise colour matching to customer specifications

ESG As a Way of Working

Responsibility is built into our decisions, our operations and the way we create value every day.

We believe that the success of our business today is closely linked to the wellbeing of the environment and the communities around us. Our sustainability efforts are focused on improving resource efficiency, increasing the use of cleaner energy sources, conserving natural resources and supporting the socio-economic development of the communities in which we operate. Through targeted investments and initiatives across our operations and CSR programmes, we continue to advance our commitment towards sustainable and inclusive growth.

Our ESG Pillars

ESG Snapshot

41.4 MW
Renewable Solar Power Capacity

100%
Water Recycled

₹ 3.92 Crores
CSR Expenditure

Protecting What Matters

Looking after the environment is not separate from the way we do business. It is a part of the responsibility that comes with growth.

At Nitin Spinners, environmental responsibility is an integral part of the way we operate and grow our business. We focus on developing production practices that balance operational performance with environmental considerations while complying with applicable environmental, health and safety regulations. Through a focused approach towards responsible resource management and continual improvement, we strive to minimise our environmental footprint and strengthen sustainability across our operations.

SUSTAINABLE MATERIALS

We are integrating environmentally responsible raw materials into our product portfolio to support sustainable textile manufacturing. Our approach emphasises the increased adoption of certified, organic and recycled fibres while promoting responsible sourcing practices across the value chain.

Key Initiatives

- Adoption of BCI-certified fibres
- Integration of organic fibres
- Inclusion of recycled fibres
- Focus on organic and sustainably sourced cotton

39%
Sustainable Fibres in Use

CLEAN ENERGY TRANSITION

We continue to increase the use of renewable energy across our operations while improving efficiency at our manufacturing facilities. Through investments in renewable energy and energy-saving technologies, we are reducing our environmental impact and supporting a more sustainable way of operating.

Key Initiatives

- Renewable solar power capacity of approximately 23.4 MW
- Investment in Wind/Solar Hybrid SPV 18 MW
- Installation of energy-efficient equipment
- Energy-saving measures, including Solar Power Plant Capex
- Expanding Renewable power portfolio by addition of about 45 mw Solar and 10 Mw Hybrid power Post expansion about 50-55% power consumption will be sourced from Renewable capacity

SUSTAINABILITY CAPEX FOR CLEAN ENERGY TRANSITION

INVESTMENT AREA	STRATEGIC OUTCOME
4.6 MW Renewable Solar Power Capacity Addition	Increased renewable energy utilisation and reduced dependence on conventional power sources
18 MW Wind-Solar Hybrid Power Purchase Agreement	Enhanced access to clean energy and improved energy security
Installation of Energy-Efficient Equipment & Energy-Saving Measures	Improved operational efficiency and optimised energy consumption across facilities

WATER STEWARDSHIP

We are committed to responsible water management through investments in advanced conservation, treatment and recycling infrastructure. Our initiatives are focused on reducing freshwater dependence, enhancing water reuse and promoting long-term resource sustainability across operations.

Key Initiatives

- Zero Liquid Discharge (ZLD) system
- Sewage water treatment plant
- Rainwater harvesting
- Reuse of treated water

The Human Side of Progress

The true value of growth lies not only in what it creates for a business, but also in what it makes possible for people.

At Nitin Spinners, we believe that growth is more meaningful when accompanied by positive change in the communities around us. Our CSR initiatives are guided by a commitment to strengthening communities, enhancing well-being and creating opportunities that contribute to long-term societal development. Through focused interventions and sustained engagement, we strive to create a positive and lasting impact, helping communities grow stronger and create value that extends beyond our business.

OUR CSR PILLARS

Enabling Access to Education

We are committed to expanding access to quality education by supporting infrastructure development and initiatives that create inclusive learning environments. Our efforts aim to strengthen educational opportunities and empower students through improved facilities and academic support.

Key Initiatives

- Construction of classrooms in schools
- Promotion of education for differently abled children through dedicated rooms in schools
- Contribution towards the construction of hostels for higher studies

Strengthening Community Infrastructure

We invest in community infrastructure that enhances the quality of life and supports the well-being of underserved populations. Through targeted interventions, we seek to create safer, more inclusive and accessible community spaces.

Key Initiatives

- Construction of a women's hostel in Bhilwara
- Building toilets under the Swachh Bharat Abhiyan
- Contribution for setting up old age home
- Contribution for Multipurpose community hall

Advancing Rural Development

We contribute to the development of essential rural infrastructure that supports connectivity, resource conservation and sustainable community growth. Our initiatives are focused on improving local living conditions while strengthening the long-term development of rural areas.

Key Initiatives

- Construction of roads in rural areas
- Development of drainage systems
- Creation of water harvesting systems

Promoting Health & Awareness

We support community well-being through initiatives that encourage preventive healthcare and greater health awareness. By facilitating access to health services and educational programmes, we aim to promote healthier and more informed communities.

Key Initiatives

- Organisation of free health check-up camps
- Conducting health awareness camps
- Contribution for medical equipment
- Contribution for seting up open Gym

Supporting Agricultural Progress

We remain committed to strengthening the agricultural ecosystem through research-led initiatives that encourage sustainable farming practices. Our efforts focus on advancing cotton development and supporting long-term agricultural sustainability.

Key Initiatives

- Continuous efforts towards cotton development and research

Strength Through Governance

The strength of a business is shaped not only by its capabilities but also by the principles that guide it.

We maintain high standards of governance through a framework built on transparency, accountability, ethical business practices and responsible decision-making. Through effective oversight, sound risk management and a continued focus on stakeholder interests, we strengthen the foundations of our business, support informed decision-making and create long-term value for all our stakeholders.

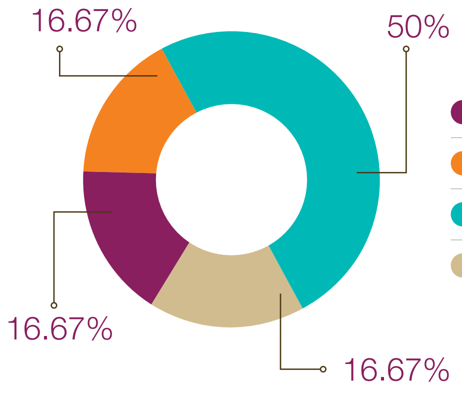
OUR POLICIES

- Archival Policy
- Dividend Distribution Policy
- Materiality of Information Policy
- Nomination Remuneration Policy
- Policy on Board Diversity
- Policy on Preservation of Documents
- Related Party Policy
- Risk Management Policy
- Stakeholder Engagement Policy
- Succession Policy
- Corporate Social Responsibility (CSR) Policy
- Customer Centricity Policy
- Human Rights Policy
- Policy on Sexual Harassment of Women at Workplace (POSH)
- Vigil Mechanism / Whistle Blower Policy
- Codes of Conduct

COMMITTEES OF THE BOARD

Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee
Corporate Social Responsibility (CSR) Committee	Risk Management Committee	

Composition of Board



Chairman and Managing Director	1
Managing Director	1
Independent Director	3
Executive Director	1

Board of Directors

Shri Dinesh Nolkha
Chairman & Managing Director

Shri Nitin Nolakha
Managing Director

Shri Rohit S. Mehta
Independent Director

Shri Rishabh Lodha
Independent Director

Smt Vibha Aren
Independent Director

Shri Pratyush Nolakha
Executive Director

Corporate Information

Board of Directors

Shri Dinesh Nolkha
Chairman & Managing Director

Shri Nitin Nolakha
Managing Director

Shri Rohit Swadheen Mehta
Independent Director

Shri R.C . Lodha
Independent Director

Smt. Vibha Aren
Independent Director

Shri Pratyush Nolakha
Executive Director

Key Executives

Shri Sandeep Garg
President & Chief Operating Officer

Shri P. Maheshwari
President & Chief Financial Officer

Shri Umesh Toshniwal
Joint President (Marketing)

Shri Anil Jain
Joint President

Shri Sudhir Garg
Vice President (Legal) & Company Secretary

Bankers

Punjab National Bank
State Bank of India
Bank of Baroda
Union Bank of India

Auditors

M/S Kalani & Co LLP
Chartered Accountants

Secretarial Auditor

M/S V.M. & Associates
Company Secretaries

Cost Auditors

Vivek Ladha & Associates

Registered Office

16-17 Km. Stone, Chittor Road,
Hamirgarh, Bhilwara - 311025
(Rajasthan)

CIN: L17111RJ1992PLC006987
Telephone: 01482 - 286110 - 113
Fax: 01482-286117
Email: nsl@nitinspinners.com

Website: www.nitinspinners.com

Works

16-17 Km. Stone, Chittor Road,
Hamirgarh, Distt Bhilwara - 311025
(Rajasthan)

Chittor - Kota N.H. 27, Village Bhanwaria kalan, Tehsil - Begun Distt Chittorgarh - 312023 (Rajasthan)

Recognised for What We Have Built

Honouring Our Pursuit of Excellence

Our pursuit of excellence has been recognised through prestigious awards and accolades across export performance, operational excellence, energy efficiency and sustainability. These recognitions reflect our consistent focus on quality, efficiency and responsible business practices, while reinforcing our commitment to delivering excellence across our operations.

Export Excellence by Texprocil

Gold Trophy for Highest Exports of Cotton Yarn (Counts 50s and below) – Category III (2022-23)

Gold Plaque for Highest Exports of Cotton Yarn (Counts 51s and above) – Category I (2021-22 &2022-23)

Gold Trophy for Highest Export Performance in Grey Fabrics – Category II (2020-21)

Multiple Silver and Bronze Trophies for export performance in Cotton Yarn and Grey Fabrics across various years

Silver Trophy for Second Highest Exports of Grey Yarns in the category of Cotton Yarns for the years 2023-24

State-Level Export Recognition

State Award for Excellence in Exports conferred by the Government of Rajasthan for the years 2007-08, 2010-11, 2013-14, 2016-17 and 2020-21

Operational Sustainability & Energy Efficiency

Rajasthan Energy Conservation Award – First Prize in Large Scale Spinning Category (2014-15, 2015-16, 2022)

Second Prize in Large Scale Spinning Category (2017-18, 2018-19, 2022-23)

Workforce & Safety Excellence

Gold Trophy for Highest Employment Generation (Overall) (2022-23& 2023-24)

Rajasthan Factory Safety Award (2022 and 2025)

OUR RECENT AWARDS

Texprocil Gold Trophy for Highest Employment Generation (Overall) for the year 2023-24

Texprocil Silver Trophy for Second Highest Export of Grey Yarns in category of Cotton Yarns for the year 2023-24

Rajasthan Energy Conservation Award - Second Prize for the year 2022-23 in Spinning Category

OUR CERTIFICATIONS

Statutory Report

Board's Report

To
The Members

Your Directors have pleasure to present the 34th Annual Report on the business and operations of your Company along with the Audited Financial Statements for the year ended 31st March, 2026.

FINANCIAL RESULTS

The Financial Results of the Company's performance for the year under review and those of the previous year are as follows:

(Rs. in Crores)

Particulars		Current Year 2025-26	Previous Year 2024-25
Revenue From Operations		3213.87	3305.65
Gross Profit Before Finance Cost, Depreciation & Exceptional item		457.75	475.02
Finance Cost		70.86	90.38
Profit before Depreciation, Exceptional items and Tax		386.89	384.64
Depreciation		148.13	147.70
Exceptional items		-	-
Profit before Taxation		238.76	236.94
Provision for Taxation	- Current Tax	59.37	54.97
	- Earlier Year	(1.03)	(1.00)
	- Deferred Tax	2.87	7.54
Profit after Tax		177.55	175.43
Other Comprehensive Income/(Loss) net of Income Tax		(1.15)	3.50
Total Comprehensive Income for the period		176.40	178.93
Earnings Per Share (Rs.)		31.58	31.20

OPERATIONAL PERFORMANCE

(i) REVENUE FROM OPERATIONS

The year under review was very challenging for the cotton textile industry in view of U.S. tariff uncertainties and sharp reduction in global cotton prices in first half resulting in subdued demand and further West Asia conflict in later half, which have disrupted supply chain and increase in cost of various inputs and logistic. However, in last quarter there was improvement in demand due to removal of tariff by USA and stability in cotton prices. In spite of all these challenges your Company has managed to achieve Revenue from Operations at Rs. 3213.87 Crores in the current year against Rs. 3305.65 Crores during the previous year. The revenue of Yarn during the current year was Rs. 2373.10 Crores against Rs 2402.00 Crores in the previous year and that of Fabric during the current year was Rs. 676.50 Crores against Rs. 730.19 Crores in the previous year. During the current year Fabric Sales was decreased by 7.35% mainly due to USA Tariff uncertainty.

(ii) EXPORTS

The Exports turnover of the Company was decreased by 5.81% from Rs. 2111.07 Crores in the previous year to Rs. 1988.43 Crores in the current year mainly due to reduced selling prices and tariff uncertainty. The Exports constituted 61.87% of the total revenue during the year.

(iii) PROFITABILITY

The Operating Profit (EBIDTA) of your Company is Rs. 457.75 Crores in the current year against Rs. 475.02 Crores in previous year. In percentage to revenue from operations, the Operating Profits (EBIDTA) is 14.24% in current year against 14.37% in the previous year. The Company has reported Net Profit of Rs. 177.55 Crores in the current year against Rs. 175.43 Crores in the previous year which was nearly at the same level of previous year. The Earning Per Share is Rs. 31.58 in the current year against Rs. 31.20 in the previous year.

DIVIDEND

Your Directors are pleased to recommend final Dividend of 30% i.e. Rs. 3.00 per Equity Share on the fully paid-up Equity Share of Rs. 10/- each for the financial year 2025-26, subject to approval of shareholders at the ensuing Annual General Meeting. Accordingly, total outflow towards dividend on Equity Shares for the year under review would be Rs. 16.86 crores. In terms of provisions of Income Tax Act, 2025, payment of Dividend shall be subject to deduction of Tax at source.

The Board continues to support a steady dividend policy and recommended dividend in accordance with the Dividend Distribution Policy of the Company which is available on website of the Company at https://nitinspinners.com/wp-content/uploads/2024/02/Dividend-Distribution-Policy.pdf

TRANSFER TO RESERVES

The Board of Directors has decided to retain the entire amount of profits for FY 2025-26 in the profit and loss account and no amount is proposed to be transferred to reserves.

EXPANSION PROJECTS

The implementation of expansion project at an estimated project cost of Rs. 1120 Crores for expansion of Spinning, Weaving Finishing facilities at Bhanwaria Kalan (Chittorgarh District) Plant & debottlenecking equipment at Hamirgarh Plant (Bhilwara District), is going on as per schedule. Further, the Company is also implementing renewable captive power projects at project cost of Rs. 230 Crores, which are also progressing as scheduled.

CORPORATE SOCIAL RESPONSIBILTY (CSR)

The Company's vision on CSR is that the Company being a responsible Corporate Citizen would continue to make a serious endeavor for improvement in quality of life and betterment of society through its CSR related initiatives in the local areas where it operates. The CSR policy is available at the website of the Company under the link https://nitinspinners.com/wp-content/uploads/2024/09/CSR-Policy.pdf

During the current year, the Company has incurred expenditure of Rs. 149.35 Lakhs on CSR activities. The Annual Report on CSR Activities pursuant to Section 135 of the Companies Act, 2013 read with Rule 8 of The Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as Annexure – I hereto and form part of this report.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sh. Pratyush Nolakha (DIN 10704970) Executive Director, retired by rotation & re-appointed at the 33rd Annual General Meeting held on 06.09.2025.

Further, Shri Dinesh Nolkha (DIN 00054658), Chairman & Managing Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. On recommendation of Nomination and Remuneration Committee, the Board recommends his re-appointment for consideration of members of the Company at the ensuing Annual General Meeting.

The tenure of appointment of Sh. Rohit Swadheen Mehta, Non-Executive Independent Director of the Company for first consecutive term of five years is expiring on 29th December, 2026. Based on his performance evaluation, knowledge and skill the Nomination and Remuneration Committee recommended for his re-appointment to Board of Directors and Board in its Meeting held on 08th August, 2026 has approved his re-appointment as Non-Executive Independent Director of the Company for second consecutive term of five years from 30th December, 2026 to 29th December, 2031 subject to the approval of shareholders through Special Resolution.

No other changes have taken place in composition of Board of Directors and Key Managerial Personnel of the Company during the year under review.

The Company has received declarations from all the Independent Directors under Section 149(7) of the Companies Act, 2013 (herein after referred as "the Act") and Regulations 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulations 16(1)(b) of the Listing Regulations. The Independent Directors have complied with the Code for Independent Directors prescribed under Schedule IV of the Act and the Listing Regulations. The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience (including proficiency) and expertise and they hold highest standards of integrity. Further, Independent Directors fulfill the conditions of appointment as specified in the Listing Regulations and in the Act and are Independent of the Management. The names of Independent Directors are included in Independent Director's data bank maintained with the Indian Institute of Corporate Affairs ('IICA') in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and also passed the online proficiency test conducted by the Indian Institute of Corporate Affairs, wherever required.

None of the Directors are disqualified for being appointed as Director as specified in Section 164(1) & (2) of the Act and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and disqualified or debarred from being appointed or continuing as Director of the Company by virtue of any SEBI order or any other authority.

All the Directors, Key Managerial Personnel and Senior Management Personnel have confirmed compliance of "Code of Conduct for Directors and Senior Management Personnel". A declaration by the Managing Director in this regard is enclosed to this Report.

AUDITORS

STATUTORY AUDITORS

M/s Kalani & Co LLP, Chartered Accountants (Firm Registration No. 000722C/C400390) were re-appointed as Statutory Auditors at the 30th Annual General Meeting held on 15th September, 2022 for second term of consecutive five years from conclusion of 30th Annual General Meeting till the conclusion of 35th Annual General Meeting to be held in the calendar year 2027. Accordingly, they have conducted Statutory Audit for the F.Y. 2025-26 and shall continue to be Statutory Auditors of the Company for the Financial Year 2026-27 as they have confirmed their eligibility to continue as Statutory Auditors of the Company for the F.Y. 2026-27 under section 141 of the Act and rules framed there under.

The Audit Report on the Financial Statements for the Financial Year ended on 31st March, 2026, issued by M/s Kalani & Co LLP, Chartered Accountants, is unmodified and do not contain any qualifications, reservations or adverse remarks. The information referred in Auditor's Report are self-explanatory and hence do not require any further clarification.

SECRETARIAL AUDITORS

Pursuant to provisions of section 204 of the Act and Regulation 24A of the Listing Regulations, the members of the Company at the 33rd Annual General Meeting have appointed M/s V. M. & Associates, Company Secretaries (Firm Registration No. P1984RJ039200) (Peer Review Certificate No. 5447/2024) as Secretarial Auditors of the Company for first term of consecutive five years commencing from the Financial Year 2025-26 to Financial Year 2029-30 and they shall continue to be Secretarial Auditors of the Company for the Financial Year 2026-27 as they have confirmed their eligibility to continue as Secretarial Auditors of the Company for the F.Y. 2026-27.

Accordingly, they have conducted Secretarial Audit for the Financial Year 2025-26 and Secretarial Audit Report in Form MR-3 is enclosed herewith. Pursuant to provisions of Regulation 24A of Listing Regulations the Secretarial Auditors have also issued Annual Secretarial Compliance Report for the F.Y. 2025-26. Both the reports do not contain any qualification, reservation or adverse remark.

COST RECORDS AND COST AUDITORS

The Company is required to maintain cost records, as specified by the Central Government, in terms of Section 148(1) of the Act and the rules framed there under, accordingly, the Company has maintained such cost records.

The Board of Directors, on recommendation of Audit Committee, has appointed M/s. Vivek Laddha & Associates, Cost Accountants (Firm Registration No. 103465) to conduct Cost Audit of the Cost Records maintained by the Company for the Financial Year 2025-26. Accordingly, they have conducted Cost Audit for the Financial Year 2025-26 and their report does not contain any qualification, reservation or adverse remark.

Pursuant to Section 148 of the Act, the Board of Directors, on recommendation of Audit Committee, at their Meeting held on 08.05.2026 have re-appointed M/s. Vivek Laddha & Associates, Cost Accountants (Firm Registration No. 103465) as Cost Auditors to conduct Cost Audit of the Cost Records of the Company for the Financial Year 2026-2027. They have given their consent and confirmed their eligibility for the said re-appointment. The remuneration of Cost Auditors is proposed to be ratified by the Shareholders at the ensuing Annual General Meeting.

INTERNAL AUDIT

Pursuant to the provisions of Section 138 of the Act read the Companies (Accounts) Rules, 2014, M/s K.G. Somani & Co. LLP, Chartered Accountants, New Delhi (Regd. No. 006591N/ N500377) have been appointed as Internal Auditors of the Company and they have conducted Internal Audit of the Company for the F.Y. 2025-26.

Their scope of work inter-alia includes review of operational efficiency, effectiveness of systems & processes, compliances and assessing the internal control strengths in all areas. Internal Auditors findings are discussed and suitable corrective actions are taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, Statutory Auditors, Cost Auditors, Internal Auditors and Secretarial Auditors of the Company have not reported any instances of frauds committed in the Company by its officers or employees under Section 143(12) of the Act.

CORPORATE GOVERNANCE

The Company is committed to maintain the high standards of Corporate Governance and adhere to the requirements set out in the Act and Listing Regulations. Pursuant to regulation 34(3) of the Listing Regulations, the Reports on Corporate Governance and Management Discussions & Analysis have been incorporated in the Annual Report and form an integral part of the Board's Report. A Certificate from Statutory Auditors confirming compliance to conditions of Corporate Governance as stipulated under Listing Regulations forms part of this Annual Report.

AWARDS AND RECOGNITION

Your Company has been conferred with the following awards and recognition during the year under review: -

(A) The Cotton Textiles Export Promotion Council (TEXPROCIL) has conferred following awards to the Company for the year 2023-24:-

- a) **Gold Trophy** for Highest Employment Generation
- b) **Silver Trophy** for the second highest Exports of Grey Yarns

(B) Safety Award by Government of Rajasthan: First position for safety, health & welfare of workers in the category of Large Industries in the State of Rajasthan for the year 2025.

(C) Rajasthan Energy Conservation Award: Second Prize for efforts in Energy Conservation for the year 2022-23 in category of Textiles (Spinning)

HUMAN RESOURCE DEVELOPMENT

Industrial relations continued to be cordial during the period under review. Your Company firmly believes that a dedicated work force constitutes the primary source of sustainable competitive advantage. Accordingly, human resource development received focused attention. The Company has in house skill training center and imparts on the job training to its manpower on continuous basis.

Your Directors wish to place on record their appreciation for the dedicated services rendered by the work force during the year under review.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Your Directors inform the members that the Company continuously looks out for energy conservation measures in all areas of operations across its both the Units. Similarly, your Company endeavors to lookout for up-gradation and absorption of technology. Your Company also spends continuously on research and development. Your Directors are glad to inform the members that your Company is a net foreign exchange earner. The relevant details as required to be disclosed with respect to Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo pursuant to Section 134(3)(m) of the Act read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 are given in Annexure – II and forms integral part of this Report.

NUMBER OF BOARD MEETINGS

During the year 2025-26, the Board of Directors met four times on 13.05.2025, 05.08.2025, 04.11.2025 and 31.01.2026. The details of number of Board Meetings and the attendance of the Directors are provided in the Corporate Governance Report forming part of the Board's Report. The frequency and intervening gap between the meetings was within the period prescribed under the Act, Listing Regulations and Secretarial Standards-1 issued by the Institute of Company Secretaries of India (ICSI).

COMMITTEES

The Company has constituted Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee. The details of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee are given in the Corporate Governance Report and that of Corporate Social Responsibility Committee are given in Annual Report on CSR Activities which are integral part of the Board's Report. All the recommendations of the Audit Committee were accepted by the Board. No employee was denied access to the Chairperson of Audit Committee.

RELATED PARTY TRANSACTIONS

The details of Related Party Transactions entered during the Financial Year are provided in note no. 35 of financial statements. All the related party transactions entered during the year are entered on arm's length basis and in the ordinary course of business. During the period under review, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the Policy on Materiality of and Dealing with Related Party Transactions. The Company has complied with all the applicable provisions of the Act and Listing Regulations in this regard. There were no transactions requiring disclosure under Section 134(3)(h) of the Act. Hence, the prescribed Form AOC–2 does not form a part of this Annual Report.

The Policy on Related Party transactions is available at the website of the Company under the link https://nitinspinners.com/wp-content/uploads/2024/12/Related-Party-Transaction-Policy.pdf.pdf

LOANS, GUARANTEES OR INVESTMENTS

During the year under review, the Company has not given any Loan, Guarantee or provided security in connection with a loan and details of Investments made under Section 186 of the Act are given at Note No. 5 of the Financial Statements.

PUBLIC DEPOSITS

During the period under review, your Company has not accepted any public deposit within the meaning of provisions of section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 and there is no outstanding deposit due for re-payment. Further, no amount has been borrowed from the Directors of the Company.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

In pursuance of Section 177 (9) of the Act and the regulation 22 of the Listing Regulations and with the objective of pursuing the business in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior and to encourage and protect the employees who wish to raise and report their genuine concerns about any unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct, the Company has adopted a Whistle Blower Policy. The policy has been disclosed on the website of the Company under the link https://nitinspinners.com/wp-content/uploads/2024/09/Vigil-Mechanism-Whistle-Blower-Policy.pdf

During the year under review, there was no instance of fraud and no whistle blower event was reported.

NOMINATION, REMUNERATION & EVALUATION POLICY AND EVALUATION

Pursuant to provisions of Section 178 of the Act and Regulation 19 read with Schedule II Part D of the Listing Regulations the Board of Directors have approved Nomination, Remuneration & Evaluation Policy inter-alia containing the criteria for appointment, remuneration & evaluation of the Directors, Key Managerial Personnel & Senior Management Personnel. During the year, the Nomination and Remuneration Committee reviewed the performance of Individual Directors. The Board reviewed the performance of Individual Directors, Committees and Board itself and expressed its satisfaction on the same. The Independent Directors in their separate meeting have reviewed the performance of non-independent directors, Chairperson and Board as a whole along with review of quality, quantity and timeliness of flow of information between Board and management and expressed their satisfaction over the same. The manner in which evaluation has been carried out is explained in the Corporate Governance Report which is integral part of this report. The Nomination, Remuneration & Evaluation Policy is available under the link https://nitinspinners.com/wp-content/uploads/2024/09/Nomination-Remuneration-and-Evaluation-Policy.pdf During the year no amendment was made in the Policy.

In terms of provisions of section 178(4) of the Act the Salient features of the Policy are given in Corporate Governance Report which is integral part of the Annual Report.

RISK MANAGEMENT POLICY

The Company has adopted a Risk Management Policy with the objective of ensuring sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. The detailed Risk Management framework has been provided in the Management Discussion and Analysis Report of the Company which is integral part of the Annual Report. The Policy is available under the link https://nitinspinners.com/wp-content/uploads/2024/09/Risk-Management-Policy.pdf

PARTICULARS OF EMPLOYEES & ANALYSIS OF REMUNERATION

The information about employees and analysis of remuneration as required under Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are enclosed as Annexure - III

ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2026 is available on the Company's website under the link https://nitinspinners.com/wp-content/uploads/2026/07/Annual-Return-MGT-7-2025-26.pdf

INTERNAL FINANCIAL CONTROL

The Company has laid down Internal Financial Controls that include a risk-based framework to ensure orderly and efficient conduct of its business, safeguarding of its assets, accuracy and completeness of the accounting records and assurance on reliability of financial information. The Company maintains adequate and effective internal control systems commensurate with its size and complexity. An independent internal audit function is an important element of the Company's internal control systems. This is executed through an extensive internal audit programme and periodic review by the management and the Audit Committee.

The Audit Committee has satisfied itself on the adequacy and effectiveness of the internal financial control systems laid down by the management. The Statutory Auditors have confirmed the adequacy of the internal financial control systems over financial reporting.

Further, details of internal control systems are given in the Management Discussion and Analysis which forms part of this Annual Report.

COMPLIANCE WITH THE PROVISIONS OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has in place a Policy on sexual harassment of women at workplace and constituted an internal complaints committee to redress complaints regarding sexual harassment of women at workplace. The committee has informed following status of complaints during the year:-

(a) Number of complaints of sexual harassment received during the year : Nil

(b) Number of complaints disposed-off during the year : Nil

(c) Number of complaints pending for more than 90 days : Nil

(d) Number of complaints pending at the end of the year : Nil

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Pursuant to Regulation 34(2)(f) of the Listing Regulations the Business Responsibility and Sustainability Report for the financial year ended 31st March, 2026 is attached herewith and forms part of the report.

OTHER DISCLOSURES

There are no material changes and commitments affecting the financial position of the Company which has occurred between the end of the financial year and the date of the report.

There is no change in the nature of business of the Company during the year under review.

The Company has complied with all the applicable Secretarial standards issued by the Institute of Company Secretaries of India.

The Company does not have any subsidiary, joint venture & associate company.

No significant and material order has been passed during the year by the regulators or courts or tribunals which can impact the going concern status and Company's operations in future.

No unclaimed dividend or shares are overdue for transfer to Investor Education & Protection Fund (IEPF) in terms of provisions of the Act. The year wise details of Unclaimed/Unpaid Dividend are available at the website of the Company under link https://nitinspinners.com/investor-relations/company-announcements/unclaimed-dividends/

The authorized share capital of the Company is Rs. 60 Crores. The issued, subscribed and paid-up Equity Share Capital as on March 31, 2026 was Rs. 56.22 crore and there was no change in the Share Capital of the Company during the Financial Year 2025-26.

The detail of Credit Rating and Familiarization Programs has been given in Corporate Governance Report which is integral part of the Board's Report.

No application is made and no proceeding is pending against the Company under the Insolvency and Bankruptcy Code, 2016 (IBC Code) and there is no instance of one-time settlement of the Company with any bank or financial institution.

The Company is compliant with the provisions of Maternity Benefits under Code on Social Security, 2020.

Certain disclosures are common under Companies Act, 2013 and Listing Regulations and the same are disclosed in the Corporate Governance Report forming part of this Report.

The disclosures other than made above are either nil or not applicable on the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to sub-section 3 (c) of Section 134 of the Companies Act, 2013, the Board of Directors of the Company hereby state and confirm that:

(i) in the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;

(iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities,

(iv) they have prepared the Annual Accounts on a going concern basis;

(v) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

(vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

Your Directors take this opportunity to thank all stakeholders including Members, Bankers, Business Partners/Associates, Central and State Governments for their consistent support and co-operation extended to the Company and for trust reposed on us. We also acknowledge the significant contribution made by the employees by their dedication and hard work. We look forward to have the same support in our endeavor to help the Company to achieve new heights.

For and on Behalf of the Board of Directors

	Dinesh Nolkha	**Nitin Nolakha**
Place : Hamirgarh, Bhilwara	Chairman & Managing Director	Managing Director
Date : 08th August, 2026	(DIN – 00054658)	(DIN – 00054707)

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

Annexure - I

Annual Report on CSR Activities

1. Brief outline on CSR Policy of the Company:

CSR is strongly connected with the principles of sustainability; an organization should make decisions based not only on financial factors but also on the social and environmental consequences. Hence, it is core responsibility of the Company to practice its corporate values through its commitment to grow in a socially and environmentally responsible way, while meeting interests of stakeholders. The Company recognizes that its business activities have wide impact on the societies in which it operates, and therefore an effective practice is required giving due consideration to the interests of its stakeholders including shareholders, customers, employees, suppliers, business partners, local communities and other organizations. The company constantly strives to ensure strong corporate culture which emphasizes on integrating CSR values with business objectives.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Sh. Dinesh Nolkha	Chairman - Executive Director	1	1
2.	Sh. Nitin Nolakha	Member- Executive Director	1	1
3.	Sh. Rohit Swadheen Mehta	Member - Independent Director	1	1

3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

Composition of CSR Committee - https://nitinspinners.com/investor-relations/company-information/committee-of-directors

CSR Policy - https://nitinspinners.com/wp-content/uploads/2024/09/CSR-Policy.pdf

CSR Projects - https://nitinspinners.com/csr-environment

4. Provide the executive summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule(3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable. Not Applicable

(a) **Average net profit of the company as per section 135(5)** - Rs. 19645.12 Lakhs

(b) **Two per cent of average net profit of the company As per section 135(5)** - Rs. 392.90 Lakhs

(c) **Surplus arising out of the CSR projects or programmes or Activities of the previous financial years.** - Rs. 16.98 Lakhs

(d) **Amount required to be set off for the financial year, if any** - Nil

(e) **Total CSR obligation for the financial year [(b)+(c)-(d)]** - Rs. 409.88 Lakhs

5. (a) **Amount spent on CSR Projects**

Ongoing Project - Rs. 4.60 Lakhs

Other than Ongoing Project - Rs. 144.75 Lakhs

(b) **Amount spent in Administrative Overheads** - Nil

(c) **Amount spent on Impact Assessment, if applicable** - N.A.

(d) **Total amount spent for Financial Year [(a)+(b)+(c)]** - Rs. 149.35 Lakhs

(e) **CSR amount spent or unspent for the Financial Year :**

Total Amount Spent for the Financial Year. (Rs. in Lakhs)	Amount Unspent (Rs. in Lakhs) – 260.53				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second provision to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
Rs. 149.35	243.55*	28.04.2026	Not Applicable		

- The total unspent CSR amount of Rs. 260.53 lakhs include Rs. 16.98 lakhs representing surplus arising out of CSR projects of previous financial years which was already lying in the designated bank account i.e Nitin Spinners Limited –Unspent CSR Account 2024-25 and remained unutilized during the current financial year. Accordingly, the fresh amount required to be transferred during the year under section 135(6) was Rs. 243.55 lakhs

(f) Excess amount for set off, if any -

S.No.	Particulars	Amount (Rs. In Lakhs)
(I)	Two percent of average net profit of the company as per section 135(5)	392.90
(II)	Total amount spent for the Financial Year	149.35
(III)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(IV)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	16.98
(V)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

7. Details of Unspent CSR amount for the preceding three financial years :

Sl No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under sub section (6) of section 135 (in Rs.)	Balance amount in Unspent CSR Account under sub section (6) of section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs.)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs.)	Deficiency, if any
					Amount (in Rs)	Date of Transfer		
1.	2023-24	28490441.00	19505441.00	Nil	Nil	N.A	19505441.00	Nil
2.	2024-25	30023900.00	30023900.00	Nil	Nil	N.A	30023900.00	Nil

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year :

Yes [ ] No [√]

If, Yes, enter the number of Capital assets acquired

9. Specify the reason (s), if the company has failed to spend two percent of the average net profit as per section 135(5) –The Company has undertaken ongoing project for construction of School and therefore unspent amount of Rs. 243.55 Lakhs have been transferred to "Nitin Spinners Limited –Unspent CSR Account 2025-26". There was no amount remaining unspent in respect of CSR for the F.Y. 2025-26, other than ongoing project.

For and on Behalf of the Board of Directors

Dinesh Nolkha
(Chairman & Managing Director and Chairman of CSR Committee)
DIN – 00054658

Nitin Nolakha
(Managing Director & Member of CSR Committee)
DIN – 00054707

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

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

Annexure-II

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information pursuant to Rule 8 (3) of the Companies (Accounts) Rules, 2014 under Section 134 (3) of the Companies Act, 2013 and forming part of Board's Report for the year ended 31st March, 2026.

A. Conservation of Energy

(i) The steps taken or impact on Conservation of Energy - The Company gives high priority for conservation of energy in all fields. The Company has taken following measures for energy savings in the previous year:

a) Replacement of Spindles in TFO Machines.

b) Installation of Inverters on SA & RA Fan of Ring frames, TFOs, Link Corner Machines.

(ii) Steps taken by the Company for utilizing alternate sources of energy -

a) Installation of additional 4.60 MW Roof Top Solar Power Plant at Hamirgarh unit during the year taking total roof top Solar Power Plant capacity of the Company to 23.40 MW at both the plants.

b) Signed power purchase agreement for purchase of 28 MW of hybrid power under group captive mechanism. Out of which 18 MW Hybrid power project started partial power supply during F.Y. 2025-26. Remaining 10 MW power supply will commence in the F.Y. 2026-27.

c) Installation of 33 MW Solar Power Plant under open access is under installation at Chamu, district Jodhpur. Further Roof top capacity of approx. 12 MW is under implementation at Begun Plant.

d) After completion of all the above initiatives, the renewable power consumption will be more that 50% of increased power consumption post completion of expansion projects.

(iii) Capital Investments on energy conservation equipments

During the year expenditure on energy conservation equipment is approx. Rs. 180.00 lakhs.

B. Technology Absorption

(1) The efforts made towards technology absorption :-

The technology is being used for development of new products and for improvement in the production process and quality of products.

(2) Benefits derived like product improvement, cost reduction, product development or import substitute:-

The Company has been continuously improving the quality of its existing products at reduced cost and developed new products from time to time.

(3) No technology has been imported during the last three years. Hence, other disclosures are not applicable.

(4) Expenditure incurred on Research and Development during the year is as follows :

[Rs. In Lakhs]

Particulars	Current Year	Previous Year
(a) Capital	-	-
(b) Recurring	784.16	710.23
Total (a+b)	**784.16**	**710.23**
% to total turnover	**0.24%**	**0.21%**

C. Foreign Exchange Earnings and Outgo

[Rs. In Lakhs]

Particulars	Current Year	Previous Year
(a) Earnings (Exports on FOB Value)	18715.13	197741.94
(b) Outgo - Capital Goods	214.29	152.65
Recurring :-		
Components, Spares Parts	1432.78	1764.20
Raw Materials	47078.61	33710.05
Sales Commission, Overseas Freight & Others	2913.26	3605.86
Travelling	7.50	7.03

For and on Behalf of the Board of Directors

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

Dinesh Nolkha
Chairman & Managing Director
(DIN – 00054658)

Nitin Nolakha
Managing Director
(DIN – 00054707)

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

Annexure - III

Statement of Particulars of Employees pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Details of Top Ten Employees in terms of Remuneration drawn

Name of Employee	Designation	Remuneration (Rs. Lakhs)	Qualifications	Experience Years	Date of Commencement of employment	Whether Permanent/ Contractual	Age Years	Last Employment
Sh. Dinesh Nolkha	Chairman & Managing Director	324.21	FCA, FCMA	31	01.01.1996	Contractual	55	-
Sh. Nitin Nolakha	Managing Director	304.49	B.Com., MBA	26	01.10.1998	Contractual	50	-
Sh. Sandeep Kumar	President & COO (Production)	72.45	B. Tech	34	01.04.2007	Permanent	55	ST Cotex
Sh. Umesh Toshniwal	Jt. President (Mktg.)	56.49	B. Com	32	01.04.1993	Permanent	54	-
Sh. Ramesh Chand Mishra	Vice President (Processing)	53.73	M. Tech	39	01.11.2021	Permanent	62	Morarjee Textiles
Sh. Purushottam Maheshwari	President & CFO (Finance)	53.72	B.Com, FCA	41	01.08.2006	Permanent	64	BSL Ltd.
Sh. Anil Kumar Jain	Jt. President (Commercial)	51.53	B.Sc, CMA, CS	36	03.03.2018	Permanent	60	Sutlej Textiles
Sh. Inderjeet Singh	Vice President (Spinning)	41.11	B. Tech. (Tex.)	29	29.06.2018	Permanent	53	Welspun India
Sh. Vivek Tripathi	Vice President (Technical)	40.56	M. Tech. (Tex.)	27	09.01.2010	Permanent	51	Nahar Fibres
Sh. Ram Ji Shah	G M (Finish Fabric)	40.47	Diploma in Textile Chemistry	26	03.11.2023	Permanent	46	Bombay Rayon

Sh. Dinesh Nolkha and Sh. Nitin Nolakha are related to each other and none of the other employees as mentioned above are related to any Director or manager of the Company.

Notes:

1. None of the employees of the Company are covered under Rule 5 (2) (iii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as none of the employee is in receipt of remuneration in excess of remuneration drawn by Managing Director & Whole Time Directors and holding whether by himself or along with his spouse and dependent children, equal to or more than 2% of the paid-up capital of the Company.

2. Except as mentioned above, none of the person was employed for the full year and was in receipt of remuneration of Rs. 102.00 Lakhs or more per annum and employed for part of the year and was in receipt of remuneration aggregating to Rs. 8.50 Lakhs or more per month.

Analysis of Managerial Remuneration

Pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the statistical analysis of the remuneration paid to Directors and Key Managerial Personnel (KMP) as against other employees of the company and with respect to the performance of the company (PAT) is given below:-

1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2025-26 :-

Name of Directors	Ratio
Executive Directors :-	
Sh. Dinesh Nolkha, Chairman & Managing Director	124.24:1
Sh. Nitin Nolakha, Managing Director	116.68:1
Sh. Pratyush Nolakha, Executive Director	11.33:1
Non Executive Independent Directors :-	
Sh. Rishabh Chand Lodha	1.53:1
Sh. Rohit Swadheen Mehta	1.44:1
Smt. Vibha Aren	1.05:1

Non-Executive Independent Directors are being paid Sitting Fees only.

2. The percentage increase/(Decrease) in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2025-26:-

Name of Directors & KMP	% increase/(Decrease) in remuneration
Executive Directors :-	
Sh. Dinesh Nolkha, Chairman & Managing Director	2.71
Sh. Nitin Nolakha, Managing Director	2.13
Sh. Pratyush Nolakha	13.62
Non Executive Independent Directors :-	
Sh. Rishabh Chand Lodha	33.33
Sh. Rohit Swadheen Mehta	-
Smt. Vibha Aren	22.22
CFO & Company Secretary :-	
Sh. P. Maheshwari, Chief Financial Officer	9.81
Sh. Sudhir Garg, Company Secretary & VP (Legal)	12.50

3. The percentage increase in the median remuneration of employees in the financial year 2025-26 :- 2.96

4. The number of permanent employees on the rolls of company:- 6693

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration :-

   Average % increase in the salaries of employees other than Managerial Personnel: - 6.92

   Average % increase/(Decrease) in the Salary of the Managerial Personnel :- 3.96

6. The Company affirms that the remuneration paid to Directors and employees are as per the remuneration policy of the company.

For and on Behalf of the Board of Directors

Dinesh Nolkha
Chairman & Managing Director
(DIN – 00054658)

Nitin Nolakha
Managing Director
(DIN – 00054707)

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

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

Form No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED March 31, 2026
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of
the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Nitin Spinners Limited
16-17 K. M. Stone, Chittor Road, Hamirgarh
Bhilwara – 311001 (Rajasthan)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Nitin Spinners Limited (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 (‘Audit Period’) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026 according to the provisions of:

(i) The Companies Act, 2013 (‘the Act’) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the Audit Period);**

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not applicable to the Company during the Audit Period);**

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not applicable to the Company during the Audit Period);**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client **(repealed w.e.f. December 16, 2025);**

(g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Act and dealing with client **(notified on December 16, 2025);**

(h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during the Audit Period);**

(i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the Audit Period);**

(j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and

(k) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

(vi) As confirmed by the management, there are no sector specific laws that are applicable specifically to the company.

We have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards issued by The Institute of Company Secretaries of India;

ii. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Ltd.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has duly passed the resolution under Section 180(1)(c) and Section 180(1)(a) of the Act, read with its applicable rules, as amended to authorize the Board of Directors to borrow money in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company, but not exceeding a sum of Rs. 3,000/- Crores (Rupees Three Thousand Crores Only) and to create mortgage and /or charge on assets of the Company to secure the aforesaid borrowing.

Place: Jaipur
Date: May 08, 2026
UDIN: F003355H000308671

For **V. M. & Associates**
Company Secretaries
(ICSI Unique Code P1984RJ039200)
PR 5447 / 2024

CS Manoj Maheshwari
Partner
Membership No.: FCS 3355
C P No.: 1971

Note: This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

Annexure A

To,
The Members,
Nitin Spinners Limited
16-17 K. M. Stone, Chittor Road, Hamirgarh
Bhilwara – 311001 (Rajasthan)

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Jaipur
Date: May 08, 2026
UDIN: F003355H000308671

For **V. M. & Associates**
Company Secretaries
ICSI Unique Code P1984RJ039200)
PR 5447 / 2024

CS Manoj Maheshwari
Partner
Membership No.: FCS 3355
C P No.: 1971

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Nitin Spinners Limited
16-17 K. M. Stone, Chittor Road, Hamirgarh
Bhilwara – 311001 (Rajasthan)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Nitin Spinners Limited** having **CIN: L17111RJ1992PLC006987** and having registered office at **16-17 K. M. Stone, Chittor Road, Hamirgarh, Bhilwara – 311001 (Rajasthan)** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C clause 10 sub clause (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Directors	DIN
1.	Mr. Dinesh Nolkha	00054658
2.	Mr. Nitin Nolakha	00054707
3.	Mr. Rohit Swadheen Mehta	09449679
4.	Mr. Rishabh Chand Lodha	07177605
5.	Ms. Vibha Aren	07028020
6.	Mr. Pratyush Nolakha	10704970

Ensuring the eligibility of, for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Jaipur
Date: May 08, 2026
UDIN: F003355H000308761

For **V. M. & Associates**
Company Secretaries
(ICSI Unique Code P1984RJ039200)
PR 5447 / 2024

CS Manoj Maheshwari
Partner
Membership No.: FCS 3355
C P No.: 1971

Secretarial Compliance Report

of

Nitin Spinners Limited

For the year ended March 31, 2026

We **M/s V. M. & Associates, Company Secretaries** have examined:

(a) all the documents and records made available to us and explanation provided by Nitin Spinners Limited ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2026 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations");

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the listed entity during the Review Period)**;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the listed entity during the Review Period**);

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB") (**Not applicable to the listed entity during the Review Period)**;

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the listed entity during the Review Period)**;

(g) Securities and Exchange Board of India (**Prohibition of Insider Trading**) Regulations, 2015;

(h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(repealed w.e.f. December 16, 2025);**

(i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Act and dealing with client (**notified on December 16, 2025);and**

(j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder;

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable, as there being no observation in previous reports;**

(c) We hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/Remarks by PCS
1.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	---

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/Remarks by PCS
2.	**Adoption and timely updation of the Policies:** (a) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities; (b) All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI.	Yes	---
3.	**Maintenance and disclosures on Website:** (a) The Listed entity is maintaining a functional website; (b) Timely dissemination of the documents/ information under a separate section on the website; (c) Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	Yes	---
4.	**Disqualification of Director(s):** None of the Directors of the listed entity are disqualified under Section 164 of Companies Act, 2013.	Yes	---
5.	**Details related to Subsidiaries of listed entities:** (a) Identification of material subsidiary companies; (b) Requirements with respect to disclosure of material as well as other subsidiaries.	NA	The Listed Entity does not have any subsidiary
6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the LODR Regulations.	Yes	---
7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	---
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions;	Yes	---
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee.	N.A.	The Listed Entity has obtained the prior approval of Audit Committee for all Related Party transactions
9.	**Disclosure of events or information**: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the LODR Regulations within the time limits prescribed thereunder.	Yes	---
10.	**Prohibition of Insider Trading**: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	---
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	NA	There was no action taken either by SEBI or Stock Exchanges

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/Remarks by PCS
12.	**Resignation of statutory auditors from the listed entity or its material subsidiaries:** In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There was no resignation of statutory auditors in the Listed entity during the review period. Further the Listed Entity does not have any material subsidiary.
13.	**Disclosure of Employee Benefit Scheme Documents:** The Listed Entity has complied with SEBI Master Circular HO/49/14/14(7)2025CFD-POD2/I/3762/2026 dated January 30, 2026 for disclosure of Employee Benefit Scheme Documents on its website in terms of Regulation 46(2)(za) of LODR Regulations	NA	The Company has not formulated any Employee Benefit Scheme under the provisions of SEBI SBEB
14.	**No additional non-compliances observed:** No additional non-compliance observed for any of the SEBI regulation/ circular/guidance note etc. except as reported above	NA	There was no non-compliance observed in the listed entity

Assumptions & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the LODR Regulations and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Jaipur
Date: May 08, 2026
UDIN: F003355H000308803

For **V. M. & Associates**
Company Secretaries
(ICSI Unique Code P1984RJ039200)
PR 5447 / 2024

CS Manoj Maheshwari
Partner
Membership No.: FCS 3355
C P No.: 1971

Business Responsibility

About the Report

This Business Responsibility and Sustainability Report (BRSR) present Nitin Spinners Limited's environmental, social, and governance (ESG) performance for the reporting year, in alignment with the latest SEBI BRSR framework and guidelines. The report details the company's approach, policies, initiatives, key achievements, and progress against the nine sustainability principles set forth by SEBI, mapped to the relevant UN Sustainable Development Goals (SDGs). Our disclosures cover operations, stakeholder engagement, risk management, and continuous improvement efforts, ensuring transparency, accountability, and comparability with industry best practices. The BRSR forms an integral part of our Annual Report, demonstrating Nitin Spinners' commitment to responsible growth and sustainable development for our stakeholders.

Advancing the Sustainable Development Goals (SDGs)

Nitin Spinners Limited is committed to supporting the United Nations Sustainable Development Goals (SDGs) through its business practices and sustainability initiatives. The BRSR report aligns company efforts across all nine SEBI sustainability principles with the relevant SDGs, creating positive impacts in environmental stewardship, social responsibility, and economic progress. The table below outlines the SDGs most relevant to our operations and demonstrates how our strategies contribute toward global sustainability objectives.

SDG Number	SDG Theme	Company Contribution Example
SDG 3	Good Health and Well-being	Employee welfare, occupational safety
SDG 5	Gender Equality	Equal opportunity policies, women's safety
SDG 6	Clean Water and Sanitation	Zero liquid discharge, water stewardship
SDG 8	Decent Work and Economic Growth	Fair labour practices, inclusive growth
SDG 9	Industry, Innovation and Infrastructure	R&D in sustainable textile technologies
SDG 10	Reduced Inequalities	Fair recruitment, diversity and inclusion
SDG 12	Responsible Consumption and Production	Sustainable sourcing, circular economy
SDG 13	Climate Action	Renewable energy, GHG reduction
SDG 16	Peace, Justice and Strong Institutions	Ethics, transparency, anti-corruption
SDG 17	Partnerships for the Goals	Supply chain collaboration, stakeholder engagement

and Sustainability Report

In line with SEBI's BRSR framework, our sustainability policies, programs, and disclosures demonstrate measurable progress toward these SDGs, reinforcing our commitment to responsible growth and long-term value for all stakeholders.

Message from the Chairman & Managing Director

It is with great pride that I present the Business Responsibility and Sustainability Report (BRSR) for the financial year 2025-26, demonstrating our firm commitment to embedding sustainability into the core of Nitin Spinners Limited's strategy and governance.

We recognize that true success is measured not just by financial performance, but by our integrity and resilience. This report outlines our alignment with the National Guidelines on Responsible Business Conduct (NGRBC) and our dedication to generating long-term, shared value for all stakeholders. Our continued expansion, now serving over 55 countries, is underpinned by our commitment to the highest global standards of quality and ethical practices.

> Our unique product portfolio, expertise in understanding the best material choices and customer focused innovation capabilities help us deliver textile solutions that are sustainable by design.

Our Sustainability Framework has following 3 pillars:

Our Planet

- Conservation of Natural resources
- Energy efficiency and renewable energy
- GHG emission reduction
- Waste minimization, reuse, recycling and responsible disposal

Respectful Workplaces, Diversity & Inclusion

- Talent Management and Benefits
- Safe and respectful workplaces
- Diversity, Equity, and Inclusion

Community

- Funding programs on education & healthcare
- Employment opportunities to the under-privileged

As we look forward, continuous improvement in ESG performance is non-negotiable. We will remain focused on operational excellence, environmental leadership, and social equity. Thank you to our employees, customers, suppliers, and investors for their sustained collaboration, which empowers us to build a more sustainable future together.

Dinesh Nolkha

OUR APPROACH

Nitin Spinners Limited's approach is anchored in a commitment to responsible business practices, sustainable growth, and stakeholder engagement. The company integrates these values by continuously enhancing its environmental, social, and governance standards, prioritizing transparency, product responsibility, and customer well-being in every aspect of its operations. The company is dedicated to expanding its use of renewable energy, implementing advanced water management including rainwater harvesting and zero liquid discharge, and continuously improving waste management with the aim for zero waste to landfill. A strong emphasis is placed on sourcing organic, BCI, and recycled cotton to support ethical supply chains, as well as investing in energy-efficient technology to reduce its carbon footprint. On the social front, Nitin Spinners prioritizes employee welfare, gender equality, and community development through targeted initiatives, vocational training, and social outreach. Transparent governance, ongoing stakeholder feedback, and robust customer and community engagement underscore its commitment to long-term value creation and sustainable progress for all stakeholders.

Business Responsibility and Sustainability Report (Contd.)

SECTION A:

GENERAL DISCLOSURES

I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L171 11RJ1992PLC006987
2.	Name of the Listed Entity	NITIN SPINNERS LIMITED
3.	Year of Incorporation	1992
4.	Registered Office Address	16-17 Km. Stone, Chittor Road, Hamirgarh, Bhilwara -311025, Rajasthan
5.	Corporate Address	16-17 Km. Stone, Chittor Road, Hamirgarh, Bhilwara -311025, Rajasthan
6.	E-mail id	nsl@nitinspinners.com
7.	Telephone	01482-286110-113
8.	Website	www.nitinspinners.com
9.	Financial year for which reporting is being done	FY2026 (1st April 2025 to 31st March 2026)
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited and National Stock Exchange of India Ltd. (NSE)
11.	Paid up Capital (INR)	Rs. 5622.00 Lakhs
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Sudhir Garg Company Secretary & VP (Legal) 01482 - 286110 - 113 sudhirgarg@nitinspinners.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together)	The Company has no subsidiary.
14.	Name of assessment or assurance provider	Not Applicable
15.	Type of assessment or assurance provider	Not Applicable

II. Products / Services

16. Details of business activities (accounting for 90% of the Turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Manufacturing of Yarn & Fabric	The company manufactures cotton and blended yarns, as well as knitted fabrics, catering to both domestic and international markets.	100%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total contributed Turnover
1.	Yarn	13111	73%
2.	Knitted Fabric	13911	5%
3.	Woven Fabric	13121	17%

Business Responsibility and Sustainability Report (Contd.)

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of Plants	Number of offices	Total
National	2	1 (Office is at plant premises)	2
International*	Nil	Nil	Nil

19. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	All states of India
International (No. of Countries)	More than 55

b. What is the contribution of exports as a percentage of the total turnover of the entity?

Exports accounts 61.87% of Nitin Spinners Limited's overall turnover.

c. A brief on types of customers

Nitin Spinners Limited caters to a diverse customer base in India and abroad, offering a comprehensive portfolio of high-quality textile products, from yarn to knitted and woven fabrics, crafted to international standards. The company focuses on delivering innovative, sustainable, and competitively priced solutions tailored to the needs of varied industry segments across both domestic and global markets.

IV. Employees

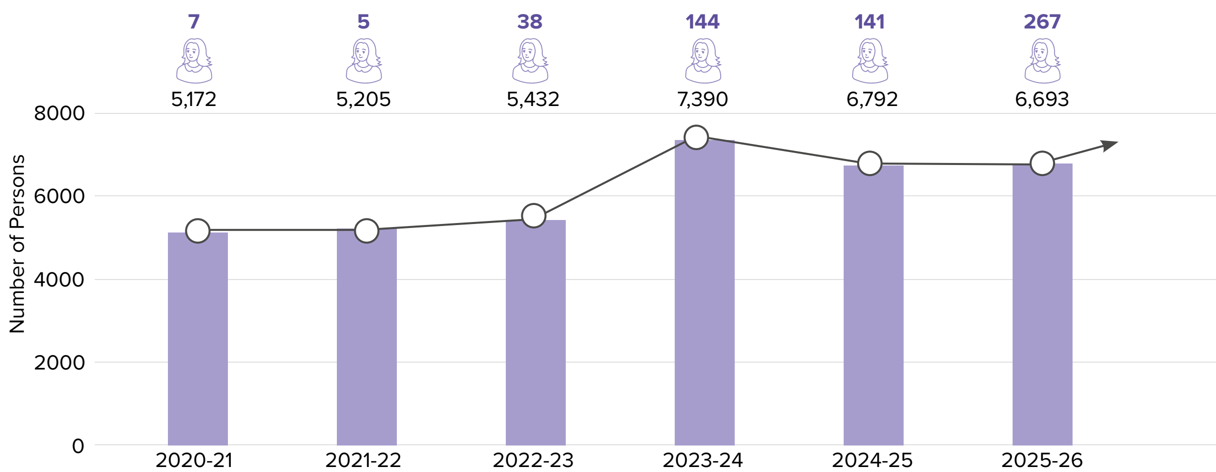
20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	%(B/A)	No.(C)	% (C / A)
	EMPLOYEES					
1.	Permanent (D)	761	759	99.86%	2	0.14%
2.	Other than Permanent (E)	0	0	0%	0	0%
3.	**Total employees (D + E)**	**761**	**759**	**99.86%**	**2**	**0.14%**
	WORKERS					
4.	Permanent (F)	5877	5612	95.00%	265	4%
5.	Other than Permanent (G)	55	55	100%	0	0%
6.	**Total workers (F + G)**	**5932**	**5667**	**96.00%**	**265**	**4%**

Total Workers + Employees (Year-wise)

Nitin Spinners Limited | Female count shown inside each bar



Business Responsibility and Sustainability Report (Contd.)

b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	%(B/A)	No.(C)	% (C / A)
	DIFFERENTLY ABLED EMPLOYEES					
1.	Permanent (D)	1	1	100%	0	0%
2.	Other than Permanent (E)	0	0	0%	0	0%
3.	**Total employees (D + E)**	**1**	**1**	**100%**	**0**	**0%**
	DIFFERENTLY ABLED WORKERS					
4.	Permanent (F)	10	10	100%	0	0%
5.	Other than Permanent (G)	0	0	0%	0	0%
6.	**Total workers (F + G)**	**10**	**10**	**100%**	**0**	**0%**

21. Participation/Inclusion/Representation of women

Particulars	Total (A)	No. and percentage of Females	
		No. (B)	%(B/A)
Board of Directors	6	1	16.67%
Key Management Personnel	2*	0	0%

*Does not include director(s) designated as KMP.

22. Turnover rate for permanent employees and workers

Particulars	Turnover rate FY 2025-26			Turnover rate FY 2024-25			Turnover rate FY 2023-24		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	2.40%	0	2.40%	5.7%	0.00%	5.70%	4.40%	0	4.40%
Permanent Workers	20.40%	5.4	18.70%	28%	6%	27.60%	21.00%	6%%	23.69%

IV. Holding, Subsidiary and Associate Companies (including joint ventures)

23. a. Names of holding / subsidiary / associate companies / joint ventures

Not Applicable as the company does not have a holding, subsidiary, associate, or joint venture.

V. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) - Yes

a. Turnover (in Rs.) - Rs. 321386.69 lakhs (FY 2025-26)

b. Net worth (in Rs.)- Rs. 147073.09 lakhs (As on 31st March'26)

VI. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web- link for grievance redress policy)	FY 2025-26			FY 2024-25		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Y*	-	-	-	-	-	-
Investors (Shareholder)	Y**	-	-	-	-	-	-
Shareholders	Y**	-	-	-	-	-	-
Employees and workers	Y***	-	-	-	-	-	-
Customers	Y****	-	-	-	-	-	-
Value Chain Partners	Y*****	-	-	-	-	-	-

No complaints have been received from communities, value chain partners and employees during the FY 2025-26 and FY 2024-25.

Business Responsibility and Sustainability Report (Contd.)

*Complaints/Grievances from Communities and Value Chain Partners are addressed by relevant departments on a case-to-case basis.

**The Company has appointed Registrar and Share Transfer Agent (RTA) Bigshare Services Pvt. Ltd. to look into the grievances/complaints of the shareholders. In addition to it the Company has designated email ID investorrelations@nitinspinners.com, where the shareholders can send their grievances/complaints. Board has constituted several Committees of Directors with adequate delegation of powers to focus effectively on issues and ensure expedient resolution of diverse matters. The Stakeholders' Relationship Committee deals with all the grievances and complaints of the Investors and Shareholders.

***The details of grievance redressal mechanism for employees and workers are provided in Principle 3, point No. 6.

**** The various mechanisms in place to receive and respond to consumer complaints and feedback are provided in Principle 9, point No. 1.

Policies & grievance redressal mechanism are accessible on https://nitinspinners.com/policies/.

26. Overview of the entity's material responsible business conduct issues.

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format.

S. No.	Material Issue Identified	Indicate whether Risk or Opportunity (R/O)	Rationale for identifying the Risk / Opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Sustainable Product Portfolio and Responsible Sourcing	O	Global apparel brands and retailers are increasingly sourcing textiles that are produced using sustainable and responsibly sourced raw materials. Growing demand for Better Cotton, organic cotton, recycled fibres, and traceable supply chains presents an opportunity to strengthen customer relationships, access premium markets, and enhance the Company's competitiveness in international markets.	The Company continues to strengthen responsible sourcing practices by increasing the procurement of sustainable fibres, enhancing supply chain traceability, collaborating with certified suppliers, and continuously improving sustainability performance across manufacturing operations to meet evolving customer expectations.	Positive
2.	Energy Management and Transition to Renewable Energy	R	Textile manufacturing is highly energy intensive, with significant electricity and thermal energy requirements across spinning, knitting, weaving, and processing operations. Rising energy costs, dependence on conventional fuels, and increasing regulatory focus on carbon emissions may impact operational efficiency and profitability if energy consumption is not effectively managed.	The Company is focused on improving energy efficiency through process optimisation, adoption of energy-efficient machinery, preventive maintenance, waste heat recovery initiatives, and increasing the share of renewable energy wherever feasible. Regular monitoring of energy performance helps identify opportunities for continuous improvement and cost optimisation.	Negative

Business Responsibility and Sustainability Report (Contd.)

S. No.	Material Issue Identified	Indicate whether Risk or Opportunity (R/O)	Rationale for identifying the Risk / Opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3.	Climate Change and Raw Material Availability	R	Cotton is the Company's primary raw material, making its operations vulnerable to climate-related risks such as erratic rainfall, droughts, floods, and rising temperatures. These factors can adversely affect cotton production, fibre quality, availability, and prices, leading to supply chain disruptions and increased procurement costs.	The Company mitigates this risk by diversifying its supplier base, strengthening procurement planning, maintaining strategic inventory levels, engaging with responsible sourcing partners, and promoting sustainable agricultural practices that enhance climate resilience across the cotton value chain.	Negative
4.	Water Stewardship and Effluent Management	R	Water is a critical resource for textile processing activities, particularly dyeing and finishing operations. Increasing water scarcity, stricter environmental regulations, and stakeholder expectations regarding responsible water management may affect operational continuity and compliance if not proactively addressed.	The Company continuously improves water efficiency through process optimisation, recycling and reuse of treated wastewater, efficient effluent treatment systems, rainwater harvesting initiatives, and regular monitoring of water consumption to minimise freshwater dependency and environmental impact.	Negative
5.	Occupational Health, Safety and Employee Well-being	R	Manufacturing operations involve the use of high-speed machinery, electrical equipment, material handling activities, dust, noise, and other workplace hazards that may affect employee health and safety. Maintaining a safe and healthy work environment is essential to ensure employee well-being, operational continuity, regulatory compliance, and workforce productivity.	The Company adopts a proactive approach towards occupational health and safety by conducting regular hazard identification and risk assessments, safety audits, employee training programmes, emergency preparedness drills, periodic health check-ups, and ensuring the use of appropriate personal protective equipment (PPE) across all operational locations.	Negative

Business Responsibility and Sustainability Report (Contd.)

S. No.	Material Issue Identified	Indicate whether Risk or Opportunity (R/O)	Rationale for identifying the Risk / Opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6.	ESG Compliance and Responsible Business Practices	O	Investors, customers, regulators, and other stakeholders increasingly expect companies to demonstrate robust ESG performance, transparent disclosures, and responsible business practices. Strong ESG governance enhances stakeholder confidence, improves access to global markets, and strengthens the Company's long-term business resilience and reputation.	The Company continues to strengthen its ESG governance framework through enhanced sustainability reporting, regular monitoring of ESG performance indicators, compliance with applicable regulations, implementation of internationally recognised management systems, and active stakeholder engagement to drive continuous improvement.	Positive
7.	Waste Management and Circular Economy	O	Increasing focus on resource efficiency and circular economy principles creates opportunities to reduce waste generation, maximise material recovery, and improve operational efficiency. Customers and global brands are also encouraging suppliers to minimise waste and incorporate recycled materials into textile products.	The Company promotes efficient utilisation of raw materials, recycling of production waste wherever feasible, responsible disposal of non-recyclable waste through authorised agencies, and continuous process improvements to reduce waste generation and enhance resource efficiency across its manufacturing operations.	Positive

Business Responsibility and Sustainability Report (Contd.)

SECTION B:

MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

We have implemented following policies towards adopting National Guidelines on Responsible Business Conduct (NGRBC):

Principle 1: Transparency & Accountability

- Code of Conduct for Directors and Senior Management Personnel
- Code of Conduct for Employees
- Policy on Board diversity
- Risk Management Policy
- Vigil Mechanism Policy
- Succession Policy
- Insider Trading Policy
- Related Party Transaction Policy

Principle 2: Product Responsibility

- Integrated Management Systems Policy ISO 9001, 14001, 45001 & 50001

Principle 3: Employee Development

- Equal Opportunity Employer Policy
- Policy on Prevention of Sexual Harassment of Women at workplace
- SA 8000 Assessment

Principle 4: Stakeholder Engagement

- Corporate Social Responsibility (CSR) Policy
- Dividend Distribution Policy
- Archival Policy

Principle 5: Human Rights

- Human Rights Policy
- Policy on Prevention of Sexual Harassment of women at workplace

Principle 6: Environment

- Integrated Management Systems Policy ISO 9001, 14001,45001& 50001

Principle 7: Policy Advocacy

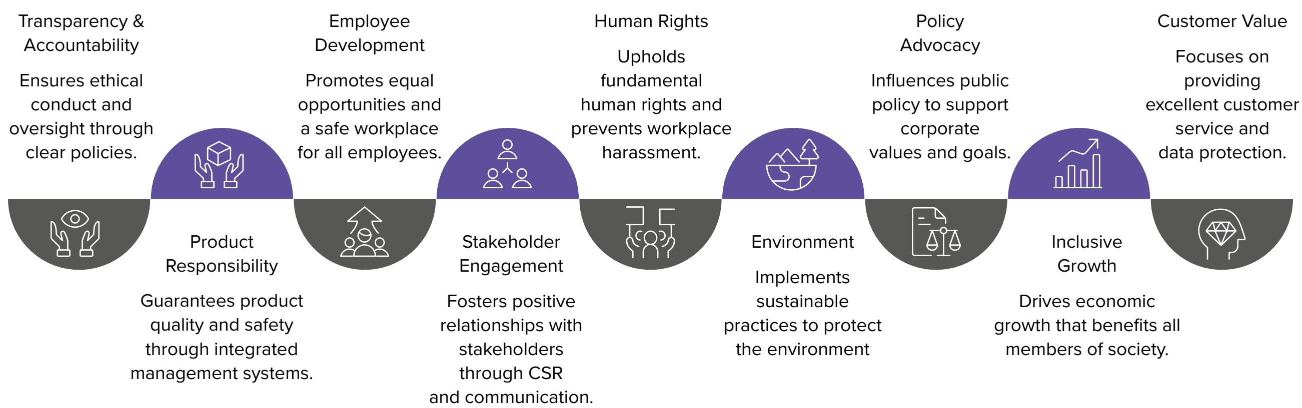
- Public and Regulatory Policy

Principle 8: Inclusive Growth

- Corporate Social Responsibility (CSR) Policy

Principle 9: Customer Value

- Customer Centricity Policy
- Data Privacy and Cyber Security Policy



Business Responsibility and Sustainability Report (Contd.)

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes										
1.	a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
	b. Has the policy been approved by the Board? (Yes/No)	Yes								
	c. Web Link* of the Policies, if available	https://nitinspinners.com/policies/								
2.	Whether the entity has translated the policy into procedures. (Yes /No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Do the enlisted policies extend to your value chain partners? (Yes/No)	N	N	N	N	N	N	N	N	N
4.	Name of the national and international codes/ certifications/labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	All the Policies has been made as per the National Guidelines on Responsible Business Conduct, 2019 released by the Ministry of Corporate Affairs, ISO 9001, ISO 14001, ISO 45001, ISO 50001, SA 8000 (Social Accountability)								
5.	Specific commitments, goals and targets set by the entity with defined timelines, if any.	Our strategies, business model and operations are based on environment protection, employee, and customer safety.								
6.	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Target for renewable energy consumption up to 50% by FY 2028.								
Governance, leadership, and oversight										
7.	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	The message from Chairman has been included at the beginning of this report.								
8.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Dinesh Nolkha, Chairman								
9.	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes, Implementation and oversight of the Business Responsibility Policies and the decision making on sustainability related issues is the responsibility of Mr. Dinesh Nolkha, Chairman and the Risk Management Committee of the Company, which comprises of following members as on March 31, 2026: Mr. Dinesh Nolkha, Chairman Mr. Rishabh Chand Lodha, NEID Mr. Purushottam Maheshwari, CFO								

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	The review has been done by Managing Director and the Risk Management Committee.									The frequency of the review is twice in a year with Risk Management Committee and Quarterly with the Managing Director.								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Compliance with the laws of the land is the first step in responsible business conduct. The compliance review with all the statutory requirements of relevance to the principles of National Guidelines on Responsible Business Conduct has been done by the respective committees of the Board.																	

Business Responsibility and Sustainability Report (Contd.)

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.

    No, the assessment / evaluation of the working of its policies is being done internally as part of the business operating policies and procedures.

12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:

    Not Applicable

SECTION C:

PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership." While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally, and ethically responsible.

PRINCIPLE 1

Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

This principle establishes the foundation for ethical conduct, robust governance, and clear accountability mechanisms. It mandates integrity in all business dealings, compliance with the law, and transparent communication with stakeholders. Nitin Spinners is guided by the highest standards of corporate ethics. We uphold strict policies on anti-corruption and anti-bribery, ensuring our governance structure promotes accountability and builds trust with all stakeholders.

Essential Indicators:

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

   We have introduced an online Learning Management System (LMS), by mapping the learning curve of every individual to inculcate the culture of continuous learning and growth in our people.

Segment	Total number of Training and awareness programmes held	Topics/principles covered under the training and its impact	% age of persons in respective category Covered by the awareness programmes
Board of Directors	1	All Principles	100%
Key Managerial Personnel	1	All Principles	100%
Employees other than BoD and KMPs	Multiple Training Programs	Employees have been given training on Principle 1 and other Principle as applicable to their respective functional area	100%
Workers	Multiple Training Programs	Principle as applicable to their respective functional Area.	100%

Business Responsibility and Sustainability Report (Contd.)

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format. (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	-	-	-	-	-
Settlement	-	-	-	-	-
Compounding Fee	-	-	-	-	-

Non-Monetary				
	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	No fines, penalties, punishments, compounding fees, settlement amounts, or awards were levied against or paid by the Company, its Directors, or Key Managerial Personnel (KMPs) during the reporting period.			
Punishment				

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/enforcement agencies/judicial institutions
Not Applicable	

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, Nitin Spinners Limited has an anti-corruption and anti-bribery policy in place. These principles are embedded in the company's Code of Conduct for Directors, Senior Management Personnel, and Employees, as well as in its Vigil Mechanism. The policies strictly prohibit acts of fraud, corruption, bribery, extortion, embezzlement, and collusion. Employees are required to report actual or suspected cases of fraud or corruption, and there is zero tolerance for such activities within the organization. The Vigil Mechanism policy provides a formal channel for directors and employees to report genuine concerns related to unethical conduct, including bribery and corruption, with adequate safeguards against victimization.

All relevant company policies, including the anti-corruption and anti-bribery frameworks, are publicly accessible on the company's website at: https://nitinspinners.com/policies/.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

There were no instances in which any Director, KMP, employee, or worker faced disciplinary action from law enforcement authorities for alleged bribery or corruption.

6. Details of complaints with regard to conflict of interest:

No complaints pertaining to conflict of interest were received against any Director, KMP, or employee.

7. Provide details of any corrective action taken or underway on issues related to fines /penalties /action taken by regulators / law enforcement agencies / judicial institutions, on cases of corruption and conflicts of interest.

Not applicable as no fines / penalties / punishment / award / compounding fees / settlement amount paid in proceedings either by the entity or by directors or KMPs.

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

	FY 2025-26	FY 2024-25
Number of days of accounts payables	14.53 days	12.37 days

Business Responsibility and Sustainability Report (Contd.)

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2025-26	FY 2024-25
Concentration of purchases	a. Purchases from trading houses as % of total purchases	7.03%	11.27%
	b. Number of trading houses where purchases are made from	14	12
	c. Purchases from top 10 trading houses as% of total purchases from trading houses	96.57%	98.50%
Concentration of Sales	a. Sales to dealer /distributors as % of total sales	13.88%	16.58%
	b. Number of dealers/distributors to whom sales are made	212	225
	c. Sales to top 10 dealers/ distributors as % of total sales to dealers / distributors	46.51%	38.87%
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	-	-
	b. Sales (Sales to related parties / Total Sales)	-	-
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	-	-
	d. Investments (Investments in related parties/ Total Investments made)	-	-

PRINCIPLE 2

Businesses should provide goods and services in a manner that is sustainable and safe.

To integrate sustainability and safety considerations into the entire life cycle of their products, from sourcing and manufacturing to consumption and disposal. We are committed to manufacturing high-quality, safe, and sustainable textile products. Our efforts focus on increasing the use of responsible raw materials and adopting cleaner production processes to minimize the environmental and social impact of our goods.

Essential Indicators:

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

Particulars	FY 2025-26	FY 2024-25	Details of improvements in environmental and social impacts
R & D	Nil	-	
Capex	0.53%	-	Increase in renewable power generation

Business Responsibility and Sustainability Report (Contd.)

(I) The Company gives high priority for conservation of energy in all fields. The Company has taken following measures for energy savings in this year:

a) Replacement of Spindles in TFO Machines.

b) Installation of Inverters on SA & RA Fan of Ring frames, TFOs, Link Corner Machines.

(ii) Steps taken by the Company for utilizing alternate sources of energy -

a) Installation of additional 4.60 MW Roof Top Solar Power Plant at Hamirgarh unit during the year taking total roof top Solar Power Plant capacity the Company to 23.40 MW at both the plants.

b) Signed power purchase agreement for purchase of 28 MW of hybrid power under group captive mechanism. Out of which 18 MW Hybrid power project started partial power supply during F.Y. 2025-26. Remaining 10 MW power supply will commence in the F.Y. 2026-27.

c) Installation of 33 MW Solar Power Plant under open access is under installation at Chamu, district Jodhpur. Further Roof top capacity of approx. 12 MW is under implementation at Begun Plant.

d) After completion of all the above initiatives, the renewable power consumption will be more that 50% of increased power consumption post completion of expansion projects.

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes

b. If yes, what percentage of inputs were sourced sustainably?

The Company follows a procurement policy that actively promotes the sourcing of Organic Cotton, BCI (Better Cotton Initiative) certified cotton, regenerative cotton, and recycled polyester fiber. Recycled cotton fiber is also utilized in the manufacturing process. During the financial year, 38.55% of the total raw material was procured from responsible and sustainable sources, including BCI-certified, Organic, and Recycled Cotton, as well as Recycled Polyester Fiber.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Product	Process to safely reclaim the product
Plastics	Not Applicable
E-waste	
Hazardous waste	
Other waste	

All our natural fiber products are compostable.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Not Applicable

Business Responsibility and Sustainability Report (Contd.)

PRINCIPLE 3

Businesses should respect and promote the well-being of all employees, including those in their value chains.

The company aims to safeguard the health and safety of its employees. Our employees are vital to our success. We prioritize Occupational Health and Safety (OHS) standards in our units, ensure fair and inclusive employment practices, and invest in continuous learning for our workforce. The company is providing a safe and healthy workplace, and investing in employee skill development and growth.

Essential Indicators:

1. a. Details of measures for the well-being of employees:

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
Permanent employees											
Male	759	85	11%	675	89%	NA	-	-	-	-	-
Female	2	2	100%	0	0%	2	100%	NA	-	-	-
Total	**761**	**87**	**11%**	**675**	**89%**	**2**	**100%**	**-**	**-**	**-**	**-**
Other than Permanent employees											
Male	-	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-

b. Details of measures for the well-being of workers:

Category	Total (A)	% of workers covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
Permanent employees											
Male	5612	5188	91%	482	9%	NA	-	-	-	-	-
Female	265	265	100%	0	0%	265	100%	NA	-	-	-
Total	**5877**	**5453**	**92%**	**482**	**9%**	**265**	**0%**	**-**	**-**	**-**	**-**
Other than Permanent workers											
Male	55	55	100%	-	-	-	-	-	-	-	-
Female	0	0	0	-	-	-	-	-	-	-	-
Total	**55**	**55**	**100%**	-	-	-	-	-	-	-	-

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

	FY 2025-26	FY 2024-25
Cost incurred on well-being measures as a % of total revenue of the company	0.38%	0.32%

Business Responsibility and Sustainability Report (Contd.)

2. Details of retirement benefits, for Current FY and Previous Financial Year

Benefits	FY 2025-26			FY 2024-25		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total Employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	NA	100%	100%	NA
ESI*	18%	100%	Y	22%	100%	Y
Others- please specify	-	-	-	-	-	-

*All eligible employees are covered under ESI

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, the corporate office of the entity is accessible to differently abled employees and workers.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, the Company has an Equal Opportunity Policy in accordance with the provisions of the Rights of Persons with Disabilities Act, 2016, and it is also covered under the SA8000 (Social Accountability) assessment framework. The Company's policies are publicly accessible on its official website https://nitinspinners.com/policies/.

5. There are no employee association(s) or unions recognized by the company.

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers Other than Permanent Workers Permanent Employees Other than Permanent Employees	The organization maintains a formal Grievance Redressal Committee (GRC), which is collaboratively structured with representation from both management and workers. This committee convenes for regular meetings to formally address, discuss, and resolve employee grievances and suggestions. Departmental and Anonymous Channels - In addition to the central committee, each department operates a separate grievance committee chaired by the respective departmental head. These smaller committees are responsible for resolving all complaints through mutual discussion and consensus at the local level. For employees seeking anonymity, the company also provides a dedicated suggestion/ grievance box, allowing workers to submit their input confidentially and same is reviewed from time to time.

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

There are no employee association(s) or unions recognized by the company.

Business Responsibility and Sustainability Report (Contd.)

8. Details of training given to employees and workers:

Category	FY 2025-26					FY 2024-25				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/ A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	759	759	100%	759	100%	731	731	100%	731	100%
Female	2	2	100%	2	100%	1	1	100%	1	100%
Total	**761**	**761**	**100%**	**761**	**100%**	**732**	**732**	**100%**	**732**	**100%**
Workers										
Male	5612	5612	100%	5612	100%	5864	5864	100%	5864	100%
Female	265	265	100%	265	100%	140	140	100%	140	100%
Total	**5877**	**5877**	**100%**	**5877**	**100%**	**6004**	**6004**	**100%**	**6004**	**100%**

9. Details of performance and Career development reviews of employees:

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. (B)	% (B/ A)	Total (C)	No. (D)	% (D /C)
Employees						
Male	759	759	100%	731	731	100%
Female	2	2	100%	1	1	100%
Total	**761**	**761**	**100%**	**732**	**732**	**100%**
Workers						
Male	5725	5725	100%	5864	5864	100%
Female	265	265	100%	140	140	100%
Total	**5990**	**5990**	**100%**	**6004**	**6004**	**100%**

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage of such system?

The company's operational facilities have achieved certification under the ISO 45001 standard, which governs Occupational Health and Safety Management Systems (OHSMS).

Furthermore, the organization holds certification under the SA 8000 (Social Accountability) standard and policy. This demonstrates the company's commitment to maintaining socially acceptable workplace practices.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The organization conducts a systematic Hazard Identification and Risk Assessment process to pinpoint work-related hazards and corresponding risks.

This assessment is crucial as it identifies specific hazards associated with each work activity, enabling the implementation of targeted control measures. The ultimate goal of these measures is to reduce all identified risks to a tolerable level.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes, the employees can report the work-related hazards to the Business Manager and they are trained to remove themselves from risks.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes, the employees and workers have access to medical consultation on the plant premises for any occupational or non-occupational medical issues.

11. Details of safety related incidents, in the following format:

No Safety related recordable incident has occurred during the FY 24-25 and FY 25-26.

Business Responsibility and Sustainability Report (Contd.)

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

Health and Safety (H&S) is an integrated and consistent practice throughout our facilities. Our H&S management system is formally certified under the ISO 45001:2018 (Occupational Health and Safety) and SA 8000 (Social Accountability) standards.

We maintain a robust environment through several proactive measures:

- Installation of comprehensive fire protection equipment (including a sufficient number of fire extinguishers, hose boxes, hose reels, and a Fire Tender).
- Regularly conducted fire safety training.
- Monthly fire evacuation drills to enhance worker awareness and ensure the safety of personnel, infrastructure, and products.
- Provision of adequate fire safety tools.
- Consistent maintenance of high factory hygiene standards.
- Provision of sufficient and appropriate free PPE kits to all personnel exposed to hazardous work.
- Implementation of effective training programs focused on health and safety protocols.
- Provision of first aid tools and related training.
- Conducting Annual Health Check-ups.
- Special provisions for expectant and nursing mothers, including allocating light duties, allowing freedom of rest, facilitating baby feeding, and permitting them to leave the workplace as needed for care.
- Formation of a Works Committee to promote joint consultation and decision-making on workplace matters.

13. Number of Complaints on the following made by employees and workers:

No complaints have been made by employees / workers during current financial year or the previous financial year.

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

The operations are assessed for ISO 45001 certifications and SA 8000 (Social Accountability) Assessment.

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

Not applicable as no recordable safety related incident has happened and no on significant risks / concerns has arisen from assessments of health & safety practices and working conditions.

Business Responsibility and Sustainability Report (Contd.)

PRINCIPLE 4

Businesses should respect the interests of and be responsive to all its stakeholders

This principle emphasizes the necessity for businesses to actively recognize, respect, and respond to the interests and concerns of all their stakeholders through constructive and continuous engagement. We recognize the importance of our diverse stakeholders, including investors, customers, and local communities. Our strategic aim is to ensure that our operations, products, processes, and corporate decisions actively maximize positive societal and environmental impact.

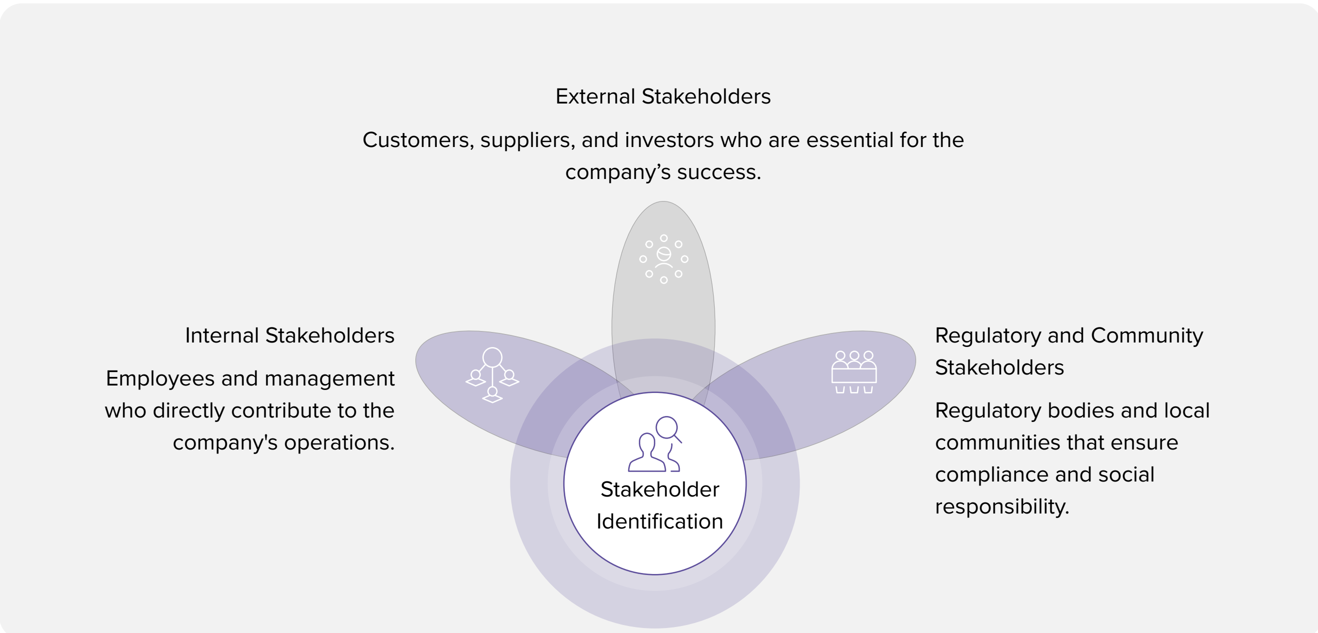
Essential Indicators:

1. Describe the processes for identifying key stakeholder groups of the entity.

   Nitin Spinners believes in forging a strong relationship with its stakeholders based on trust and delivery. The company employs a defined internal process to identify its stakeholder groups. This process involves discussions with key functions and Top Management to comprehensively understand the individuals, entities, and groups that either impact the organization or are impacted by its business operations.

   Using this systematic approach, the organization has identified and mapped all its key internal and external stakeholders, which include:

   - Employees
   - Customers
   - Suppliers
   - Investors
   - Analysts
   - Shareholders
   - Regulatory Bodies
   - Local Communities surrounding the operational facilities



Business Responsibility and Sustainability Report (Contd.)

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	Customer Meetings, Customer Feedback, Website, Product Catalogues.	Ongoing	Customer Satisfaction, Product Quality
Employees	No	Notice Boards, Website, Employee Survey Feedback, Annual Performance Review, Meetings, Trainings.	Ongoing	Working Condition, Employee performance, Employee Satisfaction
Shareholders	No	AGM, Investors meet, Investor Grievance redressal mechanism	Ongoing	Business Strategies and Performance
Regulatory Authorities	No	Compliance Reports	Ongoing	Compliance with the law of the land.
Media	No	Press Releases, Social Media Platforms, Media interactions	Ongoing	Information dissemination, communicating company's perspective
Community	Yes	Corporate Social Responsibility engagements, Meeting with community representative.	Ongoing	Welfare of the community

PRINCIPLE 5

Businesses should respect and promote human rights
Essential Indicators

This principle requires businesses to respect and promote all human rights across their operations and value chain, ensuring the prohibition of forced labour, child labour, and all forms of discrimination. We are dedicated to cultivating an inclusive workplace that is entirely free from harassment and discrimination, fundamentally upholding human rights across our operations. To support this commitment, we maintain systems and clear policies that empower every employee to raise concerns and seek resolution effectively and confidentially.

Essential Indicators:

1. Employees who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

The employees and workers have been trained under SA 8000 (Social Accountability Standard) policies regarding child labour, forced labour, discrimination and safe and healthy workplace and other aspect related to human rights at the workplaces.

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. of employees / workers covered (B)	% (B/ A)	Total (C)	No. of employees/ workers covered (D)	% (D /C)
Employees						
Permanent	761	761	100%	732	732	100%
Other than Permanent	0	0	0%	0	0	0%
Total Employees	**761**	**761**	**100%**	**732**	**732**	**100%**
Workers						

Business Responsibility and Sustainability Report (Contd.)

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. of employees / workers covered (B)	% (B/ A)	Total (C)	No. of employees/ workers covered (D)	% (D /C)
Permanent	5877	5809	98%	6004	6004	100%
Other than Permanent	55	55	100%	56	56	100%
Total	**5932**	**5864**	**98%**	**6060**	**6060**	**100%**

2. Details of minimum wages paid to employees, in the following format:

Category	FY 2025-26					FY 2024-25				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/ A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
EMPLOYEES										
Permanent										
Male	759	0	0%	759	100%	731	0	0	731	100%
Female	2	0	0%	2	100%	1	0	0	1	-
Other than Permanent										
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0
WORKERS										
Permanent										
Male	5612	0	0%	5612	100%	5864	-	-	5864	100%
Female	265	0	0%	265	100%	140	-	-	140	100%
Other than Permanent										
Male	55	0	0%	55	100%	56	0	0	56	100%
Female	0	0	0%	0	0%	0	0	0	0	0

3. Details of remuneration/salary/wages, in the following format:

a. Median remuneration / wages

Gender	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)*	2	Rs. 3.75 Lakhs	1	Rs. 2.75 Lakhs
Key Managerial Personnel *	5	Rs. 53.72 Lakhs	NA	-
Employees other than BoD and KMP	754	Rs. 6.03Lakhs	2	Rs. 2.70 Lakhs
Workers	5612	Rs. 2.60 Lakhs	265	Rs. 2.60Lakhs

* This is only for Independent Directors. Whole time directors are covered under KMPS.

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2025-26	FY 2024-25
Gross wages paid to females as % total wages	2.61%	1.14%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, the Chief Human Resource Officer is the focal point for addressing human rights impacts or issues caused or contributed to by the business

Business Responsibility and Sustainability Report (Contd.)

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

All reported complaints concerning human rights violations are formally directed to the Head of Human Resources (HR) for immediate action. The Head HR, in collaboration with the established Grievance Redressal Committee (GRC), ensures that remedial action is taken strictly in accordance with the documented Grievance Mechanism Organization Structure. This entire process is maintained in full compliance with the requirements of the SA 8000 (Social Accountability) certification.

6. Number of Complaints on the following made by employees and workers:

Benefits	FY 2025-26			FY 2024-25		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	-	-	0	-	-
Discrimination at workplace	0	-	-	0	-	-
Child Labour	0	-	-	0	-	-
Forced Labour/ Involuntary Labour	0	-	-	0	-	-
Wages	0	-	-	0	-	-
Other human rights related issues	0	-	-	0	-	-

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2025-26	FY 2024-25
Total Complaints reported under Sexual Harassment on Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	Nil	Nil
Complaints on POSH as a % of female employees / workers	NA	NA
Complaints on POSH upheld	NA	NA

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Code of Conduct, Vigil Mechanism Policy and the Policy on Prevention of Sexual Harassment provides the mechanism to prevent adverse consequences to the complainant in discrimination and harassment cases. Please refer to our POSH policy at https://nitinspinners.com/wp-content/uploads/2024/09/Policy-on-Sexual-Harassment-of-Women-at-Workplace.pdf

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

No, this is being assessed by the legal functions.

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	-

Assessments were done under the ISO certification 45001 and SA 8000 (Social accountability Policy) certification by independent third parties.

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

Not Applicable

Business Responsibility and Sustainability Report (Contd.)

PRINCIPLE 6

Businesses should respect and make efforts to protect and restore the environment.

This principle focuses on environmental stewardship, demanding that businesses proactively protect, conserve, and restore the environment by managing resource consumption, emissions, waste, and biodiversity impact. Environmental responsibility is integrated into our operations. We focus on enhancing resource efficiency, implementing water conservation measures, managing waste effectively, and transitioning towards cleaner energy sources to mitigate our climate impact.

Essential Indicators:

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

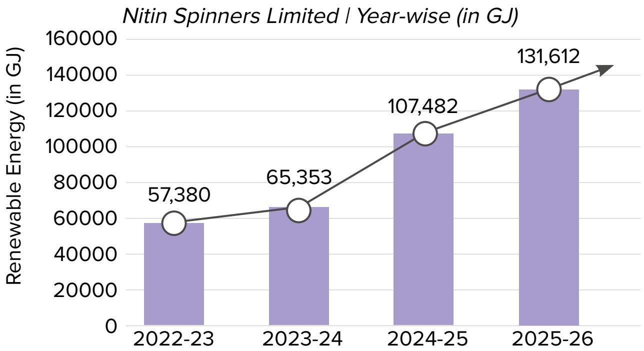
Parameter	FY 2025-26	FY 2024-25
From renewable source		
Total electricity consumption (A)	120913 GJ	99014 GJ
Total fuel consumption (B)	10698 GJ	8468 GJ
Energy consumption through other sources (C)	-	-
Total energy consumption (A+B+C)	131612 GJ	107482 GJ
From non-renewable source		
Total electricity consumption (D)	1252349 GJ	1260722 GJ
Total fuel consumption (E)	516269 GJ	525777 GJ
Energy consumption through other sources (F)	-	-
Total energy consumed from non - renewable sources (D+E+F)	**1768619 GJ**	**1786499 GJ**
Total energy consumed (A+B+C+D+E+F)	**1900230 GJ**	**1893981 GJ**
Energy intensity per crore of turnover (Total energy consumed/ revenue from operations)	591.26 GJ / Crore of turnover	572.95 GJ / Crore of turnover
Energy intensity per million USD of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)*	1202.62 GJ / MUSD of PPP adjusted turnover	1183.72 GJ / MUSD of PPP adjusted turnover
Energy intensity in terms of physical Output	-	-
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

*As per the SEBI/HO/CFD/PoD-1/P/CIR/2024/177 dated December 20, 2024 – Industry Standards Note on Reporting of BRSR Core, we have given the PPP intensity ratio in terms of Million USD. Accordingly, PPP intensity figures for FY24-25 have also been revised.

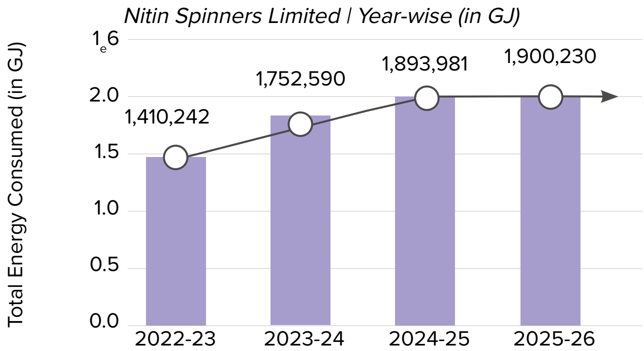
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

N. No independent assessment/ evaluation/assurance has been carried out by an external agency.

Total Renewable Energy



Total Energy Consumed



Business Responsibility and Sustainability Report (Contd.)

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

   Yes, the Company's facilities have been designated as Designated Consumers (DCs) under the Government of India's Performance, Achieve and Trade (PAT) Scheme, and the prescribed energy efficiency targets have been successfully achieved.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2025-26	FY 2024-25
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	597031	618346
(iii) Third party water	-	-
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	597031	**618346**
Total volume of water consumption (in kilolitres)	597031	**618346**
Water intensity per crore of Turnover (Total Water consumption/ Revenue from operation)	185.77 KL/Crores of turnover	187.06 KL/Crores of turnover
Water intensity per million USD of Turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption/ Revenue)*	377.85 KL / MUSD of PPP adjusted Turnover	386.46 KL/MUSD of PPP adjusted Turnover

*As per the SEBI/HO/CFD/PoD-1/P/CIR/2024/177 dated December 20, 2024 – Industry Standards Note on Reporting of BRSR Core, we have given the PPP intensity ratio in terms of Million USD. Accordingly, PPP intensity figures for FY24-25 have also been revised.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

N. No independent assessment/ evaluation/assurance has been carried out by an external agency.

4. Provide the following details related to water discharge

   The facilities operate with Zero Liquid Discharge (ZLD), meaning there is no external water discharge. The water treated by the ZLD system and the Effluent Treatment Plant (ETP) is wholly reused within the premises. This treated water is primarily utilized for essential purposes, including horticulture and general housekeeping.

Parameter	FY 2025-26	FY 2024-25
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(ii) To Groundwater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iii) To Seawater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(v) Others		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
Total water discharged (in kilolitres)	-	-

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

N. No independent assessment/ evaluation/assurance has been carried out by an external agency.

Business Responsibility and Sustainability Report (Contd.)

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Yes, a Zero Liquid Discharge (ZLD) system has been successfully installed at the Begun Unit, where process water is utilized in the finishing fabric operations. This system ensures that 100% of the used process water is channelled to the ZLD facility, resulting in no effluent discharge from the unit. Furthermore, the dry sludge generated by the ZLD process is responsibly managed by being sent to authorized collectors and recyclers.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2025-26	FY 2024-25
Nox	mg/Nm3	129.8	133.2
Sox	mg/Nm3	138.5	133.2
Particulate matter (PM)	mg/Nm3	43.4	43.0
Persistent organic pollutants (POP)	-	-	-
Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP)	-	-	-
Others – please specify	-	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Apex Enviro Laboratory has done the stack emission testing.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

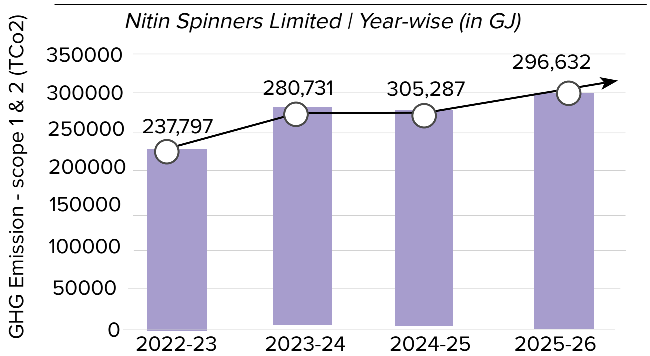
Parameter	Please specify unit	FY 2025-26	FY 2024-25
Total Scope 1 emissions (Break-up of the GHG into CO_2, CH4, N2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent	49641	50691
Total Scope 2 emissions (Break-up of the GHG into CO_2, CH4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent	246991	254596
Total Scope 1 and Scope 2 emission intensity per crore of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	Metric tonnes of CO_2 Equivalent / Crores of Turnover	92.30	92.35
Total Scope 1 and Scope 2 emissions intensity per million USD of turnover adjusted for Purchasing Power Parity (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)*	Metric tonnes of CO_2 Equivalent / Crores of PPP adjusted turnover	0.06	0.06
Total Scope 1 and Scope 2 emission intensity in terms of physical output	-	-	-
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	-	-	-

*As per the SEBI/HO/CFD/PoD-1/P/CIR/2024/177 dated December 20, 2024 – Industry Standards Note on Reporting of BRSR Core, we have given the PPP intensity ratio in terms of Million USD. Accordingly, PPP intensity figures for FY24-25 have also been revised.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, the sustainability consultants "Sustainability Actions Private Limited" has carried out the assessment of the above calculations.

GHG Emission - scope 1 & 2



Business Responsibility and Sustainability Report (Contd.)

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

The Company places a high priority on energy conservation across all its operations, implementing several measures to enhance efficiency and utilize renewable sources.

The Company undertook the following measures during the year to achieve energy savings and improve efficiency:

a) Replacement of Spindles in TFO Machines.

b) Installation of Inverters on SA & RA Fan of Ring frames, TFOs, Link Corner Machines.

In line with renewable/green energy initiatives, the Company has made significant progress in utilizing solar power for captive consumption:

a) Installation of additional 4.60 MW Roof Top Solar Power Plant at Hamirgarh unit during the year taking total roof top Solar Power Plant capacity the Company to 23.40 MW at both the plants.

b) Signed power purchase agreement for purchase of 28 MW of hybrid power under group captive mechanism. Out of which 18 MW Hybrid power project started partial power supply during F.Y. 2025-26. Remaining 10 MW power supply will commence in the F.Y. 2026-27.

c) Installation of 33 MW Solar Power Plant under open access is under installation at Chamu, district Jodhpur. Further Roof top capacity of approx. 12 MW is under implementation at Begun Plant.

d) After completion of all the above initiatives, the renewable power consumption will be more that 50% of increased power consumption post completion of expansion projects.

The Company has committed Capital Investments towards the procurement and installation of various energy conservation equipment necessary to support these initiatives.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2025-26	FY 2024-25
Total Waste generated (in metric tonnes)		
Plastic waste (A)	87	32
E-waste (B)	0.43	0.7
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	-	-
Battery waste (E)	0.33	0.7
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)- Used Oil,	2.60	1.13
Other Non-hazardous waste generated (H). Please specify, if any- Paper, Wood	564.96	625.10
Total (A+B + C + D + E + F + G + H)	**655.32**	**659.63**
Waste intensity per crore of turnover (Total waste generated/Revenue from operations)	0.20 MT/Cr of turnover	0.20 MT/Cr of turnover
Waste intensity per million USD of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated/ Revenue from operations adjusted for PPP)*	0.40 MT/ MUSD of PPP adjusted Turnover	0.41 MT/ MUSD of PPP adjusted Turnover
Waste intensity in terms of physical output	-	-
Waste intensity (optional) the relevant metric may be selected by the entity	-	-

Business Responsibility and Sustainability Report (Contd.)

Parameter	FY 2025-26	FY 2024-25
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled**	655.32	659.63
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
Total	**655.32**	**659.63**
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	-	-
(ii) Landfilling	-	-
(iii) Other disposal operations	-	-
Total	-	-

*As per the SEBI/HO/CFD/PoD-1/P/CIR/2024/177 dated December 20, 2024 – Industry Standards Note on Reporting of BRSR Core, we have given the PPP intensity ratio in terms of Million USD. Accordingly, PPP intensity figures for FY24-25 have also been revised.

**All Material sent to recyclers / Composters through authorized collectors.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No, independent assessment/ evaluation/assurance has been carried out by an external agency.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

    As an environmentally conscious and responsible organization, we maintain Zero Waste to Landfill (ZWTL) operations at both of our manufacturing plants. We prohibit the disposal of any waste in landfills. All solid wastes generated, including cotton, yarn, and fabric scraps, are either reprocessed within our own manufacturing cycle or sold for beneficial use in other industrial applications. Specifically, 10% of the waste generated from production is recycled and reprocessed in-house, while the remaining balance is sold for external industrial use. Regarding liquid discharge, we have installed state-of-the-art Zero Liquid Discharge (ZLD) systems, ensuring that we discharge absolutely no effluent into the environment surrounding our operations. The resultant dry sludge from the ZLD process is responsibly managed and transferred to authorized collectors and recyclers.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

    The entity's operations/offices are not in/around ecologically sensitive areas.

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

    The operations of the company are not covered by the 2006 notification on Environmental Impact Assessment.

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

    Yes, the company is compliant with all applicable environmental laws / regulations / guidelines in India.

Business Responsibility and Sustainability Report (Contd.)

PRINCIPLE 7

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

This principle guides the responsible and transparent interaction of businesses with government, regulators, and trade associations when attempting to influence public and regulatory policy. Our engagement with public policy and industry associations is conducted ethically and transparently. We adhere to all regulatory requirements and ensure that our interactions reflect our commitment to sustainable business practices.

Essential Indicators:

1. a. Number of affiliations with trade and industry chambers/ associations.

   5(Five)

   b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	The Confederation of Indian Textile Industry (CITI)	National
2	Northern India Textile Research Association (NITRA)	States of Northern India
3	The Cotton Textiles Export Promotion Council (TEXPROCIL)	National
4	The Rajasthan Textile Mills Association (RTMA)	State
5	Mewar Chamber of Commerce and Industry (MCCI)	State

2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.

   Not Applicable as no adverse order regarding anti-competitive conduct by the entity has been issued by regulatory authorities.

"Nitin Spinners has established advanced laboratory facilities at every production site, featuring cutting edge testing equipment from USTER. The company overseas quality at every stage of production, guaranteeing the highest levels of customer satisfaction."

Business Responsibility and Sustainability Report (Contd.)

PRINCIPLE 8

Businesses should promote inclusive growth and equitable development.

This principle encourages businesses to contribute to the economic and social development of society, especially focusing on inclusive growth and supporting marginalized communities through social initiatives and equitable procurement. The Company is committed to fostering sustainable, inclusive, and equitable community development. Our approach ensures that CSR principles are fully integrated with our core business objectives. We actively work to create a society of equal opportunity by implementing strategic development projects spanning education, healthcare, and livelihood enhancement.

The Company adopts a holistic approach toward implementing its Corporate Social Responsibility (CSR) programmes, focusing on the development of underprivileged sections of society. All proposed CSR projects undergo a rigorous internal review, followed by formal approval from the management. These projects are subsequently regularly reviewed by the designated CSR Committee. The progress of all approved CSR initiatives is continuously tracked, and detailed progress reports are evaluated periodically. The Company's formal CSR Policy explicitly articulates our commitment to promoting inclusive growth and equitable development.

Essential Indicators:

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

   The requirement of Social Impact Assessments (SIA) of projects was not applicable to the Company in the FY 2025-26.

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

   There was no project involving R&R during the FY 2025-26.

3. Describe the mechanisms to receive and redress grievances of the community.

   The Company has established several formal mechanisms for receiving grievances submitted by the community, including dedicated access to the e-mail address of the Legal and Compliance Officer, channels available through the Company Website, and direct access via the Company's facilities. These community grievances are systematically addressed by the Legal and Compliance Officer in collaboration with the Stakeholders' Relationship Management Committee of the Board, ensuring high-level oversight and resolution.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2025-26	FY 2024-25
Directly sourced from MSMEs/ small producers	30.90%	39.20%
Sourced directly from within India	75.75%	87.11%

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost.

Location	FY 2025-26	FY 2024-25
Rural	79.0%	78.0%
Semi-Urban	11%	12.5%
Urban	9%	9.5%
Metropolitan	0%	0%

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

Business Responsibility and Sustainability Report (Contd.)

PRINCIPLE 9

Businesses should engage with and provide value to their consumers in a responsible manner.

This principle pertains to responsible consumer engagement, ensuring product quality and safety, protecting consumer data privacy, and providing clear, responsible information about products and services. We are focused on providing value to our consumers through high-quality products. We ensure transparency in our marketing, protect customer data, and maintain efficient systems for addressing and resolving consumer grievances promptly. Our core mission is to elevate the customer experience through the consistent, seamless delivery of high-quality, safe products that are developed with a steadfast commitment to sustainability.

Essential Indicators:

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

   The overall responsibility for managing and addressing customer complaints is assigned to the HOD (MKT). The Chairman & Managing Director (CMD) holds the ultimate responsibility for complaint settlement, supported by a formal Complainant Analysis Report generated following the investigation. Upon receipt of a complaint, the relevant yarn or fabric is immediately dispatched to the concerned department to facilitate a thorough investigation of the issues raised. Simultaneously, the CMD is notified via email or telephone. Complaints specifically related to product quality are referred directly to the HOD of the Quality Assurance Department (QAD). All received complaints are meticulously examined, and the root cause of the issue is rigorously analysed. Depending on the seriousness and nature of the complaint, a visit may be arranged to the complainant to personally evaluate the problem's nature and gravity. The HOD (MKT) may accompany this visit if deemed necessary for discussion, and a comprehensive report is subsequently submitted to the CMD. Corrective actions are promptly implemented to prevent the recurrence of such problems, and the effectiveness of these actions is periodically reviewed. Finally, the Company formally captures customer feedback after sales, a process that has consistently resulted in the achievement of a 100% customer satisfaction index.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

   The Company ensures full adherence to all local statutory requirements concerning disclosure. In addition to these legal obligations, supplementary product details are also provided as necessary to satisfy specific customer requests or to facilitate efficient handling and transportation. Given that the yarn is sold to customers who subsequently manufacture final consumer products, the Company furnishes its customers with comprehensive product specifications detailing all relevant information.

	As a percentage to total turnover
Environmental and social parameters relevant to the product	-
Safe and responsible usage	100%
Recycling and/or safe disposal	-

3. Number of consumer complaints in respect of the following:

   The Company is committed to the development of products and solutions that not only exceed customer expectations but also significantly enhance the level of business profitability. We consistently strive to achieve higher customer satisfaction through continuous efforts in production innovation, rigorous Research and Development (R&D) activities, and by ensuring an enhanced lifecycle of the product.

	FY 2025-26			FY 2024-25		
	Number of complaints filed during the year	Number of complaints pending resolution at close of the Year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the Year	Remarks
Data Privacy	-	-	-	-	-	-
Advertising	-	-	-	-	-	-
Cyber Security	-	-	-	-	-	-

Business Responsibility and Sustainability Report (Contd.)

	FY 2025-26			FY 2024-25		
	Number of complaints filed during the year	Number of complaints pending resolution at close of the Year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the Year	Remarks
Delivery of essential services	-	-	-	-	-	-
Restrictive Trade Practices	-	-	-	-	-	-
Unfair Trade Practices	-	-	-	-	-	-
Others	-	-	-	-	-	-

4. Details of instances of product recalls on account of safety issues:

   No product recall was done during FY 2025-26.

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

   Yes, the company has a Cybersecurity and a Data Privacy policy, which is available on the company intranet.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

   Not applicable as no regulatory action has ever been done regarding advertising, essential services, cybersecurity, data privacy or product recalls.

7. Provide the following information relating to data breaches:

   a. Number of instances of data breaches - Nil

   b. Percentage of data breaches involving personally identifiable information of customers - Nil

   c. Impact, if any, of the data breaches – Not Applicable

For and on Behalf of the Board of Directors

Dinesh Nolkha
Chairman & Managing Director
DIN – 00054658

Nitin Nolakha
Managing Director
DIN – 00054707

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

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

Management Discussion and Analysis

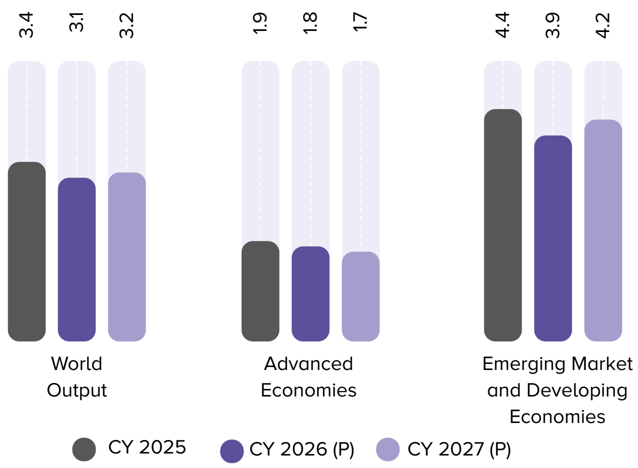
Economic overview

Global economy

The global economy demonstrated notable resilience in CY 2025, recording GDP growth of approximately 3.4%, withstanding higher trade barriers and elevated uncertainty in the previous year, due to accommodative financial and fiscal support. Growth, however, remained uneven across regions. Advanced economies expanded more slowly at around 1.9%, while emerging and developing economies (EMDEs) continued to outperform, growing by 4.4%. Global inflation remained relatively stable at 4.1% in CY 2025, although trends remained uneven across regions.

Global financial conditions saw moderate tightening following geopolitical developments, while remaining accommodative compared to historical levels, with adjustments in bond yields, equity markets and currencies.

Global GDP growth (%)



Source: IMF | P – Projected

Outlook

Once again, the global economy is threatened by the outbreak of war in the Middle East at the end of February 2026 causing serious supply disruption and increased input and energy cost. Looking ahead, global economic growth is projected to expand by around 3.1% in CY 2026. Global trade growth is expected to moderate from the elevated levels in the previous year, reflecting the impact of tariffs and geopolitical scenario, before stabilising as trade linkages and production chains adjust. Services trade is anticipated to remain relatively comparatively resilient, supported by stronger underlying growth trends.

Global imbalances are projected to narrow gradually, partly supported by fiscal measures in certain economies, while sustained investment, particularly in technology, is expected to underpin capital flows across major markets.

However, persistent geopolitical tensions and potential disruptions to global trade continue to influence the outlook. Developments in West Asia, including disruptions to trade routes such as the Strait of Hormuz, may affect trade flows and energy supply chains, contributing to volatility in commodity prices. These risks add to earlier pressures arising from higher energy and food prices linked to supply constraints and higher input costs.

In this environment, global economic stability will depend on timely policy responses and continued structural adjustments across economies to navigate evolving macroeconomic conditions.[1]

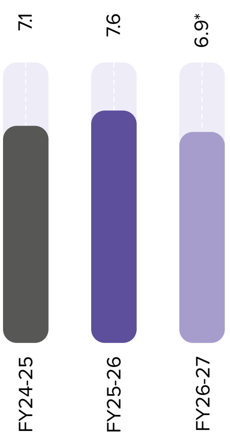
Indian economy[2]

The Indian economy delivered a strong performance in FY 2025-26, supported by robust domestic demand, stable macroeconomic conditions and continued policy support. GDP grew by 7.6% over the base year (2022-23), indicating sustained economic momentum.

Manufacturing remained a key contributor, registering broad-based expansion with double-digit growth during the year, underpinned by domestic demand and supportive policy measures. The secondary and tertiary sectors also posted growth above 9%. Within services, segments such as trade, repair, hotels, transport and communication grew by 10.1%, indicating steady consumption-led activity.[3]

On the expenditure side, growth was driven by both consumption and investment. Private Final Consumption Expenditure (PFCE), accounting for over 61.5% of GDP, remained the primary engine of growth, while Gross Fixed Capital Formation (GFCF) increased by 7.6%, supported by infrastructure development and continued private sector investment.[4]

Growth of the Indian economy



*Projected | Source: IMF

[1]https://www.imf.org/en/publications/weo

[2]https://rbidocs.rbi.org.in/rdocs/Bulletin/PDFs/0BULT23042026FL5A726E38FAF84453B435F18A3709DD11.PDF

[3]https://www.mospi.gov.in/uploads/latestReleases/latest_release_1772189865181_f040336d-bc57-4aed-b80f-586d9ccb279e_Press_Note_on_New_Series_of_GDP_Estimates_with_Base_Year_2022-23_27022026.pdf

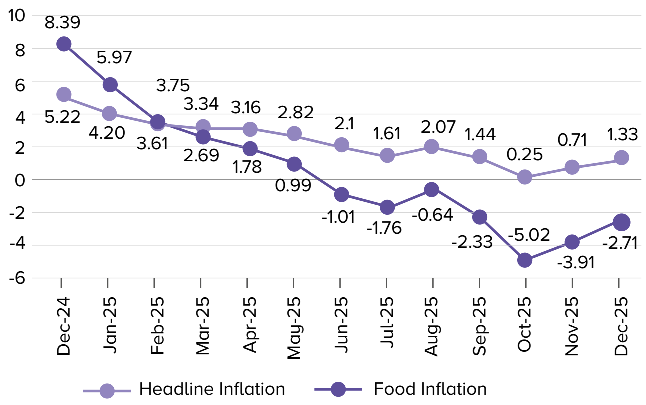
[4]https://www.indiabudget.gov.in/economicsurvey/doc/echapter.pdf

Management Discussion and Analysis (Contd..)

India's CPI inflation stood at 3.4% in March 2026[5] Although inflation edged up slightly, it remained within the target range, with a recovery in food prices and stable core inflation. However, rising input costs and the risk of higher energy prices present potential upside pressures going forward.

On the external front, the economy remained stable despite global uncertainties, supported by adequate foreign exchange reserves and fiscal management, with continued emphasis on capital expenditure, infrastructure and structural reforms supporting overall macroeconomic stability and investor confidence.

All India Inflation Rates for CPI (General) and CFPI



Source: MoSPI

Outlook

The Indian economy is expected to maintain a positive growth trajectory, supported by strong domestic fundamentals and continued policy momentum. Economic activity is likely to remain resilient, driven by robust demand, a gradual improvement in private investment and sustained government expenditure, along with stable corporate and banking sector balance sheets and moderating inflation.

Ongoing structural reforms, including tax rationalisation, regulatory simplification and ease of doing business, combined with continued emphasis on infrastructure, digitalisation and manufacturing, are expected to support productivity and investment. Improvements in labour market conditions and formalisation are also likely to support growth, where India's real GDP is projected to grow by 6.9% in FY 2026-27.

Industry overview

Global textile and apparel industry[6]

The global textile and apparel industry remains a critical pillar of the global manufacturing ecosystem, with the market valued at approximately USD 2,281.51 billion in FY 2025-26. The industry continues to witness strong momentum driven by rising demand for fashion and clothing, increasing penetration of e-commerce and growing applications of textiles across industrial, medical and technical segments. As a result, the industry is evolving beyond its traditional role in clothing and fashion to become an increasingly diversified and technology-driven sector.

Asia-Pacific retained its leadership position in both production and consumption, supported by its cost competitiveness, well-established supply chains and large-scale manufacturing capabilities. In parallel, North America is emerging as an important market, driven by higher demand for premium products, technical textiles and innovative fabric solutions. Industry dynamics are also being reshaped by the growing global focus on sustainable and eco-friendly materials, particularly natural fibers such as cotton. This shift is encouraging manufacturers to adopt more sustainable production practices while also accelerating investments in smart textiles and high-performance fabrics designed for specialised applications.

Despite challenges such as rising input costs and supply chain complexities, the industry outlook remains positive, supported by innovation, evolving consumer preferences and expanding global trade.

Outlook

The global textile and apparel industry is projected to reach USD 4,016.50 billion by FY 2033-34, growing at a CAGR of 7.35%. As the industry evolves, growth is expected to become increasingly value-driven and innovation-led, with increasing focus on premiumisation, product differentiation and brand-led strategies to improve margins. At the same time, investments in automation, advanced manufacturing and digital supply chains to improve efficiency and responsiveness.

Along with these developments, traceability, compliance and circularity are expected to gain greater importance, driven by evolving regulatory frameworks and global brands. Further, emerging segments such as technical textiles and smart fabrics are expected to create new opportunities beyond traditional apparel markets.

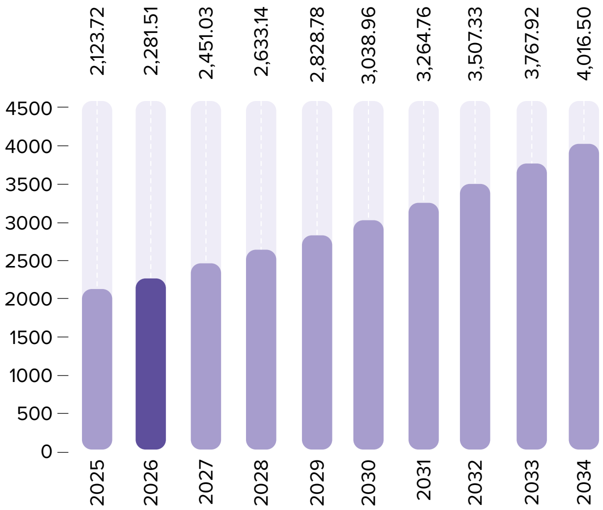
Although challenges such as input cost volatility and global uncertainties may continue, the industry is expected to strengthen resilience through innovation, supply chain diversification and strategic partnerships. These factors are expected to support sustainable long-term growth across the global textile and apparel sector.

[5] https://www.pib.gov.in/PressReleasePage.aspx?PRID=2251519&reg=3&lang=1

[6] https://www.precedenceresearch.com/textile-market

Management Discussion and Analysis (Contd..)

Global textile market size and growth (In USD Billion)



Source: Precedence Research

Indian textile and apparel industry

The Indian textile and apparel industry continued to strengthen its global position in FY 2025-26, remaining the world's second-largest producer and third-largest exporter. The sector contributed approximately 2% to India's GDP and 11% to manufacturing GVA, while providing employment to over 45 million people.[7]

The domestic market is witnessing steady growth of 11.38%, supported by rising disposable incomes, expanding e-commerce penetration and evolving consumer preferences.[8] At the same time, the sector recorded exports of approximately USD 37 billion and continues to pursue its USD 100 billion export target by FY 2029-30. Despite global challenges, export growth remained supported by increasing emphasis on quality improvement and zero-defect manufacturing standards.[9]

In addition to traditional segments, the industry is gaining momentum in technical textiles, driven by increasing applications across industrial and infrastructure sectors. India's inherent strengths in cotton production, availability of a skilled workforce and cost competitiveness continue to reinforce its position in the global value chain.

The sector is also benefiting from continued policy support through initiatives such as the PLI Scheme and PM MITRA Parks, along with favorable trade agreements, aimed at enhancing global competitiveness. Further, strengthening this momentum, Bharat Tex 2025, a global textile mega event supported by the Ministry of Textiles, highlighted the strength of India's entire textile value chain and strengthened the country's position as a preferred global sourcing and investment destination.

Outlook

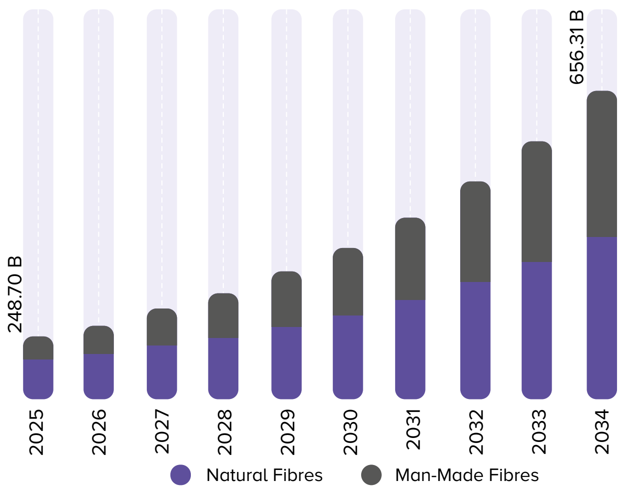
The Indian textile and apparel industry is expected to maintain a steady growth trajectory to reach USD 656.31 Billion by FY 2033-34[10], supported by strong domestic consumption, improving export opportunities and continued policy support. Rising incomes, urbanisation and premiumisation are expected to drive domestic demand, while favorable trade agreements and shifting global sourcing trends are expected to boost exports.

In addition, growth is anticipated to be led by value-added segments such as technical textiles and man-made fibres, alongside continued strength in apparel. Government initiatives focused on infrastructure, incentives and technology upgradation are expected to enhance competitiveness and support scale across the sector.

Although challenges such as raw material price volatility may persist, the industry remains well-positioned to leverage its strong manufacturing base and skilled workforce to achieve sustainable long-term growth.

Indian textile and apparel market forecast (In USD Billion)

Size, By Raw Material, 2025-2034 (USD Billion)



Source: IMARC

Indian cotton textiles industry

The Indian cotton textile industry remains a key pillar of the country's textile ecosystem, supported by India's position as the world's largest cotton producer and one of the largest processors and exporters. The sector plays a critical role in livelihoods, supporting millions of farmers and generating employment across the value chain.

[7]https://www.pib.gov.in/PressReleasePage.aspx?PRID=2157862&reg=3&lang=2

[8]https://www.imarcgroup.com/indian-textiles-apparel-market

[9]https://www.pib.gov.in/PressReleasePage.aspx?PRID=2156220&reg=3&lang=2

[10]https://www.imarcgroup.com/indian-textiles-apparel-market

Management Discussion and Analysis (Contd..)

The industry continues to benefit from strong domestic demand and export opportunities, particularly in cotton yarn, fabrics and ready-made garments. However, productivity remains a challenge, with yields significantly lower than global benchmarks. This has highlighted the need for technology adoption, better farming practices and improved seed quality to enhance efficiency and output.

In response, the Government has been focusing on strengthening the cotton value chain through initiatives aimed at enhancing productivity, ensuring quality and promoting sustainability. Programmes such as the proposed Mission for Cotton Productivity, along with measures supporting technology upgradation, traceability systems and contamination control, are expected to improve global competitiveness and improve quality standards.

In addition, initiatives such as Kasturi Cotton Bharat are positioning Indian cotton as a premium, traceable and sustainable global brand aligned with leading international benchmarks.

Outlook

Looking ahead, the industry is expected to benefit from rising global demand for natural and eco-friendly fibres. Continued collaboration among stakeholders, such as farmers, industry and policymakers, will be crucial in unlocking higher productivity, improving quality standards and strengthening India's position in the global cotton textile market.

As the broader textile sector continues to expand, domestic cotton consumption is also expected to rise steadily, creating opportunities across the value chain while reinforcing India's presence in both domestic and international cotton markets.

Opportunities and challenges

Opportunities

Strong Domestic Demand: Rising income levels, a growing middle class and evolving consumer preferences continue to support demand for Indian textiles and apparel.

Shift in Global Sourcing Preferences: Heightened labour costs in Vietnam and political unrest in Bangladesh are positioning India as an ideal sourcing destination among global buyers. In addition, potential US tariffs on Chinese textiles may further divert orders to Indian producers.

Free Trade Agreements (FTAs) with Consuming Countries: The India-UK and EU FTA is expected to augment textile exports by eliminating import tariffs on textiles and apparel, thereby improving margins and competitiveness. Ongoing trade negotiations with other countries are expected to further enhance the global competitiveness of Indian textiles.

Government Initiatives: Government initiatives such as the PLI Scheme and Mega Integrated Textile Region and Apparel (MITRA) Parks are aimed at enhancing global competitiveness, attracting investments and supporting employment generation across the textile sector.

Sustainability and Revival of Indigenous Cotton: The introduction of Kasturi Cotton as a cleaner and greener alternative is aimed at reducing environmental impact while meeting the growing demand for sustainable cotton among global fashion brands.

Challenges

Supply Chain and Infrastructure Bottlenecks: The Indian textile sector continues to face challenges arising from supply chain fragmentation and inefficient logistics systems. Delays in raw material procurement and inconsistent quality increase production standards often lead to higher production costs and operational inefficiencies.

Tariff and Non-Tariff Barriers by Different Countries: Tariff barriers and restrictive trade practices imposed by certain countries continue to pose challenges for the growth and competitiveness of the Indian textile industry.

Technological Gaps: Limited technological innovation in domestic textile machinery, particularly in weaving and processing segments, has resulted in continued dependence on expensive imported machinery.

Labour Issues and Skill Shortages: Despite being a labour-intensive sector, the industry continues to face labour shortages and the availability of skilled employees.

Environmental Sustainability and Regulatory Compliance: Increasing environmental concerns, including water and air pollution and greenhouse gas emissions, have led to stricter regulatory oversight and compliance requirements, which impact textile production.

Management Discussion and Analysis (Contd..)

Company overview

Nitin Spinners Limited ('the Company') is one of the leading integrated textile manufacturer in India, specialising in cotton and blended yarns, knitted fabrics and finished woven textiles. The Company operates state-of-the-art spinning, weaving and finishing facilities, enabling high operational efficiency and consistent product quality.

With headquarters in Bhilwara, Rajasthan, the Company's diversified product portfolio serves both domestic and international markets, supported by a strong focus on value addition, continuous product development and sustained investment in modern technologies. The Company has established a well-diversified global presence across Asia, Europe, Latin America and Africa, positioning itself as a reliable partner in the global textile industry.

Its operations are supported by disciplined financial management, a robust product mix and strategic proximity to raw material sources and key logistics hubs, supporting sustained growth and profitability. Ongoing capital investments aimed at expanding capacity and improving efficiencies are expected to enhance cost competitiveness and position the Company to benefit from emerging opportunities in global supply chains and favourable trade dynamics, strengthening its position in the textile sector.

55+

Countries global presence

231

Airjet weaving machines

481,000

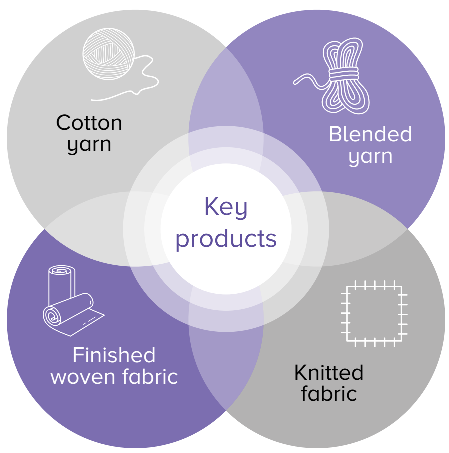
Equivalent Spindles

36 million mtrs

Finished Woven fabric capacity

77

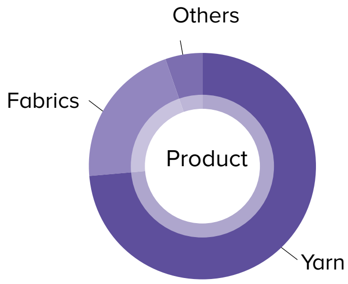
Circular knitting machines



Segment wise Performance

The Company operates in a single business segment, i.e., Textiles, hence segment wise performance is not reported. However the product-wise revenue bifurcation is presented below:

Revenue Bifurcation



Revenue Rs in Crores
2373.10
676.50
164.27

Strategic Capital Expenditure

The Company is undertaking a strategic capacity expansion to strengthen its integrated textile operations and enhance its presence in value-added segments. The expansion includes an additional 22,400 MTPA spinning capacity and weaving and finishing fabric capacity of 35 million metres per annum. Nearly 60% of the incremental spinning output is expected to be utilised in-house for fabric manufacturing, supporting greater integration across operations. This approach is expected to improve the margin profile while enabling the Company to broaden its product portfolio, enter new markets and focus on premium and value-added offerings. The total project cost is estimated at approximately Rs. 1,120 crores and will be funded through a mix of internal accruals and term debt.

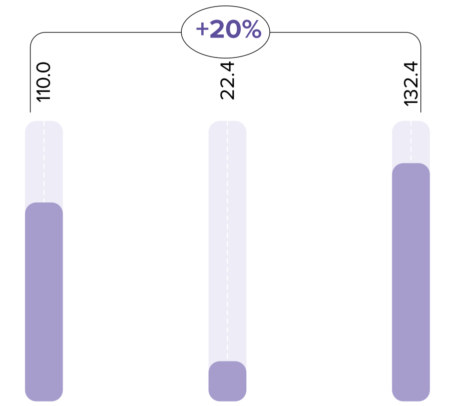
In line with its sustainability focus, the Company is also investing in renewable energy and power efficiency initiatives, These initiatives aim to reduce operational costs, lower carbon footprint and support responsible sourcing practices.

The project will further benefit from incentives under the Rajasthan Investment Promotion Scheme (RIPS) 2024, including interest subsidy, capital subsidy and electricity duty benefits, thereby strengthening overall project viability and supporting long-term value creation.

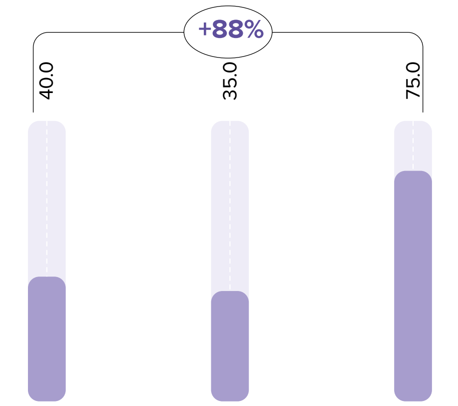
Management Discussion and Analysis (Contd..)

Capacity Expansion by FY 2026-27 (Expected)

Spinning (Thousand Tonnes/pa)



Weaving and Finishing Fabric (Mn Mtrs/pa)



Financial overview

Financial Performance

(₹ in crores)

Particulars	FY 2025-26	FY 2024-25
Revenue from operations	3213.87	3305.65
Other income	5.01	3.60
Total income	3218.88	3309.25
Earnings before interest, tax and Depreciation and Amortization	457.75	475.02
Profit for the Year	177.55	175.43
EPS (Basic) (in INR)	31.58	31.20

Key financial ratios

Particulars	FY 2025-26	FY 2024-25	% change	Reason to change
Inventory turnover	5.29	5.64	-6.21%	marginally lower
Interest coverage ratio	6.46	5.26	+22.81%	improved
Current ratio	1.53	1.71	-10.53%	Last year long term surplus funds deployed in Expansion Project
Long Term Debt equity ratio	0.49	0.62	-20.97%	Decreased due to repayment of Term Loan
Debtors' turnover	7.46	8.80	-15.23%	Average credit period increased due to challenging market conditions
Operating profit margin	14.22%	14.35%	-0.91%	marginally reduced
Net profit margin	5.52%	5.31%	+3.95%	-
Return on Average net worth	12.76%	14.28%	-10.64%	Reduced due to lower margins in challenging market conditions

Risk management

Risk management is an integral part of the Company's governance framework, supporting the achievement of strategic objectives while safeguarding value, assets and reputation. The Company follows a structured approach to identifying, assessing and mitigating risks across its operations and business environment.

The key risks identified by Nitin Spinners Limited, along with the measures adopted to address them, are outlined below

Risk	Impact	Mitigation
Competition risk	Increased competition may reduce returns on investment, market share and profit margins.	The Company addresses this risk through continued focus on value addition, product quality, customer service, a diverse product portfolio and cost efficiency, while also expanding its customer base.

Management Discussion and Analysis (Contd..)

Risk	Impact	Mitigation
Foreign currency exchange risk	Fluctuations in the rupee may affect earnings, as a significant portion of the Company's revenue is derived from exports.	It follows a structured forex hedging policy to manage exposure to currency fluctuations.
Raw material price inflation risk	Volatility in cotton prices may adversely affect profitability.	The Company closely monitors cotton price trends and maintains a disciplined inventory approach to manage price fluctuations.
Reputation risk	Delays in delivery or inconsistencies in product quality may affect stakeholder confidence and business operations.	Nitin Spinners maintains strict quality control systems and ensures adherence to delivery timelines to meet stakeholder expectations.
Customer concentration risk	Dependence on a limited number of customers may lead to revenue fluctuations.	It continues to diversify its customer base across different geographies to reduce reliance on any single customer.
Tariff and Trade Policy Risk	Uncertainties in global trade policies and tariff structures may weaken export demand and exert pressure on margins.	The Company is diversifying into lower-tariff markets, strengthening its presence EU and UK regions and balancing export exposure with increased focus on domestic demand.

Business Outlook

The Company aims to strengthen and consolidate its leadership position through consistent growth, supported by a continued focus on improving cost and production efficiencies. The strategy includes doubling fabric capacity to target higher-margin segments and expanding the proportion of value-added products across yarns and fabrics. With an established presence in finished fabrics, the Company is strengthening its portfolio by expanding from formalwear to casualwear, including menswear, womenswear and kidswear, while enhancing multi-fibre options. Ongoing new product development and reengineering will help address evolving market demand.

In addition to business expansion, sustainability remains a key focus area. The Company is investing in sustainability and renewable energy, including solar power, while adopting reprocessing waste to optimise raw material usage and costs. Backed by disciplined capex, prudent working capital management and support from initiatives such as the Rajasthan Investment Promotion Scheme 2024, the Company remains well-positioned to drive sustained profitability and long-term growth.

Environment and safety

Nitin Spinners Limited continued to strengthen its sustainability roadmap through focused investments in renewable energy and resource-efficient operations aimed at reducing its overall carbon footprint. During the year, the Company announced renewable energy capex of approximately ₹230 crores towards captive solar power projects. In addition, the Company increased its investments in wind-solar hybrid SPVs to further enhance the share of green energy in its overall power mix to approx. 50%.

Alongside its renewable energy initiatives, the Company promoted the use of sustainable fibres such as BCI, organic and recycled fibres as part of its responsible manufacturing practices. It also undertook multiple resource conservation measures including installation of a zero liquid discharge system, sewage water treatment plant and rainwater harvesting systems to improve water efficiency. Further, the Company continued to maintain strong operational discipline and workplace practices focused on ensuring a safe and secure working environment across its manufacturing facilities.

Corporate Social Responsibility (CSR) Initiatives

The Company continued its CSR initiatives with a focus on creating long-term value for employees and the surrounding communities. It supported opportunities for women and contributed to employment generation, aiding local economic development. Key initiatives included the construction of a women's hostel in Bhilwara and contributions towards cotton development and research.

The Company also supported infrastructure development in rural areas, building roads, drainage systems and water harvesting projects as well as improving access to essential facilities. In the area of education, the Company promoted education of differently-abled children and supported the construction of school rooms and hostels for higher studies.

Human resources

The Company reported strong operational performance, supported by efficient execution and effective utilisation of expanded capacities. Its workforce remained integral to

Management Discussion and Analysis (Contd..)

maintaining stable growth in a dynamic business environment, with improved production volumes across yarn and fabric segments indicating efficient manpower deployment and ongoing skill development.

Alongside investments in capacity expansion, sustainability and value addition products, the Company maintained its focus on employee engagement and operational efficiency. Its human resources practices continued to support a performance-oriented work culture aligned with evolving business requirements.

Going forward, the Company's employees will continue to play a critical role in supporting innovation, maintaining product quality and enabling growth across domestic and international markets.

As on 31st March 2026, the Company had a total employee strength of 6693.

Internal control and their adequacy

Nitin Spinners maintains effective internal control systems, which are consistently enhanced and adjusted to adapt to evolving business landscapes, as well as statutory and accounting standards. The Company possesses a strong Management Information System, which plays a vital role within this control framework. The Audit Committee of the Board of Directors regularly evaluates the efficiency and efficacy of these internal control systems and offers recommendations for enhancement where necessary. During the past year, the internal control system underwent testing, revealing no significant flaws in either design or implementation.

Cautionary Statement

The passages in the Management Discussion and Analysis outlining the Company's goals, forecasts, assessments and anticipations may qualify as forward-looking statements under relevant laws and regulations. Actual outcomes might significantly deviate from those stated or implied. Key factors that could impact the Company's activities include the availability and cost of raw materials, demand and pricing trends in the Company's main markets, changes in governmental regulations and tax structures, economic conditions in India and in the countries where the Company operates, along with other related factors.

For and on Behalf of the Board of Directors

Dinesh Nolkha
Chairman & Managing Director
(DIN – 00054658)

Nitin Nolakha
Managing Director
(DIN – 00054707)

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

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

Corporate Governance Report

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance envisages attainment of high level of transparency, accountability and integrity in all its facets.

The Company has consistently practiced good Corporate Governance norms for the efficient conduct of its business and its obligations towards all its stakeholders viz., the shareholders, customers, employees and the community in which the Company operates. The Company is committed to observe good governance by focusing on adequate & timely disclosures, transparent & robust accounting policies, strong & independent Board and endeavors to maximize shareholders benefit. The Company believes that it shall go beyond adherence of regulatory frameworks in disclosing material information to the stakeholders. We believe that Corporate Governance is a journey to constantly improving sustainable value creation. The Board of Directors of the Company plays a central role in the good Corporate Governance by building up strong principles and values on which the Company operates.

2. BOARD OF DIRECTORS

Composition, Category and Attendance at Meetings

The Board of Directors of the Company consists of eminent persons with considerable professional expertise and experience in business and industry, finance, management, legal and marketing fields. The Company has a balanced mix of Executive and Non-Executive Directors. The Board comprises of six Directors including one Woman Director and composition of Board of Directors of the Company is in conformity with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein- after referred as "Listing Regulations") and applicable provisions of the Companies Act, 2013 (herein- after referred as "the Act"). The Company has three Promoter Executive Directors and Three Non-Executive Independent Directors. The Company has 50% Non-Executive Directors and it has appointed regular Executive Chairperson. The Independent Directors with their diverse knowledge, experience and expertise bring in their independent judgment in the deliberation and decisions of the Board.

Number of Board Meetings

During the financial year 2025-26, four meetings of the Board of Directors were held on 13.05.2025, 05.08.2025, 04.11.2025 and 31.01.2026. The frequency and intervening gap between the meetings was within the period prescribed under the Listing Regulations and Secretarial Standards-1 issued by the Institute of Company Secretaries of India (ICSI) on Meetings of the Board of Directors. The frequency of the meetings is enough for the Board to undertake its duties effectively.

The 33rd Annual General Meeting of the Company was held on 06.09.2025.

The Composition and category of the Board of Directors, attendance at Board & previous Annual General Meeting, number of other Directorship, Committee Membership and Chairmanship are as under: -

Name of Directors	Category of Directorship	Board Meetings attended out of 4 Meetings	Attendance at last AGM held on 06.09.2025	Directorship in other Listed Companies	No. of other Committees in which Member or Chairperson	
					Chairperson	Member
Sh. Dinesh Nolkha (DIN: 00054658)	Promoter Executive	4	Yes	Nil	Nil	Nil
Sh. Nitin Nolakha (DIN: 00054707)	Promoter Executive	4	Yes	Nil	Nil	Nil
Sh. Pratyush Nolakha (DIN: 10704970)	Executive Director	4	Yes	Nil	Nil	Nil
Sh. Rishabh Chand Lodha (DIN: 07177605)	Independent Non-Executive	4	Yes	2	2	1
Sh. Rohit Swadheen Mehta (DIN: 09449679)	Independent Non-Executive	4	Yes	Nil	Nil	Nil
Smt. Vibha Aren (DIN: 07028020)	Independent Non-Executive	3	Yes	Nil	Nil	Nil

None of the Directors of the Board serve as Members of more than 10 Committees nor are they Chairman of more than 5 Committees, as per requirements of the Regulation 26(1) of the Listing Regulations. As required under Regulation 17A of the Listing Regulations none of the Independent Directors serves as an Independent Director in more than seven listed companies and none of the Independent Director of the Company is Whole Time Director in any other Listed Company. None of the Director is a Director in any listed entity other than Nitin Spinners Limited except Sh. Rishabh Chand Lodha, who is Independent Non-Executive Director on the Board of Swadeshi Polytex Ltd. and Star Paper Mills Ltd. The details of shareholding of Non-Executive Directors in the Company as on 31.03.2026 are as under :-

S. No.	Name of Non-Executive Director	Shareholding as on 31.03.2026
1.	Sh. Rohit Swadheen Mehta	22,000 Shares

No convertible instrument has been issued by the Company. None of the Directors and Key Managerial Personnel (KMP) are related to each other except Sh. Dinesh Nolkha, Sh. Nitin Nolakha and Sh. Pratyush Nolakha as Sh. Dinesh Nolkha and Sh. Nitin Nolakha are brothers and Sh. Dinesh Nolkha is father of Sh. Pratyush Nolakha.

All the Independent Directors have given declaration that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of Listing Regulations, the independent Directors have also confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. All the Independent Directors have included their names in Independent Director's data bank maintained with the Indian Institute of Corporate Affairs ('IICA') in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and also completed the online proficiency test conducted by the IICA, wherever required. It is hereby confirmed that in the opinion of Board, the Independent Directors fulfill the conditions specified under the Listing Regulations and the Act and they are independent of the Management.

No Independent Director has resigned during the F.Y. 2025-26.

The table below summarizes the key attributes and skills matrix, identified by the Board of Directors, as required in the context of business of the Company and the name of Directors who have such skills / expertise /competence:-

S. No.	Name of Directors	Skills / Expertise / Competence					
		Finance	Legal	Management	Technical Operations	Marketing / Sales	Administration
1.	Sh. Dinesh Nolkha, Chairman & Managing Director	✓	✓	✓	✓	✓	✓
2.	Sh. Nitin Nolakha, Managing Director	✓		✓	✓	✓	✓
3.	Sh. Pratyush Nolakha, Executive Director	✓	✓	✓		✓	✓
4.	Sh. Rishabh Chand Lodha, Independent Director	✓	✓	✓			✓
5.	Sh. Rohit Swadheen Mehta, Independent Director	✓	✓	✓			✓
6.	Smt. Vibha Aren, Independent Director	✓	✓	✓			✓

Board Meeting Procedure

The Company's Board Meetings are governed by a structured agenda. The Board Meetings are generally scheduled well in advance and the notice of each board meeting is given in writing to each Director. The Board Meeting may be convened on short notice, with the consent and presence of Independent Directors, for urgent matters. The Board members, in consultation with the Chairman, may bring up any matter for the consideration of the Board. The Board papers, comprising the agenda and detailed notes on each agenda are circulated well in advance before the meeting of the Board.

All statutory, significant and other material information as specified in Part A of Schedule-II under the regulation 17(7) of the Listing Regulations are regularly made available to the Board, wherever applicable. The Board also reviews periodically the compliances of all laws applicable on the Company.

Board's role, functions, responsibility and accountability are clearly defined. In addition to matters statutorily requiring Board's approval, all major decisions involving formulation, strategy and business plans, annual operating and capital expenditure budgets, new investments, compliance with statutory regulatory requirements, major accounting provisions etc. are considered by the Board.

3. AUDIT COMMITTEE

Your Company has an Audit Committee constituted by the Board of Directors which acts as a link between the management, auditors and the Board and oversees the financial reporting process.

Brief Description of terms of reference

The terms of reference of the Audit Committee are aligned with the guidelines set out in the Regulation 18 read with Part C of schedule II of the Listing Regulations and also with the provisions of Section 177 of the Act. The terms of reference broadly includes approval of annual Internal Audit Plan, review of financial reporting processes, auditors' report, internal control, risk management system, Internal Financial Control and its adequacy, functioning of whistle blower mechanism and governance processes, discussions and approval of quarterly, half yearly and annual financial statements/results, recommendation for appointment, remuneration and terms of appointment of auditors, monitor related party transactions, uses and application of funds raised through issues, review of Auditors' Independence and performance and effectiveness of Audit process, appointment of CFO etc.

Composition

The composition of the Audit committee meets the requirements of section 177 of the Act and Regulation 18 of the Listing Regulations. Presently, it comprises Sh. Rohit Swadheen Mehta, Sh. Rishabh Chand Lodha and Smt. Vibha Aren as its members. All the members of the committee are Non-executive and Independent Directors. Sh. Rohit Swadheen Mehta, Chairman of the Committee possesses high degree of accounting and financial management expertise and all other members of the committee are financially literate and have experience and sound accounting and financial knowledge. Sh. Rohit Swadheen Mehta, Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on 06th September, 2025.

Meetings and Attendance

The committee met four times during the financial year 2025-26. The dates on which Audit Committee Meetings were held are 13.05.2025, 05.08.2025, 04.11.2025 and 31.01.2026. The number of meetings attended by each committee member during the year are as under: -

Name of Member	No. of Meetings attended
Sh. Rohit Swadheen Mehta, Chairperson	4
Sh. Rishabh Chand Lodha, Member	4
Smt. Vibha Aren, Member	3

The Chairman & Managing Director, CFO as well as the representatives of the auditors are permanent invitees to the audit committee meetings. The Company Secretary acts as secretary to the audit committee.

4. NOMINATION AND REMUNERATION COMMITTEE:

Your Company has Nomination and Remuneration Committee constituted by the Board of Directors to oversee appointment, remuneration and performance evaluation of Directors, Key Managerial Personnel (KMP) & Senior Management Personnel (SMP).

Brief Description of terms of reference

The terms of reference of Nomination and Remuneration Committee are aligned with the guidelines set out in the Regulation 19 read with Part D of Schedule II of the Listing Regulations and also with the provisions of Section 178 of the Act which broadly includes formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and senior management personnel; formulation of criteria for evaluation of performance of the Directors, Committees and the Board of Directors and devising a policy on Board diversity; Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. Decision about extension or continuation of term of Directors including Independent Directors on the basis of report of performance evaluation and to recommend to the Board, all remuneration in whatever form, payable to senior management.

Composition

The composition of the Nomination and Remuneration Committee meets the requirements of section 178 of the Act and Regulation 19 of the Listing Regulations. Presently, the Committee constitutes Sh. Rohit Swadheen Mehta, Sh. Rishabh Chand Lodha and Smt. Vibha Aren, Non-Executive & Independent Directors as its members. Sh. Rohit Swadheen Mehta is Chairman of the Committee.

Sh. Rohit Swadheen Mehta, Chairman of the Committee was present at the last Annual General Meeting of the Company held on 06th September, 2025.

Meetings and Attendance

During the financial year 2025-26, two meetings of the Committee are held on 13.05.2025 and 05.08.2025. The number of meetings attended by each committee member during the year are as under:-

Name of Member	No. of Meetings attended
Sh. Rohit Swadheen Mehta, Chairperson	2
Sh. Rishabh Chand Lodha, Member	2
Sh. Vibha Aren, Member	1

Performance Evaluation:-

Pursuant to the Section 178 of the Act and Regulation 19 of Listing Regulations, the Nomination and Remuneration

Committee has specified the manner and the criteria for performance evaluation of the Board as a whole, its Committees and Individual Directors (including Independent Directors). The indicative criteria on which evaluation was carried out was broadly based on the Guidance Note on Board Evaluation issued by SEBI vide Master Circular HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated 30.01.2026 and includes, Board structure and composition, Effectiveness of Board processes, information and functioning, Attendance (captured from records of meetings), Contribution, Guidance/ support to management / Committee meetings, Quality of relationship of the committee with the Board and the management, Sustainability, Board culture and dynamics etc.

Further, at the Board meeting that followed the meeting of Nomination and Remuneration Committee, the performance evaluation of the Board as a whole, its Committees, and individual Directors was discussed. The performance evaluation of the Independent Directors was also carried out by the entire Board (excluding the director being evaluated). The overall performance evaluation exercise was completed to the satisfaction of the Board.

The Independent Directors in their separate meeting have reviewed the performance of non-independent Directors, Chairperson of the Board and the Board as a whole.

The detailed Policy inter-alia including criteria for performance evaluation is available under web link https://nitinspinners.com/wp-content/uploads/2024/09/Nomination-Remuneration-and-Evaluation-Policy.pdf. There is no change in the policy during the year.

Remuneration of Directors

Non-Executive Independent Directors are paid only sitting fees for attending the Board and Committee meetings and Promoter Directors are paid Salary, Commission and Perquisites subject to the overall ceilings imposed by the Act and other applicable statues.

The appointment and remuneration of Promoter and Executive Directors are governed as per terms and conditions approved by the Board of Directors and Shareholders on the recommendation of Nomination and Remuneration Committee.

Details of Remuneration paid to Promoter & Executive Directors

(₹ in Lakhs)

S. No	Name of Directors	Category of Directors	Basic Salary	Contribution to P.F.	Commission	Others	Total
1	Sh. Dinesh Nolkha	Promoter & Executive Director	69.00	8.28	245.31	1.62	324.21
2	Sh. Nitin Nolakha	Promoter & Executive Director	51.00	6.12	245.31	2.06	304.49
3	Pratyush Nolakha	Executive Director	26.40	3.17	-	-	29.57

Performance linked incentive & Criteria – Commission based on profit of the Company.

Service contract, notice period, severance fee - The employment of Executive Directors shall terminate automatically in the event of their ceasing to be a Director of the Company in the General Meeting and/or in the event of their resignation as a Director of the Company. No severance fee is payable to Executive Directors. As per the terms of the policy on appointments of the Company the notice period is for three months.

Stock option to Executive Directors - Nil

Non-Executive Directors do not draw any remuneration except sitting fee of ₹ 50,000/- for attending every Board Meeting and ₹ 25,000/- for attending every Committee Meeting. Total sitting fee of ₹ 10,50,000/- was paid during the financial year 2025-26. The details of remuneration paid to Non-Executive Directors during the financial year 2025-26 are as under: -

Details of Sitting Fee paid to Non-Executive Directors

S. No.	Name of Director	Category of Directors	Sitting Fee (Amt. In Lakhs)
1.	Sh. Rishabh Chand Lodha	Independent Director Non-Executive	4.00
2.	Sh. Rohit Swadheen Mehta	Independent Director Non-Executive	3.75
3.	Smt. Vibha Aren	Independent Director Non-Executive	2.75

The Company has no pecuniary relationship or transactions with its Non-Executive Independent Directors other than payment of sitting fees to them for attending Board and Committee meetings. Sh. Rohit Swadheen Mehta is holding 22000 Equity Shares of the Company; except him no Independent Director Non-Executive are holding any share in the Company and no stock option, convertible instrument have been issued by the Company.

The Company has not advanced any loan to any Director during the Financial Year 2025-26.

In pursuant to provisions of Listing Regulations, the Company has taken Directors' and Officers (D & O) Liability Insurance to protect its Directors/officers personal liability for financial losses that may arise out of their unintentional wrongful acts.

5. RISK MANAGEMENT COMMITTEE

Your Company has Risk Management Committee to monitor risk associated to the Company.

Broad Terms of reference

The terms of reference of the Committee are aligned with the guidelines set out in the Regulation 21 read with Para C Part D of schedule II of the Listing Regulations which broadly includes formulation and review of detailed risk management policy, design methodology, processes and systems to monitor and evaluate risks associated with the business of the Company, monitor and oversee implementation of the risk management policy.

Composition

The composition of the Risk Management Committee meets the requirements of Regulation 21 of the Listing Regulations. Presently, the committee comprises of Sh. Dinesh Nolkha, Chairman & Managing Director, Sh. Rishabh Chand Lodha, Independent Director and Sh. Purushottam Maheshwari, CFO of the Company as its Members with Sh. Dinesh Nolkha as Chairman of the Committee.

Meeting and Attendance

The Committee meets as and when required and during the financial year 2025-26, two meetings of the Committee were held on 13.05.2025 and 04.11.2025. The number of meetings attended by each committee member during the year are as under:-

Name of Member	No. of Meetings attended
Sh. Dinesh Nolkha, Chairman	2
Sh. Rishabh Chand Lodha, Member	2
Sh. Purushottam Maheshwari, Member	2

6. STAKEHOLDERS RELATIONSHIP COMMITTEE

Your company has Stakeholders Relationship Committee to oversee the services provided to the Investors of the Company.

Broad Terms of reference

The terms of reference of Stakeholders Relationship Committee are in line with the provisions of regulation 20 read with Part D of Schedule II of the Listing Regulations and also with the provisions of Section 178 of the Act which broadly includes the following :-

The committee considers and approves various requests for transmission, sub-division, consolidation, renewal, exchange, issue of new certificates in replacement of old ones, Dematerialization/Rematerialization of Shares, non-receipt of declared Dividend, Annual Reports and to redress the grievances of the investors as may be received from time to time. The Committee evaluate performance and service standards of the Registrar and Share Transfer Agent of the Company; Provide guidance and make recommendations to improve investor service levels for the investors; Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends; Review of adherence to the service standards adopted by the Company; Review of measures taken for effective exercise of voting rights by shareholders.

The Secretarial Department of the Company and Registrar & Transfer Agent, Bigshare Services Private Ltd., Mumbai attend all the Grievance of the Shareholders and Investors received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, SCORES etc.

No Stakeholders' Grievance remained un-attended/ pending for more than 15 days. There was no complaint pending for disposal as on the March 31, 2026. All the shares issued by the Company are held in DEMAT form.

Composition

The composition of the Stakeholders Relationship Committee meets the requirements of section 178 of the Act and Regulation 20 of the Listing Regulations. Presently, the committee comprises of Smt. Viba Aren, Independent Director, Sh. Dinesh Nolkha, Chairman & Managing Director and Sh. Nitin Nolakha, Managing Director as its member with Smt. Viba Aren, Independent Director as Chairperson of the Committee.

Meeting and Attendance

The Committee meets as and when required and during the financial year 2025-26, one meeting of the Committee is held on 04.11.2025. The number of meetings attended by each committee member during the year are as under: -

Name of Member	No. of Meetings attended
Smt. Vibha Aren, Chairperson	1
Sh. Dinesh Nolkha, Member	1
Sh. Nitin Nolakha, Member	1

Smt. Vibha Aren, Chairperson of the Committee was present at the last Annual General Meeting of the Company held on 06th September, 2025.

Compliance Officer: - Mr. Sudhir Garg, Company Secretary & VP (Legal)

Designated E-mail for Investors' Grievances - investorrelations@nitinspinners.com

Details of Complaints received and status thereof: -

No complaint was received from Investors during the financial year 2025-26 and no complaint was pending at the end of the year.

7. General Body Meeting:-

(i) Location and Time of General Body Meetings:

The details of location, date and time of Annual General Meetings held during last three years are given as under :-

AGM	Date	Time	Place	Special Resolution(s) passed
31st AGM	18.09.2023	3.00 PM	Through Video Conference (VC)/ Other Audio Visual Means ("OAVM") hosted at Nitin Spinners Limited 16-17 KM Stone, Chittor Road, Hamirgarh, Bhilwara -311025	Nil
32nd AGM	16.09.2024	3.00 PM	Through Video Conference (VC)/ Other Audio Visual Means ("OAVM") hosted at Nitin Spinners Limited 16-17 KM Stone, Chittor Road, Hamirgarh, Bhilwara -311025	1. Appointment of Smt. Vibha Aren as Independent Director. 2. Increase in Borrowing Power to ₹ 2000 Crores u/s 180(1)(c) of the Companies Act, 2013. 3. Creation of Security on increased Borrowing Power u/s 180(1)(a) of the Companies Act, 2013.
33rd AGM	06.09.2025	3.00 PM	Through Video Conference (VC)/ Other Audio Visual Means ("OAVM") hosted at Nitin Spinners Limited 16-17 KM Stone, Chittor Road, Hamirgarh, Bhilwara -311025	Nil

Details of the Special Resolutions passed through postal ballot on 13th March, 2026 are as under :-

S. No	Items of business	Voting percentage of shareholders participated	
		% of votes in favour	% of votes against
1.	Authorization to Board of Directors to borrow money upto ₹ 3000 Crores under Section 180(1)(c) of the Act.	99.8964%	0.1036%
2.	Authorization to Board of Directors for Creation of Security on increased Borrowing Power under Section 180(1)(a) of the Act.	99.8964%	0.1036%

Procedure adopted for Postal Ballot :-

In accordance with the provisions of the Act and Listing Regulations and relevant Circulars issued by the Ministry of Corporate Affairs and SEBI from time to time, the resolutions were proposed by means of Postal Ballot only by way of remote e-voting process ('e-voting').

The Company engaged the services of National Securities Depository Limited, to provide e-voting facility to all its members.

Notice dated 31.01.2026 was sent only through electronic form to those members, whose names appeared in the Register of Members/List of Beneficial Owners as received from the Depositories/Registrar and Transfer Agent ('RTA').

Mr. Manoj Maheshwari, Partner of M/s. V.M. & Associates, Practicing Company Secretary (Membership No. FCS 3355, CP No. 1971) acted as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

The Scrutinizer submitted his report on 16.03.2026 after the completion of scrutiny and the result of the e-voting along with Scrutinizer's report was announced on 16.03.2026 to the stock exchanges within the statutory timelines.

Further, no special resolution is proposed to be conducted through Postal Ballot as on the date of this report.

8. INDEPENDENT DIRECTORS' MEETING

Pursuant to Regulation 25(3) of the Listing Regulations, a meeting of the Independent Directors was held on 13.05.2025 without the attendance of Non-Independent Directors and members of management to inter-alia:

- Review the performance of Non Independent Directors and the Board of Directors as a whole;
- Review the performance of the Chairman of the Company taking into account the views of the Executive and Non Executive Directors;

- Assess the quality, content and timelines of flow of information between the Management of the Company and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

All the Independent Directors were present at the Meeting.

9. OTHER DISCLOSURES:

Details of Compliances:-

The Company has complied with all the applicable requirements of the Listing Regulations as well as SEBI regulations and guidelines. During the last three years, no penalties/strictures were imposed / passed on the Company by Stock Exchanges or SEBI or any other statutory authority on any matter related to capital markets.

Related Party Transactions:-

All the related party transactions are entered on arm's length basis and in the ordinary course of business during the financial year 2025-26. The Company has complied with all the applicable provisions of the Listing Regulations and the Act in this regard. There were no materially significant transactions with related parties during the financial year 2025-26 that may have potential conflict with interest of listed entity at large. Suitable disclosure as required by the IndAS 24 has been made in the notes to the Financial Statements. Pursuant to regulation 23 of the Listing Regulations, all the related party transactions are disclosed to Stock Exchanges on half yearly basis. The Board has approved a policy for related party transactions which has been uploaded on the Company's website under the link https://nitinspinners.com/wp-content/uploads/2024/12/Related-Party-Transaction-Policy.pdf.pdf

Code of Conduct:-

The Board of the Company has laid down a Code of Conduct for all Board members and Senior Management of the Company. The Company is committed to conduct its business in accordance with the pertinent laws, rules and regulations and with the highest standards of business ethics.

The code of conduct for Directors and Senior Management as approved by the Board of Directors has been placed on the website of the Company under the link https://nitinspinners.com/wp-content/uploads/2024/09/ConductDirectorsandSMP.pdf All Board members and senior management personnel have affirmed compliance with the code of conduct during the year under review. In this regard, certificate of Managing Director is given at the end of this report.

Code of Conduct for Regulating, Monitoring & Reporting Trading by Insiders

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 the Company has instituted a comprehensive code of conduct for Regulating, Monitoring & Reporting Trading in shares of the Company by designated and connected persons. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while trading in shares of the Company and cautions them on consequences of violations. The Company follows closure of trading window prior to the publication of price sensitive information. The Company has been informing the directors, senior management personnel and other persons covered under the code and advise them not to trade in Company's securities during the closure of trading window period.

Compliance with Regulation 34(3) of Listing Regulations

In accordance with the provisions of Regulation 34(3) read with Schedule V Para C Sub clause (10) (i) of the Listing Regulations, the Company has obtained a certificate from Practicing Company Secretary confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority. The certificate is annexed with the report.

Whistle Blower Policy/Vigil Mechanism:-

With the rapid expansion of business in terms of volume, value and geography, various risks associated with the business have also increased considerably. One such risk identified is the risk of fraud & misconduct. The Audit Committee is committed to ensure fraud-free work environment and to this end the Committee has laid down a Whistle Blower Policy providing a platform to all the Directors, employee, other stakeholders. As per policy, they can report any suspected or confirmed incident of fraud/misconduct to the Chairman of Audit Committee. The policy also provides for adequate safeguard against victimization. This policy is applicable to all the directors, employees, other stakeholders of the Company and it is posted on the website of the Company under the link https://nitinspinners.com/wp-content/uploads/2024/09/Vigil-Mechanism-Whistle-Blower-Policy.pdf It provides for direct access to the Chairperson of audit committee in appropriate or exceptional cases. No employee was denied access to the Audit Committee.

During the year under review, there was no instance of fraud and no whistle blower event was reported.

Prohibition of Sexual Harassment of Women at workplace

The Company has in place a Policy for prevention of sexual harassment of women at workplace and constituted internal complaints committee in line with the requirements of the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to redress complaints regarding sexual harassment at workplace.

The committee meet from time to time and informed that no complaint was pending at the beginning and end of the year and no complaint of sexual harassment of women has been received during the financial year 2025-26 and no complaint was pending for more than 90 days.

Familiarization Programme for Independent Directors:-

On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through a formal induction program on the Company's manufacturing, marketing, finance and other important aspects. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director.

Further, the Directors are regularly updated with amendments in the provisions of the Act, Listing Regulations, other applicable SEBI Regulations etc. Besides these, Directors are updated on continuous basis in respect of Related Party Transactions, Audit and Auditors and they are periodically meeting with the senior management of the Company.

The details of familiarization programme for Independent Directors is available at the website of the Company under the link https://nitinspinners.com/wp-content/uploads/2026/02/Familiarization-Programme-2025-26.pdf

Loans and Advances

The Company has not made any loan and advances to firms/companies in which Directors of the Company are interested.

Compliance Confirmation

It is confirmed that the Company has complied with the requirements prescribed under Regulation 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations. A certificate from Statutory Auditors for compliance of provisions of Corporate Governance is attached with the Report.

Discretionary Requirements

The Company has complied with all the mandatory requirements of the Listing Regulations and adoptions of discretionary requirements as provided in the Part –E of Schedule – II under regulation 27(1) Listing Regulations are as under:-

(i) Reporting of Internal Auditors directly to Audit Committee.

(ii) Modified opinion(s) in Audit Report –Moved towards regime of financial statement with unmodified audit opinion.

Others

During the year the Company has paid total fee of ₹ 17.75 Lakhs to the Statutory Auditors towards Audit Fee and other services.

There are no instances where Board has not accepted any recommendation of any Committee of Board of the Company.

The Company do not have any Subsidiary Company.

Particulars of Senior Management :-

S. No.	Name	Designation
1.	Shri Sandeep Garg	President & Chief Operating Officer
2.	Shri P. Maheshwari	President & CFO
3.	Shri Umesh Toshniwal	Jt. President (Marketing)
4.	Shri Anil Kumar Jain	Jt. President (Commercial)
5.	Shri Sudhir Garg	Company Secretary & Vice President (Legal)
6.	Shri Vivek Tripathi	Vice President (Technical)
7.	Shri Dinesh Kumar Sharma	Vice President (Spinning)
8.	Shri Dinesh Dhar Shukla	Vice President (Spinning)
9.	Shri Ramesh Chandra Mishra	Vice President (Processing)
10.	Shri Vipin Panwar	Vice President (Fabric Marketing)
11.	Shri Dhirendra Kumar Sachan	Vice President (Weaving)
12.	Shri Arvind Singh Rathore	Vice President (Engineering)
13.	Shri Ghanshyam Heda	Vice President (Engineering)
14.	Shri Inderjeet Singh	Vice President (Spinning)
15.	Shri Rajat Mehra	General Manager (Purchase)
16.	Shri Rajendra Patodia	General Manager (I.T.)
17.	Shri Om Prakash Verma	General Manager (Human Resources)
18.	Shri Babu Lal Sharma	General Manager (Cotton Purchase)

During the F.Y. 2025-26 Sh. Prem Narayan Joshi General Manager (Human Resources) relieved from services on attaining superannuation and Sh. Om Prakash Verma was appointed as General Manager (Human Resources). Further, Shri Arvind Singh Rathore, Shri Ghanshyam Heda and Shri Inderjeet Singh were designated as Senior Management Personnel. Except these there are no change in the Senior Management Personnel of the Company.

Shares of the Company are not suspended from Trading.

No share is lying in DEMAT suspense account/unclaimed suspense account.

Pursuant to Regulations 30A (2) of Listing Regulations we confirm that no agreement is subsist under clause 5A to para A of part A of schedule III to the Listing Regulations.

The details about commodity price risk, foreign exchange risk and hedging activities are given in the Management Discussion and Analysis Report.

10. MEANS OF COMMUNICATION

The main channel of communication to shareholders is through Annual Report which inter-alia includes the Board's Report, the Report on Corporate Governance and Audited Financial Statements.

Quarterly financial results are approved by the Board of Directors and submitted to the Stock Exchanges. The Quarterly financial results are published in one prominent English newspaper such as the Business Standard and one/two vernacular language newspapers such as Rajasthan Patrika/Dainik Bhaskar/Prathakal and Nafa Nuksan.

The website of the Company www.nitinspinners.com acts as the primary source of information about the Company which inter-alia display the annual/quarterly financial results, official press/news release and Shareholding pattern, of the Company. The same are also displayed on the website of both the Stock Exchanges. The Company ensures that relevant provisions of Regulation 46 of the Listing Regulation are complied with.

Presentations made to institutional investors and analysts during the financial year 2025-26 are available on the website of the Company www.nitinspinners.com and also disseminated to the Stock Exchanges i.e. BSE and NSE.

During the Financial year 2025-26, the Company did not raise any funds through preferential allotment or qualified institutional placement.

11. GENERAL SHAREHOLDER INFORMATION

Shareholder Information:-

A.	Date of AGM & Time & Venue	21st September, 2026 at 3.00 PM IST through Video Conference (VC)/ Other Audio Visual Means (OAVM) (Deemed Venue shall be Registered Office of the Company)
B.	Date of Book Closure	15.09.2026 to 21.09.2026 (Both the days Inclusive)
C.	Dividend Payment date	Within 30 days from the date of AGM.
D.	Financial Year	April 1, 2026 to March 31, 2027
E.	Tentative Financial Calendar for next Year for 2026-27:	

Period	Date of Board Meeting
1st Quarter ending June, 2026	Last week of July, 2026 or first week of August, 2026
2nd Quarter ending September, 2026	Last week of October, 2026 or First week of November, 2026
3rd Quarter ending December, 2026	Last week of January, 2027 or First week of February, 2027
Year ending 31st March, 2027	April/May 2027
AGM for year ending 31st March, 2027	August/September 2027

F. Listing Details :

Equity Shares of the Company are listed with the following stock exchanges:

S. No.	Particular	Scrip Code
1.	BSE Limited ("BSE") Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	532698
2.	National Stock Exchange of India Limited ("NSE") Exchange Plaza, Plot No. C/1, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051	NITINSPIN

Listing Fee for the F.Y. 2026-27 has already been paid to both the Stock Exchanges.

G. Dematerialization of Share and Liquidity:

The equity shares of the Company are compulsorily traded and settled in dematerialized form under ISIN INE229H01012. All the shares issued by the Company are held in DEMAT form as per following details :-

Particulars	31st March, 2026		31st March, 2025	
	No. of Shares	%	No. of Shares	%
No. of Shares Dematerialized				
- NSDL	4,91,20,280	87.37	4,96,16,080	88.25
- CDSL	70,99,720	12.63	66,03,920	11.75
Total	**5,62,20,000**	**100.00**	**5,62,20,000**	**100.00**

H. Outstanding GDRs/ADRs/Warrants Etc. Nil

I. Registrar & Share Transfer Agent:-

The Bigshare Services Private Limited is the Registrar and Share Transfer Agent (RTA) of the Company. The Shareholders / Investors are requested to contact for all correspondence / queries at the following address:-

Unit	M/s Bigshare Services Private Limited Nitin Spinners Limited
Address	Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093 (Maharashtra)
Phone No.	022-62638200
Fax No.	022-62638299
Email	investor@bigshareonline.com
Web Site	http://www.bigshareonline.com

J. Share Transfer System

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.

All the shares issued by the Company are held in DEMAT form only.

K. Distribution of Shareholding as on 31st March, 2026:

No. of Equity Shares held	No. of Shareholders	% to Shareholders	No. of Shares	% to Shares
Up to 500	31945	89.9099	3023635	5.3782
501 to 1,000	1634	4.5989	1278167	2.2735
1,001 to 2,000	903	2.5415	1357865	2.4153
2,001 to 3,000	346	0.9738	889046	1.5814
3,001 to 4,000	150	0.4222	526439	0.9364
4,001 to 5,000	119	0.3349	555867	0.9887
5,001 to 10,000	226	0.6361	1637059	2.9119
10,001 & above	207	0.5827	46951922	83.5146
Total	35530	100	56220000	100

L. Category wise Shareholding

Particulars	31st March, 2026		31st March, 2025	
	No. of Shares	%	No. of Shares	%
Promoters and Promoters' Group	3,18,82,000	56.71	3,18,32,000	56.62
Public				
- Institutional	86,39,433	15.37	92,26,609	16.41
- Others	1,56,98,567	27.92	1,51,61,391	26.97
Total	**5,62,20,000**	**100.00**	**5,62,20,000**	**100.00**

M. Credit Ratings of the Company

During the financial year 2025-26, CARE Rating Limited has reviewed the ratings of Bank Loan facilities of the Company and reaffirmed the previous credit ratings given by them :-

Facilities	Facilities	Rating Agency	Current Year Rating	Previous Year Rating
1.	Long term Rating - Term Loan & Working Capital (Fund Based)	Care Rating Limited	CARE A Outlook – Positive	CARE A Outlook - Stable
2.	Short Term Ratings (Non Fund based)	Care Rating Limited	CARE A1	CARE A1

N. Plant Location & Address for Correspondence

(a)	Plant Locations	(i)	16-17 KM Stone, Chittor Road, Hamirgarh, Bhilwara (Rajasthan) PIN – 311025
		(ii)	Chittor –Kota NH-27, Village – Bhanwaria Kalan, Tehsil-Begun, Distt. - Chittorgarh (Rajasthan) PIN – 312023

(b)	Registered office and address for correspondence	16-17 KM Stone, Chittor Road, Hamirgarh, Bhilwara – 311025 (Rajasthan) Phone : 01482-286110 to 286113 Fax No. : 01482-286117 & 286114 E-Mail : nsl@nitinspinners.com Website – www.nitinspinners.com

For and on behalf of the Board of Director

Dinesh Nolkha
(Chairman & Managing Director)
DIN : 00054658

Nitin Nolakha
(Managing Director)
DIN : 00054707

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

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

COMPLIANCE CERTIFICATE

{Under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}

A) We have reviewed financial statements and cash flow statement for the year ended 31st March, 2026 and that to the best of our knowledge and belief:

(1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

(2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control system of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take rectify these deficiencies.

D) We have indicated to the Auditors and the Audit Committee:

(1) Significant changes in internal control over financial reporting during the year;

(2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

(P. Maheshwari)
Chief Financial Officer
PAN – ABAPM8005C

(Nitin Nolakha)
Managing Director
DIN - 00054707

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

Declaration as required under regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

All Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for Directors and Senior Management of Nitin Spinners Limited for the Financial Year ended 31st March, 2026.

NITIN NOLAKHA
Managing Director
(DIN – 00054707)

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

Auditor's Certificate on compliance of Corporate Governance

To
The Members of Nitin Spinners Limited

We have examined the compliance of conditions of Corporate Governance by Nitin Spinners Limited for the year ended 31st March, 2026 as stipulated in Regulation 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of Management of the Company. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the condition of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For KALANI & CO LLP
Chartered Accountants
FRN: 000722C/C400390

[S. P. JHANWAR]
Partner
M. No. 074414
UDIN: 26074414TKAOQY1420

Place: Bhilwara
Date: 8th August, 2026

Financial Statements

Independent Auditors' Report

To the Members of
Nitin Spinners Limited, Bhilwara

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Nitin Spinners Limited ("the Company")**, which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by Companies Act, 2013 ("the Act") in the manner so required, and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind As") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ("the act"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

<table>
<tr><th>Key Audit Matter</th><th>How the matter was addressed in our audit</th></tr>
<tr><td>1. Valuation of Inventories
• The net carrying value of inventory as on 31st March, 2026 is 20.85% of Total Assets of the company.
• Sales in the industry can be extremely volatile with consumer demand changing significantly (Seasonal) based on current trends. As a result, there is a risk that the carrying value of inventory exceeds its net realisable value.
Hence, we determined the valuation of inventories as a key audit matter.</td><td>Our Audit Procedure:
• We have performed the Inventory physical stock count on sample basis at both the locations i.e. Hamirgarh & Begun. We have performed the below procedures:
(i) Selected a sample of inventory items and compared the quantities we counted to the quantities recorded.
(ii) Observed a sample of management's inventory count procedures to assess compliance with Company's policy.
(iii) Made inquiries regarding obsolete inventory items and inspected the condition of items counted.
• We have also evaluated a selection of controls over inventory existence across the company.
• Examining the company's historical trading patterns of inventory sold at full price and below, together with the related margins achieved for each product lines in order to gain comfort that stock has not been sold below cost.
• Evaluating the rationality of the inventory policies such as the policy of inventory valuation and provision for obsolescence and understanding whether the valuation of inventory was performed in accordance with the Company's policy.</td></tr>
</table>

Key Audit Matter	How the matter was addressed in our audit
Related Disclosures: Please refer to point 6 to Note-1 (C) for details of the material accounting policies of inventories and Note-7 of Notes to Financial Statements for relevant disclosures of inventories.	• Analysing the inventory ageing report and net realizable value of inventories. • Inspecting the post period sales situation and evaluating the net realizable value of measurement applied on ageing inventory in order to verify the evaluation accuracy of the estimated inventory allowance by the Company. • Assessing whether the disclosures of provision for inventory valuation are appropriate.
2. Trade Receivables • The recoverability of trade receivables and the level of provisions for doubtful debts are considered to be a significant risk due to the pervasive nature of these balances to the financial statements and the importance of cash collection with reference to the working capital management of the business. • As at 31st March, 2026 the trade receivables balances (net of provisions) consist of 14.82% of the total amount of assets of the company. Accordingly, we determined audit of trade receivables as the key audit matter. **Related Disclosures:** Please refer to Note-8 of Notes to Financial Statements for relevant disclosures of trade receivables.	**Our Audit Procedure:** • Assessed the design and implementation of key controls around the monitoring of recoverability. • Discussed with the management regarding the level and ageing of trade receivables, along with the consistency and appropriateness of receivables provisioning by assessing recoverability with reference to amount received in respect of trade receivables. • In addition, we have considered the company's previous experience of bad debt exposure and the individual counter-party credit risk. • Tested these balances on a sample basis through agreement to post period end invoicing and cash receipt. • The accuracy and completeness were verified through, analytical review and balance confirmation. • Analysing the ageing schedule of trade receivable, past collection records, industry boom and concentration of customers' credit risk.
3. Revenue Recognition Revenue is an important measure used to evaluate the performance of the Company. There is a risk that the revenue is presented for amounts higher than what has been actually generated by the Company. Consequently, we considered revenue recognition to be a significant key audit matter. **Related Disclosures:** Please refer to Point 11 to Note-1(C) of the accounting policies for details of accounting policies and Note-25 of Notes to Financial Statements.	**Our Audit procedure:** • Assessing the design, implementation existence and operating effectiveness of internal control procedures implemented as well as test of details to ensure accurate processing of revenue transactions. • Inspecting underlying documentation for any book entries which were considered to be material on a sample basis. • Inspecting the key terms and conditions of agreements with major customers on a sample basis to assess if there were any terms and conditions that may have affected the accounting treatment of the revenue recognition. • The accuracy and completeness of revenue was verified through, cut-off test, analytical reviews and balance confirmation.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. The other information as identified above is expected to be made available to us after the date of this auditor's report. Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the other information as identified above, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and according to the information & explanation given to us, we give in the **Annexure-1**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, based on our audit we report:

   a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;

   b) In our opinion and to the best of our information and according to the explanations given to us, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;

   c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

   d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e) On the basis of written representations received from the directors, as on March 31, 2026 and taken on record by the Board of Directors, none of the Directors are disqualified as on March 31, 2026, from being appointed as a director in terms of section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to **Annexure 'II'** to this report.

   g) With respect to the other matter to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

      In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. (Refer Note No. 33)

      ii. The Company did not have any long-term contracts including derivative contracts, for which there were any material foreseeable losses.

      iii. There has been no delay in transferring amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.

      iv. a. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

      b. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

      c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

      v. As stated in Note – 37 to the financial statements

      a. The final dividend proposed in the previous year, declared and paid by Company during the year is in accordance with section 123 of the act, as applicable.

b. The Board of Director of the company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

vi. Based on our examination which includes test check, the company has used an accounting software for maintaining its books of accounts which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all the relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

For **Kalani & Co LLP**
Chartered Accountants
FRN: 000722C/C400390

S.P. Jhanwar
Partner
M. No. 074414
UDIN: 26074414KPLRJJ8673

Place: Bhilwara
Date: 8th May, 2026

Annexure - I to the Independent Auditors' Report

Annexure referred to in Para 1 of Report on Other Legal and Regulatory requirements of Independent Auditor's Report to the members of the Nitin Spinners Limited, Bhilwara on the standalone financial statements for the year ended 31st March, 2026 we report that,

(i) In respect of Property, Plant & Equipment and Intangible Assets

a) i. The Company has maintained proper records showing full particulars including quantitative details and the situation of its Property, Plant and Equipment.

ii. The Company has maintained proper records showing full particulars of its Intangible Assets.

b) The Company has a regular program of physical verification of its property, plant & equipment by which these are verified in a phased manner by the management during the year, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.

c) According to information and explanation given to us and based on our verification, the title deeds of immovable properties are held in the name of the company.

d) The company has not revalued its Property, Plant and Equipment or intangible assets or both during the year.

e) Based on the information and explanation given to us and as represented by the person those charge with governance, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) a) As per the information and explanation given to us, the Company's management has carried out physical verification of inventory at reasonable intervals and in our opinion the coverage and procedure of such verification by the management is appropriate. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed.

b) The company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Based on the information and explanation given to us and as represented by the person those charge with governance; we have not noticed any material variations in the quarterly returns or statements filed by the company with such banks or financial institutions with the books of account of the company.

(iii) The Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or any other parties. Further, the company has not made investments in firms and limited liability partnerships. However, during the year the company has made investment in company in respect of which:

a) The Company has not provided any loans or advances in the nature of loan or stood guarantee or provided security to any other entity during the year. Hence reporting under clause 3(iii)(a) of the Order is not applicable.

b) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the investments made are prima facie not prejudicial to the company's interest.

c) No loans and advances in the nature of loan given by the company, hence reporting under clause 3(iii)(c) is not applicable.

d) No loans and advances in the nature of loan given by the company, hence reporting under clause 3(iii)(d) is not applicable.

e) No loans and advances in the nature of loan given by the company, hence reporting under clause 3(iii)(e) is not applicable.

f) The company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment hence reporting under clause 3(iii)(f) is not applicable.

(iv) The Company has not given any loan or provided any guarantees or security or made any investments as stipulated under section 185 & 186 of the Companies Act, 2013. Hence this clause 3 (iv) of the order is not applicable.

(v) The company has not accepted deposits from the public within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the rules made there under, hence this clause is not applicable.

(vi) We have broadly reviewed the accounts and records maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act read with Companies (Cost Records & Audit) Rules, 2014 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not, however, made detailed examination of the records with a view to determine whether they are accurate and complete.

(vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and there are no undisputed statutory dues outstanding as on 31st March, 2026 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, there are no unpaid dues of Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess under dispute except as per details given hereunder:

Sr. No.	Name of the Statue	Nature of Dues	Gross Amount Involved (₹ in Lacs)	Amount Deposited under Protest (₹ in Lacs)	Amount not deposited (₹ in Lacs)	Period to which it relates	Forum where dispute is pending
1.	Central Excise	Excise duty & Penalty	9.25	9.25	-	2006-07	High Court, Jodhpur
2.	Income Tax Act	Income Tax	1.44	0.28	1.16	2017-18	CIT (A)
3.	Income Tax Act	Income Tax	24.23	-	24.23	2016-17	CIT (A)
	Total		**34.92**	**9.53**	**25.39**		

(viii) There are no transactions which are not recorded in the books of accounts. Hence reporting under the clause 3 (viii) of the CARO is not applicable.

(ix) a) The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender accordingly reporting under clause 3(ix)(a) is not applicable.

b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

c) According to the information and explanations given to us and the procedures performed by us, we report that the term loans received during the year were applied for the purpose for which the loans were obtained.

d) According to the information and explanations given to us and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.

e) According to the information and explanations given to us, since the company do not have any subsidiaries, joint ventures or associate companies, reporting under the clause 3(ix)(e) of the CARO is not applicable.

f) According to the information and explanations given to us, since the company do not have any subsidiaries, joint ventures or associate companies, reporting under the clause 3(ix)(f) of the CARO is not applicable.

(x) a) The Company has not raised money by way of Initial Public Offer / further public offer (including debt instruments), hence reporting under clause 3(x)(a) of 'the Order' is not applicable.

b) In our opinion and according to the information and explanations given to us, the company has not raised funds by way of preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) hence reporting under clause 3(x)(b) of 'the Order' is not applicable.

(xi) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no material fraud by the company or any fraud on the company has been noticed or reported during the year.

b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;

c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.

(xii) The company is not a Nidhi Company, hence reporting under clause 3(xii)(a), 3(xii)(b), 3(xii)(c) of 'the Order' is not applicable.

(xiii) According to information and explanation given to us and based on our examination, the company has transacted with related party as per the provisions of section 177 & 188 of 'the Act'. However, such transactions have been carried out at arm's length price. Disclosure of such transaction as prescribed by the Ind AS 24 (Related party disclosures) has been done in the relevant note of the financial statements.

(xiv) a) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.

b) We have considered the internal audit reports of the company issued till date, for the period under audit.

(xv) According to the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the company.

(xvi) a) Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934).

b) Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

c) Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly this clause is not applicable.

d) Company does not have CIC as part of the Group.

(xvii) Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) a) There is no unspent amount towards corporate social responsibility (CSR) on other than ongoing projects accordingly this clause is not applicable.

b) In respect of ongoing projects, the company has transferred the unspent CSR amount (₹ 243.55 lakhs) as at the balance sheet date to a special account on 28.04.2026 respectively in compliance with the provisions of sub section (6) of section 135 of the companies act, 2013 within the time period for such transfer i.e. 30 days from the end of the financial year.

(xxi) Since this report is in relation to stand alone financial statements accordingly this clause is not applicable.

For **Kalani & Co LLP**
Chartered Accountants
FRN: 000722C/C400390

S.P. Jhanwar
Partner
M. No. 074414

Place: Bhilwara
Date: 8th May, 2026

Annexure “II” forming part of Independent Auditor’s Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to financial statements of Nitin Spinners Limited (“the Company”) as of March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls with reference to financial statements based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to Ind AS financial statements includes those policies and procedures that

1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal financial controls with reference to financial statements

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to Ind AS financial statements were operating effectively as at March 31, 2026, based on the internal financial controls with reference to Ind AS financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Kalani & Co LLP**
Chartered Accountants
FRN: 000722C/C400390

S.P. Jhanwar
Partner
M. No. 074414

Place: Bhilwara
Date: 8th May, 2026

Balance Sheet

as at 31st March 2026

(₹ in Lacs)

Particulars	Note No.	As at 31st March 2026	As at 31st March 2025
ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	2	148907.48	157693.80
(b) Capital Work-in-Progress	3	10243.61	663.97
(c) Other Intangible Assets	4	23.37	38.82
(d) Financial Assets			
(i) Investments	5	1713.64	-
(e) Other Non-Current Assets	6	15926.77	2320.72
Total Non-Current Assets (A)		**176814.87**	**160717.31**
(2) Current Assets			
(a) Inventories	7	60765.21	60737.98
(b) Financial Assets			
(i) Trade Receivables	8	43187.40	42960.01
(ii) Cash and Cash Equivalents	9	294.98	707.60
(iii) Other Bank Balances	9A	569.39	243.66
(iv) Other Financial Assets	10	25.81	279.99
(c) Other Current Assets	11	9803.13	7585.42
Total Current Assets (B)		**114645.92**	**112514.66**
Total Assets (A+B)		**291460.79**	**273231.97**
EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share Capital	12	5622.00	5622.00
(b) Other Equity	13	141451.08	125497.94
Total Equity (A)		**147073.08**	**131119.94**
(2) LIABILITIES			
Non-Current Liabilities			
(a) Financial Liabilities			
Borrowings	14	54521.43	63669.67
(b) Provisions	15	734.89	771.51
(c) Deferred Tax Liabilities (Net)	16	12258.16	12009.26
(d) Deferred Government Grant	17	1848.22	-
Total Non-Current Liabilities (B)		**69362.70**	**76450.44**
(3) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	57928.44	52801.51
(ii) Trade Payables	19		
- Due to Micro & Small Enterprises		995.11	953.16
- Due to Others		9164.17	7971.00
(iii) Other Financial Liabilities	20	3952.29	2233.80
(b) Other Current Liabilities	21	1419.94	721.10
(c) Deferred Government Grant	22	176.01	-
(d) Provisions	23	860.49	587.61
(e) Current Tax Liabilities (Net)	24	528.56	393.41
Total Current Liabilities (C)		**75025.01**	**65661.59**
Total Liabilities (B+C)		**144387.71**	**142112.03**
Total Equity and Liabilities (A+B+C)		**291460.79**	**273231.97**

Material Accounting Policies 1

Disclosures and Additional Informations 33-47

In terms of our report of even date

For **KALANI & CO LLP**
Chartered Accountants
(Firm Reg. no. 000722C/C400390)

S. P. JHANWAR
Partner
M. No. 074414

For and on behalf of the Board

DINESH NOLKHA
Chairman & Managing Director
(DIN - 00054658)

NITIN NOLAKHA
Managing Director
(DIN - 00054707)

P. MAHESHWARI
Chief Financial Officer
(PAN - ABAPM8005C)

SUDHIR GARG
Company Secretary &
Vice President (Legal)
(PAN - ABBPK6037F)

Place : Hamirgarh, Bhilwara
Date : 08.05.2026

Statement of Profit and Loss

for the year ended 31st March 2026

(₹ in Lacs)

	Particulars	Note No.	For the Year ended 31st March 2026	For the Year ended 31st March 2025
I	Revenue from Operations	25	321386.69	330565.42
II	Other Income	26	500.89	359.66
III	**Total Income (I+II)**		**321887.58**	**330925.08**
IV	**Expenses**			
	Cost of Materials Consumed	27	199826.61	208800.34
	Purchase of Stock in trade	28	-	88.47
	Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	29	1650.77	1337.43
	Employee Benefit Expenses	30	20946.33	20055.89
	Finance Cost	31	7086.38	9038.08
	Depreciation & Amortisation Expenses	2,4	14813.33	14769.55
	Other Expenses	32	53687.90	53141.41
	Total Expenses (IV)		**298011.32**	**307231.17**
V	**Profit before Exceptional Items & Tax**		**23876.26**	**23693.91**
VI	Exceptional Items		-	-
VII	**Profit/(Loss) Before Tax (V-VI)**		**23876.26**	**23693.91**
VIII	**Tax Expenses**			
	Current Tax		5936.72	5497.15
	Earlier Year		(103.04)	(99.82)
	Deferred Tax		287.64	753.95
	Total Tax Expenses (VIII)		**6121.32**	**6151.28**
IX	**Profit /(Loss) for the period from Continuing Operations After Tax (VII-VIII)**		**17754.94**	**17542.63**
X	**Other Comprehensive Income**			
	1 Items that will not be reclassified to Profit or Loss (Net of Tax)			
	Remeasurements of Defined Benefit Plans		582.28	205.24
	Income tax related to Defined Benefit Plans		(146.55)	(51.65)
			435.73	**153.59**
	2 Items that will be reclassified to Profit or Loss (Net of Tax)			
	Change in Fair Value of Effective portion of Cash Flow Hedge		(736.22)	262.47
	Tax on Cash Flow Hedge Recognised during the year		185.29	(66.06)
			(550.93)	**196.41**
	Total Other Comprehensive Income for the year, net of Income Tax		**(115.20)**	**350.00**
XI	**Total Comprehensive Income for the year (IX+X)**		**17639.74**	**17892.63**
XII	**Earning Per Equity Share (Rupees Per Share)**			
	(1) Basic		31.58	31.20
	(2) Diluted		31.58	31.20

Material Accounting Policies 1

Disclosures and Additional Informations 33-47

In terms of our report of even date

For **KALANI & CO LLP**
Chartered Accountants
(Firm Reg. no. 000722C/C400390)

S. P. JHANWAR
Partner
M. No. 074414

Place : Hamirgarh, Bhilwara
Date : 08.05.2026

For and on behalf of the Board

DINESH NOLKHA
Chairman & Managing Director
(DIN - 00054658)

NITIN NOLAKHA
Managing Director
(DIN - 00054707)

P. MAHESHWARI
Chief Financial Officer
(PAN - ABAPM8005C)

SUDHIR GARG
Company Secretary &
Vice President (Legal)
(PAN - ABBPK6037F)

Cash Flow Statement

for the year ended 31st March 2026

(₹ In Lacs)

Particulars	For the Year ended 31st March 2026	For the Year ended 31st March 2025
(A) CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit Before Tax & Exceptional Items	**23876.26**	**23693.91**
Adjustments for :-		
Depreciation	14813.33	14769.55
Interest Expenditure	7086.38	9038.08
Amortisation of Government Grant	(141.77)	-
Loss/ (Profit) on Sale of Property, Plant & Equipment	(3.72)	(1.01)
Actuarial (loss)/gains on Defined Benefit Obligations	582.28	205.24
Operating Profit Before Working Capital Changes (1)	**46212.76**	**47705.77**
Adjustments for :-		
Decrease/(Increase) Inventories	(27.23)	(4340.82)
Decrease/ (Increase) Trade Receivables	(227.39)	(10821.62)
Decrease/ (Increase) Other Current & Non Current Assets	(2597.82)	1924.05
Increase/(Decrease) Current & Non Current Liabilities	3389.72	1545.86
Total Adjustments (2)	**537.28**	**(11692.53)**
Cash Generated from Operations (1-2)	**46750.04**	**36013.24**
Less : Taxes Paid	5698.53	5270.63
Net Cash Generated from Operating Activities (A)	**41051.51**	**30742.61**
(B) CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Property, Plant & Equipment	(6041.71)	(1623.03)
Investments	(1713.64)	-
Capital WIP including Capital Advances	(23114.36)	(548.15)
Government Grant (Capital Subsidy) Received	2166.00	-
Sale of Property, Plant & Equipment	33.87	12.81
Net Cash Generated/(Used) in Investing Activities (B)	**(28669.84)**	**(2158.37)**
(C) CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from /(Repayment) of Short Term Borrowing (Net)	4561.93	(2898.73)
Proceeds from Long Term Borrowings	8808.21	-
Repayment of Long Term Borrowings	(17391.45)	(14540.96)
Interest Paid	(7086.38)	(9038.08)
Dividend Paid	(1686.60)	(1405.50)
Net Cash Generated/(Used) From Financing Activities (C)	**(12794.29)**	**(27883.27)**
Net Increase / (Decrease) in Cash & Cash Equivalent (A+B+C)	**(412.62)**	**700.97**
Opening Balance of Cash & Cash Equivalent	707.60	6.63
Closing Balance of Cash & Cash Equivalent	**294.98**	**707.60**

In terms of our report of even date

For **KALANI & CO LLP**
Chartered Accountants
(Firm Reg. no. 000722C/C400390)

S. P. JHANWAR
Partner
M. No. 074414

For and on behalf of the Board

DINESH NOLKHA
Chairman & Managing Director
(DIN - 00054658)

NITIN NOLAKHA
Managing Director
(DIN - 00054707)

P. MAHESHWARI
Chief Financial Officer
(PAN - ABAPM8005C)

SUDHIR GARG
Company Secretary &
Vice President (Legal)
(PAN - ABBPK6037F)

Place : Hamirgarh, Bhilwara
Date : 08.05.2026

Statement of Changes in Equity

for the year ended 31st March 2026

A. Equity Share Capital

Particulars	As at 31st March 2026		As at 31st March 2025	
	Number	(₹ In Lacs)	Number	(₹ In Lacs)
Equity Share Capital				
Balance at the beginning of reporting period	56220000	5622.00	56220000	5622.00
Changes in Equity Share Capital due to prior period errors	-	-	-	-
Restate balance at the beginning of current reporting period	56220000	5622.00	56220000	5622.00
Changes in Equity Share Capital during the current year	-	-	-	-
Balance at the end of the reporting period	**56220000**	**5622.00**	**56220000**	**5622.00**

B. Other Equity

(₹ In Lacs)

Particular	Reserves & Surplus				Other Reserves	Total
	Capital Redemption Reserve	Securities Premium	General Reserve	Retained Earning	Effective Portion of Cash Flow Hedge Reserve	
Balance as at 1st April 2024	**150.00**	**13727.12**	**5000.00**	**90152.59**	**(18.89)**	**109010.82**
Changes in Accounting Policy or prior period errors	-	-	-	-	-	-
Restate balance as at 1st April 2024	**150.00**	**13727.12**	**5000.00**	**90152.59**	**(18.89)**	**109010.82**
Profit for the year ended 31st March 2025				17542.63		17542.63
Other Comprehensive Income/ (Expenses) (OCI)						
(a) Remeasurement of Defined Benefit obligation (Net of Tax)				153.58		153.58
(b) Adjustment for Effective portion of Cash Flow Hedge (Net of Tax)					196.41	196.41
Dividend Paid				(1405.50)		(1405.50)
Balance as at 31st March 2025	**150.00**	**13727.12**	**5000.00**	**106443.30**	**177.52**	**125497.94**
Changes in Accounting Policy or prior period errors	-	-	-	-	-	-
Restate balance as at 31st March 2025	**150.00**	**13727.12**	**5000.00**	**106443.30**	**177.52**	**125497.94**
Profit for the year ended 31st March 2026				17754.94		17754.94
Other Comprehensive Income/ (Expenses) (OCI)						
(a) Remeasurement of Defined Benefit obligation (Net of Tax)				435.73		435.73
(b) Adjustment for Effective portion of Cash Flow Hedge (Net of Tax)					(550.93)	(550.93)
Dividend Paid				(1686.60)		(1686.60)
Balance as at 31st March 2026	**150.00**	**13727.12**	**5000.00**	**122947.37**	**(373.41)**	**141451.08**

In terms of our report of even date

For **KALANI & CO LLP**
Chartered Accountants
(Firm Reg. no. 000722C/C400390)

S. P. JHANWAR
Partner
M. No. 074414

Place : Hamirgarh, Bhilwara
Date : 08.05.2026

For and on behalf of the Board

DINESH NOLKHA
Chairman & Managing Director
(DIN - 00054658)

NITIN NOLAKHA
Managing Director
(DIN - 00054707)

P. MAHESHWARI
Chief Financial Officer
(PAN - ABAPM8005C)

SUDHIR GARG
Company Secretary &
Vice President (Legal)
(PAN - ABBPK6037F)

Notes to the Financial Statements

for the year ended 31st March 2026

Note No. 1 - Company Information and Material Accounting Policies

A. Corporate Overview

Nitin Spinners Limited (the "Company"), incorporated on 15th October, 1992, is a Company domiciled in India and limited by shares (CIN: L17111RJ1992PLC006987). The address of the Company's Registered Office is 16-17 Km. Stone, Chittor Road, Hamirgarh, Distt. Bhilwara- (Rajasthan 311025). The company is engaged in manufacturing of Cotton and Blended Yarn, Knitted Fabrics and Woven Fabrics. The company is listed at National Stock Exchange of India Limited and at BSE Limited.

B. Basis of Preparation

These Separate Financial Statements are prepared on Going Concern basis following Accrual basis of accounting and comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto, the Companies Act, 2013 (to the extent applicable), applicable provisions of the Companies Act, 2013.

1. Basis of Measurement/Use of Estimates

(i) The Financial Statements are prepared on Accrual basis under the Historical Cost convention except certain Financial Assets and Liabilities (including Derivatives instruments) that are measured at fair value.

Historical Cost is generally based on the Fair Value of the consideration given in exchange for goods and services.

Fair Value is the price that would be received to sell an asset or paid to transfer a Liability in an orderly transaction between market participants at the measurement date.

(ii) The preparation of Financial Statements requires judgments, estimates and assumptions that affect the reported amount of Assets and Liabilities, disclosure of Contingent Liabilities on the date of the Financial Statements and the reported amount of Revenues and Expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

2. Functional and Presentation Currency

These Financial Statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest lacs (up to two decimals), except as stated otherwise.

3. Current and Non-Current classification

The Company presents Assets and Liabilities in the Balance Sheet based on Current/Non-Current classification.

An Asset is Current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or Cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as Non-Current.

A Liability is Current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other Liabilities are classified as Non-Current.

Deferred Tax Assets/Liabilities are classified as Non-Current.

C. Material Accounting Policies

A summary of the material Accounting Policies applied in the preparation of the Financial Statements are as given below. These Accounting Policies have been applied consistently to all periods presented in the Financial Statements.

1. Property, Plant & Equipment

1.1. Initial Recognition and Measurement

An item of Property, Plant and Equipment is recognized as an Asset if and only if it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

Items of Property, Plant and Equipment are measured at Cost less Accumulated Depreciation/Amortization and Accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the

Notes to the Financial Statements

for the year ended 31st March 2026

asset, inclusive of non-refundable taxes & duties, to the location and condition necessary for it to be capable of operating in the manner intended by management.

When parts of an item of property, plant and equipment have different useful lives, they are recognized separately.

Items of spare parts, stand-by equipment and servicing equipment which meet the definition of Property, Plant and Equipment are capitalized.

1.2. Subsequent Costs

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

The cost of replacing part of an item of Property, Plant and Equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of Property, Plant and Equipment are recognized in Statement of Profit or Loss as and when incurred.

1.3. Derecognition

Property, Plant and Equipment are derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and Losses on disposal of an item of Property, Plant and Equipment are determined by comparing the proceeds from disposal with the carrying amount of Property, Plant and Equipment, and are recognized in the Statement of Profit and Loss.

1.4. Depreciation

Assets are depreciated using straight line method over the estimated useful life of the asset as specified in Part "C" of Schedule II of Companies Act, 2013 except for Plant & Machinery (other than Laboratory Equipments, Fire Fighting Equipments and Tools &Equipments) whose estimated useful life is taken as 13 years (Triple Shift) after retaining residual life of 5% of original cost. Assets residual values and useful lives are reviewed at each financial year end considering the physical condition of the assets.

Depreciation on additions to/deductions from Property, Plant & Equipment during the year is charged on pro-rata basis from/up to the date on which the asset is available for use/disposed.

Where it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably, subsequent expenditure on a PPE along-with its unamortized depreciable amount is charged off prospectively over the revised useful life determined by technical assessment.

In circumstance, where a property is abandoned, the cumulative capitalized costs relating to the property are written off in the same period.

2. Capital Work-in-Progress

The cost of self-constructed assets includes the cost of materials & direct labour, any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management and borrowing costs.

Expenses directly attributable to construction of property, plant and equipment incurred till they are ready for their intended use are identified and allocated on a systematic basis on the cost of related assets.

3. Intangible Assets and Intangible Assets under Development

3.1. Initial recognition and measurement

An Intangible Asset is recognized if and only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the company and the cost of the asset can be measured reliably.

Intangible assets that are acquired by the Company, which have finite useful lives, are recognized at cost. Subsequent measurement is done at cost less accumulated amortization and accumulated impairment losses. Cost includes any directly attributable incidental expenses necessary to make the assets ready for its intended use.

Expenditure on development activities is capitalized only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Company intends to and has sufficient resources to complete development and to use or sell the asset.

Notes to the Financial Statements

for the year ended 31st March 2026

Expenditure incurred which are eligible for capitalizations under intangible assets are carried as intangible assets under development till they are ready for their intended use.

3.2. Subsequent Costs

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

3.3. Derecognition

An Intangible Asset is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and Losses on disposal of an item of Intangible Assets are determined by comparing the proceeds from disposal with the carrying amount of Intangible Assets and are recognized in the Statement of Profit and Loss.

3.4. Amortization

Intangible Assets having definite life is amortized on straight line method in their useful lives. Useful life of Computer Software is estimated at five years.

4. Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction, exploration, development or erection of qualifying assets are capitalized as part of cost of such asset until such time the assets are substantially ready for their intended use. Qualifying assets are assets which take a substantial period of time to get ready for their intended use or sale. Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for their intended uses are complete. Borrowing costs consist of:

(a) interest expense calculated using the effective interest method as described in Ind AS 109 – ‘Financial Instruments’,

(b) finance charges in respect of finance leases recognized in accordance with Ind AS 116 – ‘Leases’,

(c) exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs and,

(d) other costs that an entity incurs in connection with the borrowing of funds. Income earned on temporary investment of the borrowings pending their expenditure on the qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are charged to revenue as and when incurred.

5. Statement of Cash Flows

Cash Flow Statement has been prepared in accordance with the Indirect method prescribed in Ind AS 7 ‘Statement of Cash Flows’.

6. Inventories

Inventories are valued at the lower of cost and net realisable value. Cost includes cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Spare parts other than those capitalized as Property, Plant and Equipment are carried as inventory.

The diminution in the value of obsolete, unserviceable and surplus stores & spares is ascertained on review and provided for.

7. Cash and Cash Equivalent

Cash and cash equivalent in the Balance Sheet comprises Cash at Banks, Cash on Hand and Short-Term Deposits with an original maturity of three months or less, which are subject to insignificant risk of change in value.

8. Government Grants

Government grants are recognized where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions. When the government grant relates to the property, plant & equipment, the same is recognized as Deferred Government Grant and amortized in the Statement of Profit & Loss over the expected useful life of related assets. In case of grant received for specific assets, the asset is disclosed by deducting that grant in arriving at the carrying amount of that assets. Government grants that compensate the Company for expenses incurred are recognized in the statement of profit and loss, as income or deduction from the relevant expense, on a systematic basis in the periods in which the expense is recognized.

Notes to the Financial Statements

for the year ended 31st March 2026

9. Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent Liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a Contingent Liability, unless the probability of outflow of economic benefits is remote. Contingent Liabilities are disclosed on the basis of judgment of the management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Contingent Assets are possible assets that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent Assets are disclosed in the financial statements when inflow of economic benefits is probable on the basis of judgment of management. These are assessed continually to ensure that developments are appropriately reflected in the financial statements.

10. Foreign Currency Transactions and Translation

Transactions in foreign currencies are initially recorded at the functional currency rates at the date the transaction first qualifies for recognition.

Monetary Assets and Liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in Statement of Profit and Loss in the year in which it arises.

Non-monetary items are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

11. Revenue Recognition

The Company derives revenues primarily from business of textiles. Effective April 1, 2018, the Company adopted Ind AS 115 “Revenue from Contracts with Customers” using cumulative catch-up transition method, applied to contracts that were not completed as of April 1, 2018. In accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted. The following is a summary of new and/or revised material accounting policies related to revenue recognition. Refer Note1 “Material Accounting Policies,” in the Company’s 2018 Annual Report for the policies in effect for Revenue prior to April 1, 2018.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

Ind AS 115 moves away from the “transfer of risk and rewards” approach and introduces a new “transfer of control” approach delivered through the new five-step model described as follows:

1. Identify the contract with a customer.
2. Identify the separate performance obligations in the contract.
3. Determine the transaction Price.
4. Allocate the transaction price to the separate performance obligations.
5. Recognize revenue when (or as) each performance obligation is satisfied.

At contract inception, an entity assesses the goods or services promised in a contract with a customer and identify each performance obligation promised to be transferred to the customer either:

Notes to the Financial Statements

for the year ended 31st March 2026

(a) a good or service (or a bundle of goods or services) that is distinct; or

(b) a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

The company classifies the right to consideration in exchange for deliverables as either a receivable or as a contract asset. A receivable is a right to consideration that is unconditional upon passage of time. Revenues in excess of billings is recorded as contract asset and is classified as a financial asset for these cases a right to consideration is unconditional upon passage of time. This would result in the timing of revenue recognition being different from the time of billing the customers.

Company classifies amount received as advance from customers against sales as contract liability.

Trade receivables and unbilled revenues are presented net of impairment in the Balance Sheet.

11.1 Sale of Goods

Revenue from the sale of goods is recognized upon transfer of control of the goods have passed to the buyer, which generally coincides with dispatch. Revenue from export sales are recognized on shipment basis. Revenue from the sale of goods is measured at an amount that reflects the consideration we expect to receive in exchange for those products (i.e. the transaction price). The Company presents revenues net of indirect taxes, returns and allowances, trade discounts and volume rebates in its Statement of Profit and Loss.

11.2 Rendering of services

Revenue from Job work services is recognized based on the services rendered in accordance with the terms of contracts.

11.3 Other Export Benefit

Export benefits are accounted for in the year of export at net market realizable value.

11.4 Other Income

Revenue from transactions or events that do not arise from a contract with a customer not in the scope of Ind AS 115 are continue to be recognized in accordance with the other standards. Such Income includes Interest and Dividend income which are dealt with in Ind AS 109 and Rental income to be accounted as per Ind AS 116.

11.5 Interest Income

For all financial instruments measured at amortized cost and interest-bearing financial assets classified as fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). The EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit or loss.

11.6 Dividend

Dividend Income is recognized when the company's right to receive is established which generally occurs when the shareholders approve the dividend.

11.7 Income other than Interest and Dividend

Other income is recognized in the Statement of Profit and Loss when increase in future economic benefits related to an increase in an asset or a decrease of a liability has arisen that can be measured reliably.

12. Employee Benefits

12.1. Short Term Benefit

Short-term employee benefit obligations are measured on an undiscounted basis and are booked as an expense as the related service is provided.

A liability is recognized for the amount expected to be paid under performance related pay if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

12.2. Post-Employment Benefits

Employee Benefit that are payable after the completion of employment are Post-Employment Benefit (other than termination benefit). These are of two types:

12.2.1. Defined Contribution Plans

Defined contribution Plans are those plans in which an entity pays fixed

Notes to the Financial Statements

for the year ended 31st March 2026

contribution into separate entities and will have no legal or constructive obligation to pay further amounts. Provident Fund and Family Pension Funds are Defined Contribution Plans in which company pays a fixed contribution and will have no further obligation.

12.2.2. Defined Benefit Plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

Company pays Gratuity as per provisions of the Gratuity Act, 1972. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service costs and the fair value of any plan assets are deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company's obligations and that are denominated in the same currency in which the benefits are expected to be paid.

The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a liability to the company, the present value of liability is recognized as provision for employee benefit. Any actuarial gains or losses in respect of gratuity are recognized in OCI in the period in which they arise.

12.3 Other Long-Term Employee Benefits

Benefits under the Company's Leave Encashment Scheme constitute other long-term employee benefits. The Company's net obligation in respect of leave encashment is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company's obligations. The calculation is performed using the projected unit credit method. Any actuarial gains or losses are recognized in profit or loss in the period in which they arise.

13. Income Taxes

Income Tax Expense comprises Current and Deferred Tax. Current Tax Expense is recognized in Statement of Profit and Loss A/c except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which it is recognized in OCI or Equity.

Current Tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted and as applicable at the reporting date, and any adjustment to tax payable in respect of previous years. Current Income Taxes are recognized under 'Income Tax payable' net of payments on account, or under 'Tax receivables' where there is a debit balance.

Deferred Tax is recognized using the Balance Sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred Tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred Tax Assets and Liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle Current Tax Liabilities and Assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Deferred Tax is recognized in Statement of Profit and Loss except to the extent that it relates to items recognized directly in OCI or Equity, in which case it is recognized in OCI or Equity.

A Deferred Tax Asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

14. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Notes to the Financial Statements

for the year ended 31st March 2026

a. Financial Assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus or minus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition or issue of the financial asset.

Impairment of Financial Assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets and credit risk exposure.

For recognition of impairment loss on financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, the credit quality of the instrument improves then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

In respect of Trade receivables or any financial asset that result from transactions that are within the scope of Ind AS 115, company follows 'simplified approach' for recognition of impairment loss allowance within the scope of Ind AS 115, if they do not contain a significant financing component. It recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

b. Financial Liabilities

Initial recognition and measurement

All Financial Liabilities are recognized at fair value and in case of loans, net of directly attributable transaction cost. Fees of recurring nature are directly recognized in the Statement of Profit and Loss as finance cost.

Subsequent Measurement

Financial Liabilities are carried at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any material transaction that are any integral part of the EIR. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate the fair value of the instrument.

Derecognition

A Financial Liability is derecognized when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

c. Derivative Financial Instruments

The Company uses forwards to mitigate the risk of changes in interest rates, exchange rates and commodity prices. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value on the reporting date. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken to cash flow hedge reserve through Statement of Other Comprehensive Income.

These are accounted for as follows:

a) Cash flow hedge

When derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in the cash flow hedging reserve being part of other comprehensive income. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the Statement of Profit and Loss. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the Statement of Profit and Loss upon the occurrence of the underlying transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified in the Statement of Profit and Loss.

b) Fair Value Hedge

Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges

Notes to the Financial Statements

for the year ended 31st March 2026

are recorded in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortized to Statement of Profit and Loss over the period of maturity.

15. CSR Expenditure

The Company undertakes Corporate Social Responsibility (CSR) activities as per Section 135 of the Companies Act, 2013 and the Companies (CSR Policy) Rules, 2014. CSR expenditure includes amounts incurred on activities that are approved as ongoing projects by the Board in line with the CSR policy and applicable law.

CSR expenditure is recognized in the Statement of Profit and Loss in the period in which it is incurred. For ongoing projects, any unspent amount at the end of the financial year is transferred to a separate "Unspent CSR Account" with a scheduled bank within 30 days from the end of the financial year, in accordance with Section 135(6) of the Act. Such amounts are spent within the timelines prescribed under Rule 4(6) of the CSR Rules.

The Company does not capitalize any CSR expenditure unless it results in the creation of an asset controlled by a qualifying entity as specified under Rule 7(4) of the CSR Rules.

D. Other Accounting Policies

1. Leases:

1.1 Recognition:

The Company as a Lessee

The Company's Lease Asset classes primarily consist of Leases for Land and Buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

(i) the contract involves the use of an identified asset

(ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and

(iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

1.2 Accounting for

1.2.1 Operating Leases

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating lease. Payments made under operating leases are recognized as an expense over the lease term.

Notes to the Financial Statements
for the year ended 31st March 2026

1.2.2 Finance Lease

Leases of Property, Plant and Equipment where the Company, as lessee has substantially all risks and rewards of ownership are classified as finance lease. On initial recognition, assets held under finance leases are recorded as Property, Plant and Equipment and the related liability is recognized under borrowings. At inception of the lease, finance leases are recorded at amounts equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments. Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability.

2. Impairment of Non-Financial Assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, then the asset's recoverable amount (higher of its fair value less costs to disposal or its value in use) is estimated.

An impairment loss is recognized if the carrying amount of an asset or its Cash Generating Unit (CGU) exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount which is only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

3. Dividends

Dividends and Interim dividends payable to a Company's shareholders are recognized as changes in equity in the period in which they are approved by the shareholders' meeting and the Board of Directors respectively.

4. Material Prior Period Errors

Material prior period errors are corrected retrospectively by restating the comparative amounts for the prior periods presented in which the error occurred. If the error occurred before the earliest prior period presented, the opening balances of assets, liabilities and equity for the earliest prior period presented, are restated.

5. Earnings Per Share

Basic earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the financial year.

Diluted earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

E. Major Estimates made in preparing Financial Statements:

1. Useful life of Property, Plant and Equipment and Intangible Assets

The estimated useful life of Property, Plant and Equipment is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Useful life of the assets other than Plant and machinery (except Laboratory Equipments, Fire Fighting Equipments and Tools &Equipments) are in accordance with Schedule II of the Companies Act, 2013.

The Company reviews at the end of each reporting date the useful life of property, plant and equipment, and are adjusted prospectively, if appropriate.

Intangible assets are being amortized on straight line basis over the period of five years.

Notes to the Financial Statements

for the year ended 31st March 2026

2. Post-Employment Benefit Plans

   Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increases and the inflation rate. The Company considers that the assumptions used to measure its obligations are appropriate and documented. However, any changes in these assumptions may have a material impact on the resulting calculations.

3. Provisions and Contingencies

   The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events requires best judgment by management regarding the probability of exposure to potential loss. In case of change in the circumstances following unforeseeable developments, the likelihood could alter.

Notes to the Financial Statements

for the year ended 31st March 2026

Note 2 : Property, Plant and Equipment

(₹ In Lacs)

Particulars	Gross Carrying Amount				Depreciation/Amortisation				Net Carrying Amount	
	As at 1st April 2025	Addition	Deduction	As at 31st March 2026	As at 1st April 2025	For the Year	Deduction	As at 31st March 2026	As at 31st March 2026	As at 31st March 2025
Tangible Assets										
Free Hold Land	1624.97	514.27	-	2139.24	-	-	-	-	2139.24	1624.97
Buildings	47092.89	1634.97	-	48727.86	7539.54	1499.57	-	9039.11	39688.75	39553.35
Plant & Machinery	171741.46	3739.86	122.65	175358.67	61363.42	12388.23	106.36	73645.29	101713.38	110378.04
Electric Installations	7297.89	35.26	1.98	7331.17	2675.54	622.59	-	3298.13	4033.04	4622.35
Furniture & Fixtures	1460.68	3.23	7.78	1456.13	726.23	134.09	6.75	853.57	602.56	734.45
Office Equipments	599.33	12.75	6.02	606.06	472.56	41.66	5.09	509.13	96.93	126.77
Vehicles	961.74	101.37	19.97	1043.14	307.87	111.74	10.05	409.56	633.58	653.87
Total	**230778.96**	**6041.71**	**158.40**	**236662.27**	**73085.16**	**14797.88**	**128.25**	**87754.79**	**148907.48**	**157693.80**
Previous Year	**229257.18**	**1622.23**	**100.45**	**230778.96**	**58432.36**	**14741.45**	**88.65**	**73085.16**	**157693.80**	**170824.82**

2.1 All Property, Plant and Equipments mentioned above having net block of ₹ 148907.48 Lacs (Previous Year - ₹ 157693.80 Lacs) are held as security towards Borrowings as specified in Note 14.

2.2 Information regarding Historical cost of Property, Plant and Equipment based on the previous GAAP prior to date of transition to Ind AS is as follows:

(₹ In Lacs)

Particulars	Free Hold Land	Buildings	Plant & Machinery	Electric Installation	Furniture & Fixtures	Office Equipments	Vehicles	Total
Gross Block as on 1st April 2025	**1624.97**	**48775.91**	**187910.21**	**8329.75**	**1491.35**	**685.29**	**966.83**	**249784.31**
Addition during the year 2025-26	514.27	1634.97	3739.86	35.26	3.23	12.75	101.37	6041.71
Deduction during the year 2025-26	-	-	(299.44)	(39.60)	(20.52)	(18.74)	(19.97)	(398.27)
Total Historical Cost as on 31st March 2026	**2139.24**	**50410.88**	**191350.63**	**8325.41**	**1474.06**	**679.30**	**1048.23**	**255427.75**

Notes to the Financial Statements

for the year ended 31st March 2026

Note 3 : Capital Work In Progress

(₹ In Lacs)

Particulars	As at 1st April 2025	Addition	Deduction/ Adjustments	Capitalised	As at 31st March 2026
Land	180.85	13.56	-	194.41	-
Building	293.65	7528.74	-	571.53	7250.86
Plant & Machinery	179.42	3965.93	-	1730.71	2414.64
Electric Installations	0.55	202.43	-	18.39	184.59
Computer & Printers	-	1.96	-	-	1.96
Office Equipment	-	0.69	-	-	0.69
Intangible Assets	-	3.60	-	-	3.60
Pre Operative Exp					
- Electricity Charges	-	6.72	-	-	6.72
- Finance Charges	-	185.30	-	-	185.30
- Insurance Charges	-	23.00	-	-	23.00
- Interest on Term Loan	-	39.59	-	-	39.59
- Legal & Professional Exp	9.50	15.37	-	-	24.87
- Rates & Taxes	-	48.53	-	-	48.53
- Salary, Wages & Stipend	-	38.51	-	-	38.51
- Staff Recruitment Expenses	-	2.13	-	-	2.13
- Travelling Exp	-	12.58	-	-	12.58
- Other Preoperative Exp	-	6.04	-	-	6.04
Total	**663.97**	**12094.68**	**-**	**2515.04**	**10243.61**

3.1 Ageing of Capital Work in Progress

As at 31st March 2026

(₹ In Lacs)

Particular	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Project in Progress	10041.81	201.80	-	-	10243.61
Total	**10041.81**	**201.80**	**-**	**-**	**10243.61**

As at 31st March 2025

(₹ In Lacs)

Particular	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Project in Progress	663.97	-	-	-	663.97
Total	**663.97**	**-**	**-**	**-**	**663.97**

Note 4 : Other Intangible Assets

(₹ In Lacs)

Particulars	Gross Carrying Amount				Depreciation/Amortisation				Net Carrying Amount	
	As at 1st April 2025	Addition	Deduction	As at 31st March 2026	As at 1st April 2025	For the Year	Deduction	As at 31st March 2026	As at 31st March 2026	As at 31st March 2025
Computer Software	297.30	-	-	297.30	258.48	15.45	-	273.93	23.37	38.82
Total	**297.30**	**-**	**-**	**297.30**	**258.48**	**15.45**	**-**	**273.93**	**23.37**	**38.82**
Previous Year	**296.50**	**0.80**	**-**	**297.30**	**230.38**	**28.10**	**-**	**258.48**	**38.82**	**66.12**

Notes to the Financial Statements

for the year ended 31st March 2026

4.1 Information regarding Historical cost of Intangible Assets based on the previous GAAP prior to date of transition to Ind AS is as follows:

(₹ In Lacs)

Particulars	Computer Software
Gross Block as on 1st April 2025	**305.27**
Addition during the year 2025-26	-
Deduction during the year 2025-26	-
Total Historical Cost as on 31st March 2026	**305.27**

Note 5 : Financial Assets - Investment

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Unquoted Equity Shares		
CGE II Hybrid Energy Pvt Ltd (At Cost*)	1713.64	-
17136363 (Previous Year : Nil) Equity Shares of ₹ 10/- Each fully paid up		
Total	**1713.64**	

*The Company's financial statement are not audited yet so book value can not be ascertain and the shares are unquoted so fair market value can also not ascertain.

Note 6 : Other Non Current Assets

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Security Deposits	2168.17	2064.48
Deferred Transaction Cost	66.79	99.15
Capital Advances	13691.81	157.09
Total	**15926.77**	**2320.72**

Current Assets

Note 7 : Inventories

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Raw Material	42838.47	41003.00
Work-In-Process	5753.23	5477.84
Finished Goods	10636.45	12562.61
Stores and Spares	1362.40	1619.16
Fuel	174.66	75.37
Total	**60765.21**	**60737.98**

7.1 Inventory has been valued as per the Accounting Policy

7.2 Raw Material consist of:

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Cotton	41712.05	40105.48
Yarn	97.88	92.63
Polyester & Other Fibers	661.92	486.05
Dyes & Chemical	366.62	318.84
Total	**42838.47**	**41003.00**

Notes to the Financial Statements

for the year ended 31st March 2026

7.3 Finished Goods consist of:

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Yarn	5496.59	8104.40
Fabric	4597.56	4126.38
Saleable Waste	542.30	331.83
Total	**10636.45**	**12562.61**

Note 8 : Current Financial Assets - Trade Receivables

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Secured		
Considered Good	-	-
Unsecured		
Considered Good	43187.40	42960.01
Receivables having Significant increase in Credit Risk	83.91	83.91
Less : - Provision for Doubtful Debts	83.91	83.91
Net	-	-
Total	**43187.40**	**42960.01**

Note 8.1 Ageing and other information has been depicted in Note no. 39

Note 9 : Current Financial Assets - Cash and Cash Equivalents

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Cash in Hand	4.60	6.67
Balance with Banks in :		
Current Accounts	0.38	0.66
Fixed Deposits (Matured with in one year)	290.00	700.27
Total	**294.98**	**707.60**

Note 9A : Current Financial Assets - Bank Balances other than Cash and Cash Equivalents

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Unclaimed Dividend Accounts	20.63	26.51
Bank Balance - CSR Account	0.40	0.13
Fixed Deposits	548.36	217.02
Total	**569.39**	**243.66**

1) The year wise details of Unclaimed Dividend is given in Note No. 43.

2) Fixed Deposit of ₹ 7.27 lacs are pledged with bank against Bank Guarantees and ₹ 541.09 Lacs towards for CSR ongoing project matured with in one year.

Note 10 : Other Current Financial Assets

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Derivative Assets (Net)	-	237.23
Advances to Employees	25.81	42.76
Total	**25.81**	**279.99**

Notes to the Financial Statements

for the year ended 31st March 2026

Note 11 : Other Current Assets

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Advances to Suppliers	2384.28	323.06
Employees Benefit Fund*	543.20	166.01
Prepaid Expenses	334.88	306.80
Amount Receivable under RIPS	2202.05	2988.01
GST Credit Receivables	1863.54	1284.64
GST Refundable	1104.06	996.13
Other Receivables**	1371.12	1520.77
Total	**9803.13**	**7585.42**

* Denoted fund contributed in excess of Net Liabilities to Gratuity Fund Refer Note No. 38

** Other receivables includes amount of Export Incentive and Duty drawback etc.

Equity & Liabilities

Equity

Note 12 : Share Capital

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Authorised :	6000.00	6000.00
6,00,00,000 (Previous Year : 6,00,00,000) Equity Shares of ₹ 10/- Each		
Total	**6000.00**	**6000.00**
Issued, Subscribed & Fully Paid up :	5622.00	5622.00
5,62,20,000 (Previous Year : 5,62,20,000) Equity Shares of ₹ 10/- Each fully paid up ranking pari passu		
Total	**5622.00**	**5622.00**

a. Details of Shareholders holding more than 5% Shares are as under :

Name of Shareholders	No. of Shares (% of Holding)	No. of Shares (% of Holding)
Redial Trading & Investment Pvt. Ltd.	18090000 (32.18%)	18040000 (32.09%)
Smt. Sushila Devi Nolkha	7800000 (13.87%)	7800000 (13.87%)
Bandhan Small Cap Fund	2950977 (5.25%)	2887908 (5.14%)

b. Reconciliation of the number of Shares outstanding is set out below :

Name of Shareholders	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	56220000	56220000
Add : Shares issued during the year	-	-
Equity Shares at the end of the year	56220000	56220000

c. The company has not issued, any Shares pursuant to contract without payment being received in Cash, Bonus Shares and has not bought back any Shares

d. Terms and Rights attached to Equity Shares:

The company has only one class of Equity Shares having a par value of ₹10/- per share. The holders of the equity shares are entitled to dividends as declared from time to time and are entitled to voting rights proportionate to their share holding at the meetings of shareholders.

Notes to the Financial Statements

for the year ended 31st March 2026

e. Shares held by promoters at the end of year

S. No.	Promoter Name	No. of Shares As at 31st March 2026	No. of Shares As at 31st March 2025	% of Total Shares	% Change during the year
1	Dinesh Nolkha	1190000	1190000	2.12%	-
2	Nitin Nolakha	1850000	1850000	3.29%	-
3	Sushila Devi Nolkha	7800000	7800000	13.87%	-
4	Ratan Lal Nolkha HUF	1664000	1664000	2.96%	-
5	Krishna Nolkha	270000	270000	0.48%	-
6	Dinesh Nolkha HUF	360000	360000	0.64%	-
7	Ranjeeta Nolkha	190000	190000	0.34%	-
8	Nitin Nolakha HUF	205000	205000	0.36%	-
9	Pratyush Nolkha	260000	260000	0.46%	-
10	Prasham Nolakha	1000	1000	0.002%	-
11	Ananya Nolkha	2000	2000	0.004%	-
12	Redial Trading and Investment Pvt Ltd	18090000	18040000	32.18%	0.28%

Note 13 : Other Equity

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Capital Redemption Reserve	150.00	150.00
Securities Premium	13727.12	13727.12
General Reserve	5000.00	5000.00
Other Reserve - Cash Hedge Reserve	(373.41)	177.52
Retained Earnings	122947.37	106443.30
Total	**141451.08**	**125497.94**

Note 13.1 : Particular of Other Equity

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
a. Capital Redemption Reserve		
Opening Balance	150.00	150.00
Additions during the year	-	-
Deductions during the year	-	-
Net Balance	**150.00**	**150.00**
b. Securities Premium		
Opening Balance	13727.12	13727.12
Additions during the year	-	-
Deductions during the year	-	-
Net Balance	**13727.12**	**13727.12**
c. General Reserve		
Opening Balance	5000.00	5000.00
Additions during the year	-	-
Deductions during the year	-	-
Net Balance	**5000.00**	**5000.00**
d. Other Reserve - Cash Hedge Reserve		
Opening Balance	177.52	(18.89)
Additions/(Deductions) during the year	(550.93)	196.41
Net Balance	**(373.41)**	**177.52**

Notes to the Financial Statements

for the year ended 31st March 2026

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
e. Retained Earnings		
Opening Balance	106443.30	90152.59
Add: Profit for the year	17754.94	17542.63
Less : Allocation / Appropriation		
Dividend Paid	1686.60	1405.50
Transfer to General Reserve	-	-
Actuarial Loss/(Gain)	(435.73)	(153.58)
Sub Total	**1250.87**	**1251.92**
Net Balance	**122947.37**	**106443.30**
Total (a to e)	**141451.08**	**125497.94**

Note 14 : Non Current Financial Liabilities - Borrowings

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Term Loans from Banks		
Term Loans from Banks	72478.93	81062.17
Less: Taken to Short Term Borrowings being Current Maturities	17957.50	17392.50
Total	**54521.43**	**63669.67**

14.1 Security

Term Loans of ₹ 72478.93 Lacs (Previous Year ₹ 81062.17 Lacs) are secured by way of first charge on all immovable and movable Property, Plant & Equipment (both present and future) situated at Hamirgarh unit & Begun unit and site situated at Badi ka Kheda Tehsil Begun dist. Chittorgarh or anywhere else ranking pari-passu with all term lenders and second charge on entire current assets i.e. Stock of Raw Material, Consumable Stores, Semi Finished & Finished Goods & Book Debts of Hamirgarh unit & Begun unit and or anywhere else ranking pari-passu with all term lenders. The term loans are also secured by way of personal guarantee of two executive directors namely Shri Dinesh Nolkha & Shri Nitin Nolakha.

14.2 Terms of Repayment

Term loans of ₹ 10943.42 Lacs in 5 variable quarterly installments upto June 2027 and ₹ 52727.30 Lacs in 22 variable quarterly installments upto September 2031. Fresh term loan of ₹ 81500 Lacs sanctioned for expansion project and out of this ₹ 8808.21 Lacs has been disbursed upto 31st March 2026. The repayment of fresh term loan shall start from December 2027 in 32 vairable quarterly installment and ended upto September 2035.

Note 15 : Non Current Liabilities - Provisions

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Provision for Employee Benefits	734.89	771.51
Total	**734.89**	**771.51**

Note 16 : Deferred Tax Liability

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
A. Deferred Tax Liability		
- Depreciation	12825.98	12104.14
- Deferred Transaction Cost	16.81	24.96
Total (A)	**12842.79**	**12129.10**

Notes to the Financial Statements

for the year ended 31st March 2026

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
B. Deferred Tax Assets		
- Employee Benefits Expenses	365.49	448.90
- Provision for Doubtful Debts	21.12	21.12
- Deferred Government Grant	509.46	-
Total (B)	**896.07**	**470.02**
Net Liability (A-B)	**11946.72**	**11659.08**
Add : Deferred Tax related to OCI	311.44	350.18
Deferred Tax Liability (Net)	**12258.16**	**12009.26**

Note 16.1 Further information has been disclosed in Note No. 34

Note 17 : Deferred Government Grant - Non Current

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Opening Balance	-	-
Add: Govt. Grant Received during the year	2166.00	-
Less: Transfer to Statement of Profit & Loss (Refer Note 26)	141.77	-
Closing Balance	2024.23	-
Less: Current Liability (Refer Note 22)	176.01	-
Total	**1848.22**	**0.00**

Note 18 : Current Financial Liabilities - Borrowings

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Working Capital Loan from Banks (Secured)	39970.94	35409.01
Current Maturities of Long Term Debt	17957.50	17392.50
Total	**57928.44**	**52801.51**

18.1 Security

Working capital loans of ₹ 39970.94 Lacs (Previous Year ₹ 35409.01 Lacs) are secured by way of first charge on entire current assets i.e. Stock of Raw Material, Consumable Stores, Semi Finished & Finished Goods & Book Debts of Hamirgarh unit & Begun unit or anywhere else ranking pari-passu with all lenders and second charge on all immovable and movable Property, Plant & Equipment (both present and future) situated at Hamirgarh unit & Begun unit and site situated at Badi ka Kheda Tehsil Begun dist Chittorgarh or anywhere else ranking pari-passu with all lenders. The working capital loans are also secured by way of personal guarantee of two executive directors namely Shri Dinesh Nolkha & Shri Nitin Nolakha.

18.2 Terms of Repayment

Working Capital Loans are repayable on Demand.

Note 19 : Current Financial Liabilities - Trade Payable

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
For Goods Purchased		
Due to Micro & Small Enterprises	932.25	952.31
Due to Others	3483.84	2178.70
For Services & Others		
Due to Micro & Small Enterprises	62.86	0.85
Due to Others	5680.33	5792.30
Total	**10159.28**	**8924.16**

Notes to the Financial Statements

for the year ended 31st March 2026

Note 19.1 Ageing of Trade Payable has been depicted in Note no. 44

Note 19.2 Refer to Note No. 45 for disclosure related to Micro, Small & Medium Enterprises

Note 20 : Other Current Financial Liability

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Derivative Liability	498.99	-
Unclaimed Dividend	20.63	26.51
For Capital Goods		
Due to Micro & Small Enterprises	330.53	1.02
Due to Others	1148.69	300.41
Security Deposit	9.81	9.65
Other Payable	1943.64	1896.21
Total	**3952.29**	**2233.80**

Note 20.1 Refer to Note No. 45 for disclosure related to Micro, Small & Medium Enterprises

Note 21 : Other Current Liabilities

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Advances From Customers	875.80	240.65
Statutory Dues	402.95	363.81
Security Deposit	141.19	116.64
Total	**1419.94**	**721.10**

Note 22 : Deferred Government Grant - Current

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Deferred Government Grant - Current (Refer Note 17)	176.01	-
Total	**176.01**	**-**

Note 23 : Current Liabilities - Provisions

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Provision for Employee Benefits	70.30	75.33
Provision for Corporate Social Responsibility Expenses (Refer Note 42)	790.19	512.28
Total	**860.49**	**587.61**

Note 24 : Current Tax Liabilities

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Provision for Tax (Net of Advance Tax, TDS & TCS)	528.56	393.41
Total	**528.56**	**393.41**

Notes to the Financial Statements

for the year ended 31st March 2026

Note 25 : Revenue from Operations

(₹ In Lacs)

Particulars	For the Year ended 31st March 2026	For the Year ended 31st March 2025
Revenue from Contract with Customers		
Sale of Products		
Yarn	234966.98	237966.41
Fabrics	67613.03	72967.05
Others	16416.33	17343.94
Sale of Services	9.49	13.56
Other		
Foreign Exchange Fluctuation (Net)	2380.86	2274.46
Total	**321386.69**	**330565.42**

Note 26 : Other Income

(₹ In Lacs)

Particulars	For the Year ended 31st March 2026	For the Year ended 31st March 2025
Interest Received	252.37	285.09
Insurance Charge Collected	52.67	56.55
Amortisation of Government Grant (Refer Note 17)	141.77	-
Profit on Sale of PPE	3.72	1.01
Bad Debts Recovered	45.00	-
Miscellaneous Income	5.36	17.01
Total	**500.89**	**359.66**

Note: Interest earned ₹ 34.36 Lacs (Previous Year - ₹ 16.99 Lacs) on Fixed Deposit held with bank towards for CSR ongoing projects has been transferred to CSR liability which is not include in Interest received.

Note 27 : Cost of Material Consumed

(₹ In Lacs)

Particulars	For the Year ended 31st March 2026	For the Year ended 31st March 2025
Inventory at Opening		
Cotton	40105.48	34690.11
Yarn	92.63	41.02
Polyester & Other Fibers	486.05	467.76
Dyes & Chemical	318.84	262.33
Total	**41003.00**	**35461.22**
Add : Purchases & Expenses		
Cotton	183118.66	196044.68
Yarn	986.89	2101.67
Polyester & Other Fibers	13622.02	12193.90
Dyes & Chemical	3934.51	4001.87
Total	**201662.08**	**214342.12**
Total	**242665.08**	**249803.34**
Less : Inventory at Closing		
Cotton	41712.05	40105.48
Yarn	97.88	92.63
Polyester & Other Fibers	661.92	486.05
Dyes & Chemical	366.62	318.84
Total	**42838.47**	**41003.00**
Total Consumption	**199826.61**	**208800.34**

Notes to the Financial Statements
for the year ended 31st March 2026

Note 28 : Purchase of Stock in Trade

(₹ In Lacs)

Particulars	For the Year ended 31st March 2026	For the Year ended 31st March 2025
Purchase of National Flag	-	83.79
Purchase of Garments	-	4.68
Total	**-**	**88.47**

Note 29 : Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade

(₹ In Lacs)

Particulars	For the Year ended 31st March 2026	For the Year ended 31st March 2025
Inventory at Closing		
Finished Goods	10636.45	12562.61
Work-In-Progress	5753.23	5477.84
Total	**16389.68**	**18040.45**
Inventory at Opening		
Finished Goods	12562.61	13049.73
Work-In-Progress	5477.84	6328.15
Total	**18040.45**	**19377.88**
(Increase)/Decrease in Inventories	**1650.77**	**1337.43**

Note 30 : Employee Benefit Expenses

(₹ In Lacs)

Particulars	For the Year ended 31st March 2026	For the Year ended 31st March 2025
Salary & Wages	17788.23	16826.94
Contribution to Provident and Other Funds	1680.73	1580.83
Gratuity and Leave Encashment Expenses	494.67	740.33
Staff Welfare Expenses	982.70	907.79
Total	**20946.33**	**20055.89**

Note 31 : Finance Cost

(₹ In Lacs)

Particulars	For the Year ended 31st March 2026	For the Year ended 31st March 2025
Interest Expenses		
On Term Loans	3522.09	4986.17
On Others	2825.71	3256.96
	6347.80	**8243.13**
Other Borrowing Costs	738.58	794.95
Total	**7086.38**	**9038.08**

Note 32 : Other Expenses

(₹ In Lacs)

Particulars	For the Year ended 31st March 2026	For the Year ended 31st March 2025
(a) Manufacturing Expenses		
Power & Fuel	29196.56	28101.64
Stores & Spares Consumed	7299.86	6669.17
Packing Expenses	4045.30	3870.25
Job Charges Paid	178.25	170.89

Notes to the Financial Statements

for the year ended 31st March 2026

(₹ In Lacs)

Particulars	For the Year ended 31st March 2026	For the Year ended 31st March 2025
Repair to :-		
Machinery	236.58	260.87
Building	86.03	116.41
Others	268.04	204.96
Total (a)	**41310.62**	**39394.19**
(b) Administrative and Other Expenses		
Printing & Stationary	48.07	50.31
Postage & Communication	38.27	36.55
Subscription & Membership Fees	9.80	8.90
Director's Sitting Fees	10.50	13.25
Rates & Taxes	23.19	19.41
Listing Expenses	9.56	9.73
Travelling Exp - Directors	12.99	15.57
- Others	74.06	63.96
Vehicle & Conveyance	252.07	228.35
Charity & Donation	1.30	1.18
CSR Expenditure	392.90	572.26
Legal & Professional	90.27	73.36
Insurance Charges	577.42	352.62
Payment to Auditors	18.02	15.44
Cost Audit Fees	1.08	1.08
Advertisement	14.14	11.96
Software Expenses	71.96	62.11
Miscellaneous Expenses	14.91	15.63
Total (b)	**1660.51**	**1551.67**
(c) Selling and Distribution Expenses		
Sales Promotion Expenses	483.16	318.90
Sales Commission	3457.58	3432.22
Rebate, Claims & Discount	548.89	539.08
Freight & Forwarding	6220.15	7888.45
Hank Yarn Obligation Expenses	6.99	16.90
Total (c)	**10716.77**	**12195.55**
Total (a to c)	**53687.90**	**53141.41**

Note 32.1 : Payment to Auditors

(₹ In Lacs)

Particulars	For the Year ended 31st March 2026	For the Year ended 31st March 2025
Audit Fees	14.00	12.50
Tax Audit Fees	2.00	1.50
Legal Services	1.50	1.00
Certification & Others	0.25	0.35
Reimbursement of Expenses	0.27	0.09
Total	**18.02**	**15.44**

Notes to the Financial Statements

for the year ended 31st March 2026

Note 33 – Disclosure as per Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets"

1 Contingent Liabilities not provided for:

(₹ In Lacs)

Sr. No.	Particulars	Current Year	Previous Year
a.	**Disputed Liabilities not acknowledged as debts**		
	- Cenvat and Income Tax	34.92	44.65
b.	**Guarantees**		
	- Outstanding Bank Guarantees	408.01	14.35
c.	**Other money for which the company is contingently liable**		
	- Bills negotiated with Banks (against goods sold under Letter of Credit)	12828.33	12248.80

2 Commitments

a) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances) ₹ 75642.22 Lacs (Previous Year – ₹ 7122.66 Lacs).

b) The company has an outstanding export obligation of approx. ₹ 120748.36 lacs (Previous Year – ₹ 100195.76 lacs), in respect of capital goods imported at the concessional rate of duty under Export Promotion Capital Goods Scheme, which is required to be met at different dates on or before 31st March, 2032 and export obligation of approx. ₹ 17131.50 lacs (Previous Year – ₹ 50392.61), in respect of cotton imported at the concessional rate of duty under Advance Licence scheme, which is required to be met at different dates on or before 17th December, 2026.

Note 34 - Disclosure as per Ind AS 12 "Income Taxes"

(a) Reconciliation of Tax Expense and the accounting profit multiplied by India's Tax Rate:

(₹ In Lacs)

Particulars	For the Year ended 31st March 2026	For the Year ended 31st March 2025
Accounting Profit Before Tax	23876.26	23693.91
Tax using Company's Domestic Tax Rate for respective year	**6009.18**	**5963.28**
Effect of Non-Deductible Expenses	223.75	297.59
Effect of Depreciation	(8.57)	(9.77)
Tax in respect of Earlier Years	(103.04)	(99.82)
Tax as per Statement of Profit & Loss	**6121.32**	**6151.28**

(b) Income Tax Expenses

i. Income Tax recognized in Statement of Profit and Loss

(₹ In Lacs)

Particulars	For the Year ended 31st March 2026	For the Year ended 31st March 2025
[A] Current Tax expense:		
Current Year	5936.72	5497.15
Adjustment for Earlier Years	(103.04)	(99.82)
Total [A]	**5833.68**	**5397.33**
[B] Deferred Tax Expense		
Origination and Reversal of Temporary Differences	287.64	753.95
Total [B]	**287.64**	**753.95**
Total Income Tax [A+B]	**6121.32**	**6151.28**

ii. Income Tax recognized in Other Comprehensive Income

(₹ In Lacs)

Particulars	For the Year ended 31st March 2026	For the Year ended 31st March 2025
Net Actuarial Gain/ (Losses) on Defined Benefit Plans	**582.28**	**205.24**
Tax Expenses in current year	146.55	51.65
Net Tax on Defined Benefit Plans	**146.55**	**51.65**

Notes to the Financial Statements

for the year ended 31st March 2026

(₹ In Lacs)

Particulars	For the Year ended 31st March 2026	For the Year ended 31st March 2025
Net Gain/ (Losses) on Cash Flow Hedge	**(736.22)**	**262.47**
Tax Expenses in current year	(185.29)	66.06
Net Tax on Cash Flow Hedge	**(185.29)**	**66.06**

(c) Movement in Deferred tax Asset/ Liability

(₹ In Lacs)

Particulars	As at 1st April 2025	Recognised in P&L A/c	As at 31st March 2026
(A) Deferred Tax Assets			
- Provision for Employee Benefits	448.90	(83.41)	365.49
- Provision for Doubtful Debts	21.12	-	21.12
- Deferred Government Grant	-	509.46	509.46
Total (A)	**470.02**	**426.05**	**896.07**
(B) Deferred Tax Liability			
- Impact of Temporary Difference in Depreciation	12104.14	721.84	12825.98
- Amortised Value of Financial Assets	24.96	(8.15)	16.81
Total (B)	**12129.10**	**713.69**	**12842.79**
Net Deferred Tax Liability (B-A)	**11659.08**	**287.64**	**11946.72**
Add: Deferred Tax Related to OCI	350.18	(38.74)	311.44
Net Deferred Tax Liability	**12009.26**	**248.90**	**12258.16**

(d) Reconciliation of Deferred Tax Liabilities (Net)

(₹ In Lacs)

Particulars	2025-26	2024-25
Deferred tax liability at the beginning of the year	**12009.26**	**11137.60**
Deferred tax (Income)/ Expenses during the year recognised in the Statement of Profit and Loss	287.64	753.95
Deferred tax (Income)/ Expenses during the year recognised in Other Comprehensive Income	(38.74)	117.71
Deferred tax liability at the end of the year	**12258.16**	**12009.26**

Note 35 - Disclosure as per Ind AS 24 "Related Party Disclosures"

1. List of Related Parties with whom Transactions have taken place:-

(a) Key Management Personnel:-

Name of Person	Relationship
Shri Dinesh Nolkha	Chairman & Managing Director
Shri Nitin Nolakha	Managing Director
Shri Pratyush Nolakha	Executive Director
Shri P. Maheshwari	Chief Financial Officer
Shri Sudhir Garg	Company Secretary & Vice President (Legal)

(b) Relatives:-

Name of Person	Relationship
Smt. Sushila Devi Nolkha	Mother of Chairman & Managing Director and Managing Director
Ratan Lal Nolkha HUF	Director's Relative
Krishna Nolkha	Director's Relative
Dinesh Nolkha HUF	Director's Relative
Ranjeeta Nolakha	Director's Relative
Nitin Nolakha HUF	Director's Relative

Notes to the Financial Statements

for the year ended 31st March 2026

Name of Person	Relationship
Prasham Nolakha	Director's Relative
Ananya Nolkha	Director's Relative
Smt. Pallavi Rohit Mehta	Independent Director's Relative

(c) Related Companies:-

Name of Company	Relationship
Redial Trading & Investment Pvt. Ltd.	Holding 32.18% shares of the Company

(d) Independent Directors

Name of Person	Relationship
Shri R. Chattopadhyay	Independent Director (Till 27th July 2024)
Shri Rohit Swadheen Mehta	Independent Director
Shri Rishabh Chand Lodha	Independent Director
Smt. Vibha Aren	Independent Director
Smt. Aditi Mehta	Independent Director (Till 27th July 2024)

(e) Other Related Parties

Name of Person	Relationship
Nitin Spinners Employees Gratuity Trust Fund	Promoter Directors are Trustee
Shri Sojiram Ratanlal Nolakha Charitable Trust	Promoter Directors are Trustee

2. Details of Transactions with related parties:-

(₹ In Lacs)

S. No.	Nature of Transactions	For the Year Ended 31st March 2026	For the Year Ended 31st March 2025
1	**Remuneration to Key Managerial Personnel**		
	Shri Dinesh Nolkha	324.21	315.67
	Shri Nitin Nolakha	304.49	298.14
	Shri Pratyush Nolakha	29.57	18.64
	Shri P. Maheshwari	53.72	48.93
	Shri Sudhir Garg	37.80	33.60
2	**Remuneration to Others**		
	Shri Pratyush Nolakha	-	7.38
	Shri Prasham Nolakha	2.69	-
3	**Sitting Fees Paid to Directors**		
	Shri R. Chattopadhyay	-	2.00
	Shri Rohit Swadheen Mehta	3.75	3.75
	Shri Rishabh Chand Lodha	4.00	3.00
	Smt. Vibha Aren	2.75	2.25
	Smt. Aditi Mehta	-	2.25
4	**Dividend Paid***		
	Shri Dinesh Nolkha	35.70	29.13
	Shri Nitin Nolakha	55.50	46.25
	Smt. Sushila Devi Nolkha	234.00	195.00
	Shri R. L. Nolkha HUF	49.92	41.38
	Smt. Krishna Nolkha	8.10	6.75
	Shri Dinesh Nolkha HUF	10.80	9.00
	Smt. Ranjeeta Nolakha	5.70	4.75
	Shri Nitin Nolakha HUF	6.15	5.13
	Shri Pratyush Nolakha	7.80	6.50
	Shri Prasham Nolakha	0.03	0.03
	Miss Ananya Nolkha	0.06	0.03

Notes to the Financial Statements
for the year ended 31st March 2026

(₹ In Lacs)

S. No.	Nature of Transactions	For the Year Ended 31st March 2026	For the Year Ended 31st March 2025
	Redial Trading & Investment Pvt. Ltd.	541.20	449.75
	Shri Rohit Swadheen Mehta	0.66	0.55
	Smt. Pallavi Rohit Mehta	0.84	0.70
	Shri P. Maheshwari	0.05	0.04
5	**Contribution for CSR Project**		
	Shri Sojiram Ratan Lal Nolakha Charitable Trust	4.60	111.45
6	**Contribution to Post Employment Benefit Plans**		
	Nitin Spinners Employees Gratuity Trust Fund	304.88	111.32

* Dividend of ₹ 300.00 (Previous Year – ₹ 250.00) paid to Shri Sudhir Garg in current year.

Note 36- Disclosure as per Ind AS 33 "Earning Per Share (EPS)"

i) Basic and Diluted Earnings Per Share

(₹ In Lacs)

S. No.	Particulars	For the Year Ended 31st March 2026	For the Year Ended 31st March 2025
a)	Net Profit available to Equity Shareholder (₹ In Lacs)	17754.94	17542.63
b)	Weighted Average Number of Equity Shares of ₹10 each outstanding during the year (In lacs)	562.20	562.20
c)	Basic/Diluted Earning per share (In ₹)	**31.58**	**31.20**
d)	Face Value of each Equity Share (In ₹)	10	10

ii) Weighted Average Number of Equity Shares

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Opening Balance of issued Equity Shares	56220000	56220000
Effect of Shares issued during the year	-	-
Weighted Average No. of Equity Shares ₹10 each	**56220000**	**56220000**

Note 37 - Dividend on Equity Shares

(₹ In Lacs)

Particulars	Year 2025-26	Year 2024-25
(i) Dividend Declared and paid during the year		
Final Dividend for the year ended 31st March, 2025 of ₹ 3.00 (31st March 2024- ₹ 2.50) per fully paid Equity Share	1686.60	1405.50
Total	**1686.60**	**1405.50**

(ii) Dividend not recognised at the end of reporting period

The company's Board of Directors have proposed the payment of Final dividend of ₹ 3 (31st March 2025 - ₹ 3.00 per share) per fully paid Equity Share. This proposed final dividend is subject to the approval of the shareholders in Annual General Meeting. The total outgo towards the same will be ₹ 1686.60 Lacs.

Note 38 - Disclosure as per Ind AS 19 “Employee Benefits”

a) Defined Contribution Plan

The Company makes contributions towards Employees Provident Fund and Family Pension Fund for qualifying employees. The Fund is operated by the Regional Provident Fund Commissioner. The amount of contribution is recognised as expense for defined contribution plans.

Total contribution made by the employer to the Fund during the year is ₹ 1288.85 lakhs (Previous Year ₹ 1212.65 Lakhs).

Notes to the Financial Statements

for the year ended 31st March 2026

b) Defined Benefit Plan & Other Long Term Benefits

(i) Gratuity

The Company makes payment to vested employees at retirement, disability or termination of employment as per provisions of Payment of Gratuity Act, 1972. The provision of Gratuity liability as on the Balance Sheet date is done on actuarial valuation basis for qualifying employees and the same is funded in the funds held under the Gratuity Plan by Trust. Trust is incorporated on 28-09-2021 and 100% management of funds for gratuity is entrusted with HDFC Life Insurance Company Limited.

The present value of the Defined Benefits obligation and the related current service cost is measured using the Projected Unit Credit Actuarial Method at the end of Balance Sheet date by the Actuary.

(ii) Leave Encashment

The company provides benefit of leave encashment to its employees as per defined rules. The provision for liability for leave encashment as on date of Balance Sheet is recognised on the basis of Actuarial certificate.

(iii) The following table set out the status of Gratuity and Leave encashment plans as required under Ind AS-19 :

(a) Changes in Defined Benefit Obligations :-

(₹ In Lacs)

Particulars	For the year ended 31st March 2026		For the year ended 31st March 2025	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Defined Benefit obligation at the beginning of the year	2729.98	834.37	2279.50	681.07
Interest cost	192.19	58.74	165.26	49.38
Current service cost	521.65	231.42	586.62	277.08
Benefits directly paid	(104.85)	(17.76)	(111.26)	(29.89)
Actuarial (Gain)/Loss on obligation & Assets	(617.20)	(305.46)	(190.14)	(143.27)
Present value of obligation at the end of year	**2721.77**	**801.31**	**2729.98**	**834.37**

(b) Net Defined Benefit Cost/(Income) included in the-:

1. Statement of Profit and Loss

(₹ In Lacs)

Particulars	For the year ended 31st March 2026		For the year ended 31st March 2025	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Current service Cost	521.65	231.42	586.62	277.08
Interest Cost	(11.68)	58.74	(29.48)	49.38
Net actuarial (gain)/loss recognised in the period	-	(305.46)	-	(143.27)
Expenses recognised in the Profit & Loss statement	**509.97**	**(15.30)**	**557.14**	**183.19**

2. Other Comprehensive Income :-

(₹ In Lacs)

Particulars	Gratuity	
	For the year ended 31st March 2026	For the year ended 31st March 2025
Actuarial (Gain)/Loss for the year on Projected Benefit Obligations	(582.28)	(205.24)
Unrecognised actuarial (Gain)/Loss at the end of the year	**(582.28)**	**(205.24)**

Notes to the Financial Statements

for the year ended 31st March 2026

(c) Changes in Plan Assets

(₹ In Lacs)

Particulars	Gratuity For the year ended 31st March 2026	Gratuity For the year ended 31st March 2025
Fair Value of Plan Assets at the beginning of the year	2895.99	2686.09
Expected Return on Plan Assets	168.95	209.84
Employer Contribution	304.88	111.32
Benefit Paid	(104.85)	(111.26)
Fair Value of Plan Assets at the end of the year	**3264.97**	**2895.99**

(d) Reconciliation of the Present value of Defined Obligation and the fair value of the plan assets:

(₹ In Lacs)

Particulars	Year 2025-26		Year 2024-25	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Present value of obligation as at the end of year	2721.77	801.31	2729.98	834.37
Fair value of Plan Assets	(3264.97)	-	(2895.99)	-
Liability (Assets) recognised in Balance Sheet*	**(543.20)**	**801.31**	**(166.01)**	**834.37**

*Refer Note No. 11

(e) The assumptions used in Actuarial Valuation:-

(₹ In Lacs)

Particulars	Year 2025-26	Year 2024-25
Financial Assumptions used to determine the Profit & Loss Charge		
a) Discounting Rate	7.90% p.a.	7.04% p.a.
b) Salary Escalation Rate	8.00% p.a.	8.00% p.a.
Demographic Assumptions Used to determine the Defined Benefit		
a) Retirement Age	62 Years	62 Years
b) Mortality Table	100% IALM (2012-2014)	100% IALM (2012-2014)
c) Employee Turnover/Attrition Rate		
18 To 30 Years	3.00%	3.00%
31 to 44 Years	2.00%	2.00%
Above 44 Years	1.00%	1.00%

(f) Sensitivity Analysis as at 31st March, 2026:-

(₹ In Lacs)

Particulars	Gratuity	Leave Encashment
Defined benefit Obligation - Discount Rate+50 Basis points	(185.13)	(57.62)
Defined benefit Obligation - Discount Rate-50 Basis points	206.30	64.55
Defined benefit Obligation – Salary Escalation Rate+50 Basis points	188.04	64.17
Defined benefit Obligation – Salary Escalation Rate-50 Basis points	(172.31)	(57.83)

(g) Expected Cash Flows as at 31st March, 2026:-

(₹ In Lacs)

Particulars	Gratuity	Leave Encashment
Within 1 Year	131.65	66.42
1-5 Years	335.87	90.25
Beyond 5 Years	2254.25	644.64
Total Expected Payments	**2721.77**	**801.31**

(h) The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market.

(i) The discount rate is based on prevailing market yields of Indian Government Bonds, as at the balance sheet date, consistent with the currency and estimated term of the post employment benefit obligations.

Notes to the Financial Statements

for the year ended 31st March 2026

Note 39 - Disclosure as per Ind AS 107 "Financial instrument disclosure

i. Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximize shareholder value.

The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus to maintain investor, creditors and market confidence. The management and the Board of Directors monitors the return on capital as well as the level of dividends to shareholders. The Company may take appropriate steps in order to maintain, or if necessary adjust, its capital structure, in light of changes in economic conditions and the requirement of financial covenants.

The Company monitors capital using a gearing ratio, which is calculated by dividing Net Debt from the Equity. The Company includes within Net Debt, interest bearing loans and borrowings less Cash and Cash Equivalents and short-term deposits and under Equity, the Equity Share Capital plus other Equity (excluding Preference Share Capital) is considered.

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Long Term Borrowings	54521.43	63669.67
Current Maturities of Long Term Debts	17957.50	17392.50
Short Term Borrowings	39970.94	35409.01
Gross Debt	112449.87	116471.18
Less: Cash and Cash Equivalents	(294.98)	(707.60)
Net Debt (A)	**112154.89**	**115763.58**
Total Equity (B)	**147073.08**	**131119.94**
Gearing Ratio (A/B)	**0.76**	**0.88**

ii. Financial Risk Management

The Company's Financial Risk Management is an integral part of how to plan and execute its business strategies. The Company's financial risk management is set by the Managing Board. The Board of directors has established the risk management committee, which is responsible for developing and monitoring the Company's risk management policies. The Committee reports regularly to the board of directors on its activities.

Company is exposed to following risk from the use of its financial instrument:

- Credit Risk
- Liquidity Risk
- Market Risk

(a) Credit Risk

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. The Company categorise a loan or receivable for write off when a debtor fails to make contractual payments greater than 2 years past due. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

Provision for Expected Credit or Loss

(a) Financial assets for which loss allowance is measured using 12 month expected credit losses:

The Company has assets where the counter-parties have sufficient capacity to meet the obligations and where the risk of default is very low. Accordingly, no loss allowance for impairment has been recognised.

(b) Financial assets for which loss allowance is measured using life time expected credit losses:

The Company provides loss allowance on trade receivables using life time expected credit loss and as per simplified approach.

Notes to the Financial Statements

for the year ended 31st March 2026

Ageing of Trade Receivables

(₹ In Lacs)

Particulars	Not Due	Less Than 6 Months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	Total
As on 31.03.2026							
Undisputed Trade Receivable - Considered Good (Unsecured)	37836.21	5308.80	41.17	1.22	-	-	**43187.40**
Undisputed Trade Receivable - Which have significant increase in credit risk	-	-	-	-	-	83.91	**83.91**
Impairment loss recognised	-	-	-	-	-	83.91	**83.91**
As on 31.03.2025							
Undisputed Trade Receivable - Considered Good (Unsecured)	38490.98	4383.44	85.59	-	-	-	**42960.01**
Undisputed Trade Receivable - Which have significant increase in credit risk	-	-	-	-	14.49	69.42	**83.91**
Impairment loss recognised	-	-	-	-	14.49	69.42	**83.91**

(b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company's finance department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

As on 31.03.2026

(₹ In Lacs)

Contractual Maturities of Financial Liabilities	Contractual cash flows					Total
	3 Months or less	3-12 Months	1-2 Years	2-5 Years	More than 5 Years	
Term Loans from Banks*	5859.96	18906.98	29391.06	87162.65	73052.96	**214373.61**
Trade and other Payables	10159.28	-	-	-	-	**10159.28**

As on 31.03.2025

(₹ In Lacs)

Contractual Maturities of Financial Liabilities	Contractual cash flows					Total
	3 Months or less	3-12 Months	1-2 Years	2-5 Years	More than 5 Years	
Term Loans from Banks*	5877.98	18072.85	22951.85	39057.20	15865.82	**101825.70**
Trade and other Payables	8924.16	-	-	-	-	**8924.16**

*Includes contractual interest payment based on interest rate prevailing at the end of the reporting period over the tenure of the borrowing.

The Company has access to the following undrawn facilities at the end of reporting period:

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Fixed Rate Borrowings	-	-
Floating-rate Borrowings	20029.06	22490.99
Total- Undrawn Facilities	**20029.06**	**22490.99**

Notes to the Financial Statements

for the year ended 31st March 2026

(c) Market Risk

Considering the Company's existing foothold/experience in the Textile sector, established & diversified client base, association with various international/domestic agents, it's competent sales team and an established marketing setup in India and International Market, it does not foresee any problem in marketing its production.

Market Risk is the risk of loss of future earnings, fair values of future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchanges rates, equity prices and other market changes that effect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, and other market changes.

The Company manages market risk through a finance department, which evaluates and exercises independent control over the entire process of market risk management. The finance department recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies, and ensuring compliance with market risk limits and policies.

i) Interest Rate Risk

It is the risk where changes in market interest rates might adversely affect the company's financial condition. The short term/immediate impact of changes in interest rates are on the Company's net interest income/expenses. On a longer term, change in interest rate impact the cash flows on the assets, liabilities and off-balance sheet items, giving rise to a risk to the net worth of the Company arising out of all reprising mismatches and other interest rate sensitive positions.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rate. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

At the reporting date the interest rate profile of the Company’s interest-bearing financial instruments is as follows:

Detail of financial instrument bearing interest rate risk

At the reporting date the interest rate profile of the Company’s interest bearing financial instrument is at its fair value:

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Variable rate instruments		
Long Term Borrowings	54521.43	63669.67
Current Maturities of Long Term Debts	17957.50	17392.50
Short Term Borrowings	39970.94	35409.01
Total	**112449.87**	**116471.18**

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company’s profit before tax is affected through the impact on floating rate borrowings, as follows:

(₹ In Lacs)

Particulars	Effect of Profit or Loss	
	50 BP decrease	50 BP increase
31st March 2026		
Term Loans	**362.39**	**(362.39)**
Loan repayable on demand	**199.85**	**(199.85)**
Total	**562.24**	**(562.24)**
31st March 2025		
Term Loans	405.31	(405.31)
Loan repayable on demand	177.05	(177.05)
Total	**582.36**	**(582.36)**

Notes to the Financial Statements

for the year ended 31st March 2026

ii) Foreign Exchange Risk

It is the risk that the company may suffer losses as a result of adverse exchange rates movements during a period in which it has an open position in an individual foreign currency. In addition, the company may also expose to the following risks on account of foreign exchange exposures as applicable.

Interest Rate Risk - Which arises from the maturity mismatches of foreign currency position

Settlement Risk - On account of risk of default of the counter parties.

Exposure to Foreign Currency :

(Foreign Currency In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Exposure on account of Financial Assets		
Trade Receivables (Net of Bill Discounted) (A)		
In USD	316.10	355.10
In Euro	3.19	1.35
In CHF	-	-
Amount hedged through Forward Contracts (B)		
In USD	316.10	355.10
In Euro	3.19	1.35
In CHF	-	-
Net Exposure to Foreign Currency Assets (C = A-B)		
In USD	-	-
In Euro	-	-
In CHF	-	-
Exposure on account of Financial Liabilities		
Trade Payables (D)		
In USD	8.67	10.56
In Euro	0.40	0.32
In CHF	0.24	0.11
Amount hedged through Forward Contracts (E)		
In USD	-	-
In Euro	-	-
In CHF	-	-
Net Exposure to Foreign Currency Liabilities(F = D-E)		
In USD	8.67	10.56
In Euro	0.40	0.32
In CHF	0.24	0.11
Net Exposure to Foreign Currency Assets/Liabilities (C-F)		
In USD	(8.67)	(10.56)
In Euro	(0.40)	(0.32)
In CHF	(0.24)	(0.11)

Notes to the Financial Statements
for the year ended 31st March 2026

The Company uses forward contracts to hedge its risk associated with fluctuation in foreign currency relating to foreign currency assets and liabilities, firm commitments and highly probable forecast transactions. The use of the aforesaid financial instruments is governed by the Company's overall Risk Management Strategy. The Company does not use forward contracts and options for speculative purposes. The details of the outstanding forward contracts and unhedged currency exposure as at 31st March 2026 is as under :

(₹ In Lacs)

Particulars	Current Year		Previous Year	
	Foreign Currency	INR	Foreign Currency	INR
Forward Contracts Outstanding (For Hedging)				
USD (Sale)	557.16	51423.81	557.93	48358.14
EURO (Sale)	15.29	1656.43	4.59	421.38
Total	**572.45**	**53080.24**	**562.52**	**48779.52**
Unhedged Forex Exposure				
Payable – USD	8.67	820.65	10.56	903.74
Payable – EURO	0.40	43.60	0.32	29.54
Payable – CHF	0.24	28.47	0.11	10.65
Total	**9.31**	**892.72**	**10.99**	**943.93**

Hedge Accounting Disclosures

The Cash Flow hedging reserve represents the cumulative effective portion of gains or losses arising on charges in fair value of designated portion of hedging instruments entered into cash flow hedges. The cumulative gain or loss arising on changes in fair value of the designated portion of the hedging instruments that are recognised and accumulated under the heading of cash flow reserve will be reclassified to statement of profit and loss only when the hedged transaction affects the profit or loss or included as a basic adjustment to the non financial hedged item.

Foreign Currency sensitivity:

The following tables demonstrate the sensitivity to a reasonably possible change in USD, EURO and CHF rates to the functional currency of respective entity, with all other variables held constant. The Company's exposure to foreign currency changes for all other currencies is not material. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
1% Appreciation in INR		
Impact on Equity	8.93	9.44
Impact on P&L	8.93	9.44
1% Depreciation in INR		
Impact on Equity	(8.93)	(9.44)
Impact on P&L	(8.93)	(9.44)

Note 40 - Disclosure as per Ind AS 115 "Revenue from Contract with Customers"

The company has adopted Ind AS 115 "Revenue from Contracts with Customers" which is mandatory for reporting periods beginning on or after 01st April 2018. The Company has adopted the cumulative catch-up transition method, applied to contracts that were not completed as of April 1, 2018. In accordance with this method, the comparatives have not been retrospectively adjusted. Application of Ind AS 115 does not have any material impact on the financial results of the company.

Disaggregate revenue information

The table below presents disaggregated revenues from contracts with customers for the year ended March 31, 2026 by contract-type. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factors.

Notes to the Financial Statements

for the year ended 31st March 2026

(₹ In Lacs)

Particulars	For the Year Ended 31st March 2026
Revenues on the basis of Geographical area	
- Domestic Sales	122543.92
- Export Sales (Including Export Incentives)	198842.77
Total	**321386.69**

Trade receivables and Contract Balances

The Company classifies the right to consideration in exchange for deliverables either as a receivable or as unbilled revenue. A receivable is a right to consideration that is unconditional upon passage of time. Revenues in excess of billings is recorded as unbilled revenue and is classified as a financial asset for these cases as right to consideration is unconditional upon passage of time. This would result in the timing of revenue recognition being different from the timing of billing the customers.

Company classifies amount received as advance from customers against sales as contract liability.

Trade receivable and unbilled revenues are presented net of impairment in the Balance Sheet.

During the year ended 31st March 2026, the company recognizes revenue of ₹ 240.65 Lacs arising from opening contract liabilities as of 1st April, 2025.

The remaining contract liability as on 31st March 2026 is ₹ 875.80 Lacs (Previous Year ₹ 240.65 Lacs) which is to be satisfied within 1 year or less.

Performance obligations and remaining performance obligations

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognised as at the end of the reporting period and an explanation as to when the Company expects to recognise these amounts in revenue. Applying the practical expedient as given in para 121 of Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts as the performance obligation is part of a contract that has an original expected duration of less than 1 year.

The impact on account of applying the erstwhile IndAS 18 Revenue instead of IndAS 115 Revenue from contract with customers on the financials results of the Company for the year ended as at March 31, 2026 is insignificant.

Note 41 - Disclosure as per Ind AS 108 "Operating Segments"

The Company is engaged in Business of Textiles. Hence there is no separate business segments.

Details of Export outside country and Domestic sales within country are as under:

(₹ In Lacs)

Particulars	Current Year	Previous Year
Segment Revenue		
- Within India (Domestic Sales)	122543.92	119458.21
- Outside India (Exports - Including Export Incentives)	198842.77	211107.21
Total	**321386.69**	**330565.42**

Note 42 - Disclosure of Corporate social responsibility (CSR)

(a) As per section 135 of Companies Act the company is required to spend in every financial year, at least 2% of the average net profits of the Company made during the three immediately preceding financial year in accordance with its CSR policy.

(b) The movement of CSR Liability is as under:

Particulars	2025-26	2024-25
Opening Balance of Liability	**512.28**	**284.90**
Add: Current year Liability	392.90	572.26
Add: Interest Income on Fixed Deposit with Bank	34.36	16.99
Total CSR Liability	**939.54**	**874.15**

Notes to the Financial Statements

for the year ended 31st March 2026

Particulars	2025-26	2024-25
Less: Amount spent during the year from Current year Liability	149.35	272.02
Less: Amount spent during the year from Earlier year provision	-	89.85
Closing Balance of Liability	**790.19**	**512.28**

(c) The unspent CSR amount of ₹ 243.55 Lacs has been accounted for as a provision which is towards ongoing project and transferred to a special bank account on 28-04-2026 in compliance with the provision of section 135(6) of the Companies Act 2013 and will be spent in accordance with the Companies (Corporate Social Responsibility Policy) Rules 2014 and amendments thereunder.

(d) As on 31st March 2026, The amount of ₹ 541.49 Lacs lying in special bank account against the previous year liability.

CSR Expenditure Details during the financial year 2025-26

(₹ In Lacs)

CSR Project Nature	Actual Amount Spent	Amount yet to be Spent	Total	Reason for Amount Unspent	Related Party Transaction (If Involved)
Conservation of Natural Resources	0.64	-	0.64	-	-
Drinking Water	0.72	-	0.72	-	-
Empowering Women	5.00	-	5.00	-	-
Eradicating Hunger	15.00	-	15.00	-	-
Promotion of Education	74.54	243.55	318.09	Amount pertained to ongoing Capital Project	4.60
Promotion of Health including Preventing Health Care	19.14	-	19.14	-	-
Promotion of Nationally recognised Sports	0.64		0.64	-	-
Rural Development Projects	33.67		33.67		
Total	**149.35**	**243.55**	**392.90**	**-**	**4.60**

CSR Expenditure Details during the financial year 2024-25

(₹ In Lacs)

CSR Project Nature	Actual Amount Spent	Amount yet to be Spent	Total	Reason for Amount Unspent	Related Party Transaction (If Involved)
Animal Welfare	5.00	-	5.00	-	-
Conservation of Natural Resources	0.77	-	0.77	-	-
Drinking Water	0.96	-	0.96	-	-
Empowering Women	5.00	-	5.00	-	-
Enhancing Vocal Skill among Children	100.00	-	100.00	-	-
Ensuring Environment Sustainability	0.31		0.31	-	-
Har Ghar Tiranga	6.94	-	6.94	-	-
Promotion of Education	41.81	300.24	342.05	Amount pertained to ongoing Capital Project	21.60
Promotion of Health including Preventing Health Care	25.29	-	25.29	-	-
Promotion of Nationally recognised Sports	1.22		1.22	-	-
Rural Development	2.72		2.72	-	-
Setting up of Old Ages Homes	82.00	-	82.00	-	-
Total	**272.02**	**300.24**	**572.26**	**-**	**21.60**

Notes to the Financial Statements

for the year ended 31st March 2026

Note 43 : Details of Unclaimed Dividend

The year wise details of Unclaimed dividend lying in separate bank account is as under :

(₹ In Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Final Dividend Accounts		
- Year 2017-18*	-	6.77
- Year 2018-19	3.36	3.57
- Year 2019-20	1.53	1.62
- Year 2020-21	3.02	3.23
- Year 2021-22	2.95	3.30
- Year 2022-23	2.17	2.52
- Year 2023-24	3.14	3.59
- Year 2024-25	2.75	-
Interim Dividend Accounts		
- Year 2021-22	1.71	1.91
Total	**20.63**	**26.51**

*Amount of ₹ 0.19 Lacs of unclaimed dividend paid during the year and remaining amount of ₹ 6.58 Lacs of unclaimed dividend has been transferred to "Investor Education and Protection Fund" during the current financial year 2025-26 on completion of 7 years.

Note 44 : Trade Payable ageing schedule

(₹ In Lacs)

Particulars	Not Due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
As on 31st March 2026						
(i) MSME	995.11	-	-	-	-	**995.11**
(ii) Others*	8613.70	532.00	17.23	1.24	-	**9164.17**
As on 31st March 2025						
(i) MSME	953.16	-	-	-	-	**953.16**
(ii) Others*	7619.14	340.27	8.73	2.86	-	**7971.00**

*Other Trade payable showing in not due include unbilled transactions of ₹ 137.72 Lacs (Previous Year - ₹ 249.62 Lacs).

Note 45 : Disclosure related to Micro, Small & Medium Enterprises

A. Trade Payables include Principal amount ₹ 995.11 Lacs (Previous Year ₹ 953.16 Lacs) and Creditors for Capital Goods include principal amount ₹ 330.53 (Previous Year ₹ 1.02) and Interest amount ₹ Nil (Previous Year ₹ Nil) due to Micro & Small Enterprises as at 31st March 2026. The figures have been disclosed on the basis of informations received from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) and/or based on the information available with the company. Further, no interest during the year has been paid or payable under the provisions of the MSMED Act, 2006.

B. No Interest has been paid under section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.

C. No Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.

D. No Interest accrued and remaining unpaid at the end of each accounting year.

E. No further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductable expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.

Notes to the Financial Statements

for the year ended 31st March 2026

Note 46 : Disclosure of Additional Regulatory Information - Ratios

Particulars	As at 31st March 2026	As at 31st March 2025	% Change	Basis of Ratio Calculation	Reason for Change
Current Ratio (Including current maturities of Long term Borrowing)	1.53	1.71	-10.53%	Current Assets/Current Liabilities	Reduced due to funds deployed in Expansion Project
Debt Equity Ratio	0.49	0.62	-20.97%	Long Term Borrowing & Current Maturities of long term borrowing/Total Equity	Decreased due to repayment of Term Loan
Debt Service Coverage Ratio (In times)	1.73	1.91	-9.42%	PAT+Depreciation & Interest on Term Loan/Repayment of Term Loan & Interest on Term Loan	Decreased due to higher repayment of Term Loan
Return on Equity Ratio	12.76%	14.28%	-10.64%	Profit After Tax/Total Average Equity	Reduced due to lower operating margins in challenging market conditions.
Inventory Turnover Ratio (In times)	5.29	5.64	-6.21%	Revenue from Operations/ Average Inventories	Marginally Reduced
Trade Receivable Turnover Ratio (In times)	7.46	8.80	-15.23%	Revenue from Operations/ Average Trade Receivables	Average credit period increased due to challenging market conditions
Trade Payable Turnover Ratio (In times)	22.59	27.90	-19.05%	Purchases*/ Average Trade Payables	Average payment period reduced marginally
Net Capital Turnover Ratio (In times)	1.24	1.34	-7.46%	Revenue from Operations/Total Equity, Long Term Borrowing & Short Term Borrowing	Reduced due to funds deployed in Ongoing Expansion Project
Net Profit Ratio	5.52%	5.31%	3.95%	Profit After Tax/Revenue from Operations	Increased Marginally
Return on Capital Employed	12.21%	13.19%	-7.43%	EBIT/Average of Total Equity, Long Term Borrowing & Short Term Borrowing	Reduced due to capital deployed in Ongoing Expansion Project
Return on Investment	-	-	-	No Return due to Investment made for Power Purchase SPV	

*Purchases include Purchase of Raw Material, Store & Spares, Packing Material, Printing & Stationary and Coal.

Note 47 : Additional Regulatory Requirements as Required under Shedule III of The Companies Act 2013

(a) The Company does not have any transactions with the companies which have been strucked off.

(b) The Company has borrowed funds from banks on the basis of security of current assets. The company has filed quarterly statements with the banks or financial institution that are in principle in agreement with the books of accounts.

(c) The company does not hold any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under and no proceeding has been initiated or pending against the company.

(d) The company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 such as search or survey or any other relevent provisions of The Income Tax Act, 1961.

(e) The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.

(f) The company has not declared as a wilful defaulter by any bank or any financial institution or any other lender at any time during the financial year.

Notes to the Financial Statements

for the year ended 31st March 2026

(g) The company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(i) Directly or indirectly lend or invest in other persons or entities identified in any manner what so ever by or on behalf of the company (ultimate beneficiaries) or

(ii) Provide any Gurantee, Security or the like to or on behalf of the ultimate beneficiaries.

(h) The company has not received any fund from any person(s) or entity(ies) including foreign entities (funding party) with the understanding whether recorded in writing or otherwise) that the company shall:

(i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or

(ii) Provide any Gurantee, Security or the like on behalf of the ultimate beneficiaries.

(i) The Company has filed all type of applicable charges or satisfaction with Registrar of Companies (ROC) in time, So there are no charges or satisfaction of charges which are yet to be registered with Registrar of Companies beyond the statutory period.

(j) The company is neither a holding company of any subsidiaries companies not a subsidiary company of any holding company, hence The company is not covered under clause (87) of section 2 of the Companies Act along with the Companies (Restriction on number of Layers) Rules, 2017.

(k) The Company has not entered in any Scheme of Arrangements which has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year.

(l) The title deeds of all immovable properties are in the name of Company.

In terms of our report of even date

For **KALANI & CO LLP**
Chartered Accountants
(Firm Reg. no. 000722C/C400390)

S. P. JHANWAR
Partner
M. No. 074414

For and on behalf of the Board

DINESH NOLKHA
Chairman & Managing Director
(DIN - 00054658)

NITIN NOLAKHA
Managing Director
(DIN - 00054707)

P. MAHESHWARI
Chief Financial Officer
(PAN - ABAPM8005C)

SUDHIR GARG
Company Secretary &
Vice President (Legal)
(PAN - ABBPK6037F)

Place : Hamirgarh, Bhilwara
Date : 08.05.2026

Notes

NITIN

Nitin Spinners Limited

If undelivered please return to:

Nitin Spinners Limited

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