

NOTICE

Notice is hereby given that the 2nd Annual General Meeting of the Members of the Company will be held on Thursday August 20, 2026 at 11.00 a.m. at the Registered Office of the Company situated S/No 181/1, 182/1, At Rangpurda, Mahesana, Kadi - 382715, Gujarat, India to transact the following business:

ORDINARY BUSINESS:

- (1) To receive, consider and adopt the Audited Financial Statements including Balance Sheet as at 31st March, 2026, Statement of Profit and Loss and Cash Flow Statement for the year ended on 31st March, 2026 and the Report of the Directors' and Auditors' along with annexures thereon.
- (2) To appoint a director in place of Mr. Jasmin Vishnubhai Patel (DIN: 06923150), who retires at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

- (3) **Ratification of remuneration payable to Cost auditors of the Company for Financial Year 2026-27:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditor) Rules, 2014, (including any statutory modifications and re-enactments thereof, for time being in force), the remuneration of Rs. 40,000/- plus GST and actual out of pocket expenses that may be incurred by the Cost Auditor for the purpose of conducting the Cost Audit for the Financial Year ending on 31st March, 2027, as recommended by the Audit Committee and approved by the Board of Directors of the Company, to be payable to M/s. Mitesh Suvagiya & Co., Cost Accountants (Firm Registration No.: 101470), Ahmedabad, be and is hereby ratified and confirmed.

- (4) **Approval of Material Related party transactions for FY 2026-27 and FY 2027-28:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and rules notified there under and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the recommendation/approval of the audit Committee and the Board of Directors of the Company, consent of the members be and is hereby accorded to the Board of Directors to enter into various related party transactions for the period and up to maximum amount as detailed in the explanatory statement to this resolution annexed to this notice.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors and / or any Committee thereof be and is hereby authorized to settle any question, difficulty or doubt that may arise in this regard and to do all acts, deeds, things as may deem necessary, proper, desirable in its absolute discretion and to finalize any documents and writings related thereto.

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF.** A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the



- Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act for any other person or shareholder Proxy in order to be valid must be delivered at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.
- The route map showing the venue of the Annual General Meeting is attached as per the requirement of SS -2.
 - The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
 - Members are requested to notify change in their address, if any, for effective communication.
 - All documents referred to in the Notice, explanatory statement, statutory records, and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be available for inspection by the Members at the Registered Office of the Company during business hours till the date of AGM and shall be accessible to the person attending the meeting.
 - Details of Directors seeking re-appointment at the Annual General Meeting of the Company:

Name of Director	Jasmin Vishnubhai Patel
DIN	06923150
Date of Birth	30-11-1992
Date of Appointment	15-11-2024
Relationship with Directors	Son of Mr. Vishnubhai Patel, Director of the company.
Qualifications	Bachelor of Engineering (Textile Technology)
Experience	6 Years
Board Membership in other Companies as on 31st March, 2026	Director in <i>Giocert Ventures and Innovations Private Limited</i> and <i>Truepay Finance Private Limited</i>
Chairman/Member of the Committee of the Board of directors in other companies as on 31st March, 2026	NIL
Number of Shares held in the Company as on 31st March, 2026	32,50,000 Shares
Number of Meetings of the Board attended during the year	8/8

**BY ORDER OF THE BOARD
FOR VIVEKANAND COTSPIN LIMITED
(Formerly Known as VIVEKANAND COTSPIN PRIVATE LIMITED)**

Place: Ahmedabad

Date: 11.08.2026

Registered Office:

S/No 181/1, 182/1, at Rangpurda,
Mahesana, Kadi - 382715,
Gujarat, India.


 (Signature)
NIRAV PATEL
MANAGING DIRECTOR
DIN: 02055489




 (Signature)
JASMIN PATEL
WHOLE-TIME DIRECTOR
DIN: 06923150

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS:

Item No 3.

The Board of Directors, on the recommendation of the Audit Committee, has appointed M/s. Mitesh Suvagiya & Co., Cost Accountants (Firm Registration No.: 101470), Ahmedabad as the Cost Auditor of the Company for the Financial Year 2026-27 to conduct the cost audit of the Company. As per the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditor) Rules, 2014, the remuneration fixed by the Board of Directors to be payable to the Cost Auditor is required to be ratified by the members of the Company.

Accordingly, the approval of Members is sought by way of an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditor for the financial year ending on 31st March, 2027.

Your directors recommend the resolution as embodied in Item no. 3 of the notice to be passed with or without modifications as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the proposed resolution.

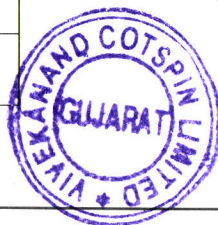
Item No 4.

Pursuant to provision of section 188 of the Companies Act, 2013 related party transactions which are not on arms' length basis and not in ordinary course of business and exceeding the threshold limit provided under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 requires approval from shareholders through an ordinary resolution.

Also, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "the Listing Regulations"), all material transactions i.e. exceeding rupees one thousand crore or ten per cent of the annual consolidated turnover of the company whichever is lower with related parties shall require prior approval of the Members of the Company through an ordinary resolution.

The company enters into transactions with related parties on a regular basis which are on arms' length basis and are in ordinary course of business. Though, as an abundant caution and considering the proposed issue of shares by way of an Initial Public Offer it is deemed necessary to take approval of members for the said transactions by way of an ordinary resolution.

Name of the related party	Nature of transaction	Maximum amount per annum for each F.Y. (Rs. In Crore)	
		F.Y. 2026-27	F.Y. 2027-28
Ambica Cotseeds Limited	Purchase and Sale of Goods	250.00	250.00
Vivekanand Industries	Purchase and Sale of Goods	250.00	250.00
Ambica Cotseeds PTE Limited	Purchase and Sale of Goods	75.00	75.00



Avadh Cotton Industries	Lease Expenses	0.024	0.024
Nirav Bharatbhai Patel	Availing loan	10.00	10.00
Jasmin Vishnubhai Patel	Availing loan	10.00	10.00
Gautambhai Bharatbhai Patel	Availing loan	10.00	10.00
Vishnubhai Prahladbhai Patel	Availing loan	10.00	10.00
	Lease Expenses	0.012	0.012
Bharatbhai Prahladbhai Patel	Availing loan	10.00	10.00
	Lease Expenses	0.012	0.012
Rajan Patel	Lease Expenses	0.012	0.012
Kapila Visnubhai Patel	Lease Expenses	0.012	0.012

Details of the Material Related Party Transactions, as required, under the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, are as follows:

Sr. No.	Particulars	Details										
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest.	Ambica Cotseeds Limited Group Company	Vivekanand Industries Group Company	Ambica Cotseeds PTE Limited Group Company	Avadh Cotton Industries Group Company	Nirav Bharatbhai Patel Chairman and Managing Director (Promoter)	Jasmin Vishnubhai Patel Whole-Time Director (Promoter)	Gautambhai Bharatbhai Patel Promoter	Vishnu bhai Prahlad bhai Patel Director (Promoter)	Bharat bhai Prahlad bhai Patel Director (Promoter)	Ranjan Patel Promoter Group	Kapila Visnubhai Patel Promoter Group
2	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	F.Y. 26-27: 61.08 F.Y. 27-28: 61.08		F.Y. 26 -27: 18.32 F.Y. 27 -28: 18.32	F.Y. 26 -27: 0.005 F.Y. 27 -28: 0.005	F.Y. 26 -27: 2.44 F.Y. 27 -28: 2.44			F.Y. 26 -27: 2.45 F.Y. 27 -28: 2.45		F.Y. 26 -27: 0.003 F.Y. 27 -28: 0.003	
3	Type, material terms and particulars of the proposed transaction, Tenure of the proposed transaction, Value of the proposed transaction.	Sale and purchase of Goods Tenure: The proposed transactions are for FY: 2026-27 and 2027-28. Value mentioned above.			Lease Expenses Tenure: As per the agreement between the both parties.	N.A.			Lease Expenses Tenure: As per the agreement between the both parties.			
						Availing Loan Tenure: As per the agreement between the both parties. Value mentioned above.						
4	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.	Not applicable										



5	Justification as to why the RPT is in the interest of the listed entity	Purchase and sale of goods are done to meet business requirements in the interest of the Company.	Leasing properties from related parties for use as office premises would be more beneficial to the Company than incurring capital expenditure for the purchase of properties.	N.A.	Leasing properties from related parties for use as office premises would be more beneficial to the Company than incurring capital expenditure for the purchase of properties.
				Borrowing money from Directors and their relatives without security will be more beneficial for the company in long run and reduce the financial cost.	
6	A copy of the valuation or other external party report, if any such report has been	The transactions do not contemplate any valuation			
7	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis.	Not given as on voluntary basis			
8	Any other information that	NIL			

Your directors recommend the resolution as embodied in Item no. 4 of the notice to be passed with or without modifications as an Ordinary Resolution.

In accordance with Regulation 23(4) of the SEBI LODR Regulations, all related parties shall abstain from voting on this Resolution irrespective of whether they are parties to the particular transaction or not.

Except, Mr. Nirav Patel, Chairman and Managing Director, Mr. Jasmin Patel, Whole-Time Director, Mr. Vishnu bhai Patel, Mr. Bharat bhai Patel, Director of the Company and relatives thereof, None of the other Directors and Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the proposed resolution.

**BY ORDER OF THE BOARD
FOR VIVEKANAND COTSPIN LIMITED**

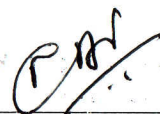
(Formerly Known as VIVEKANAND COTSPIN PRIVATE LIMITED)

Place: Ahmedabad

Date: 11.08.2026

Registered Office:

S/No 181/1, 182/1, at Rangpurda,
Mahesana, Kadi - 382715,
Gujarat, India.



(Signature)

NIRAV PATEL

MANAGING DIRECTOR

DIN: 02055489




(Signature)

JASMIN PATEL

WHOLE-TIME DIRECTOR

DIN: 06923150

ATTENDANCE SLIP

I /We hereby record my / our presence at the **2nd Annual General Meeting** of the Members of **VIVEKANAND COTSPIN LIMITED (Formerly Known as VIVEKANAND COTSPIN PRIVATE LIMITED)** to be held on Thursday August 20, 2026 at 11.00 a.m. at the Registered Office of the Company situated S/No 181/1, 182/1, At Rangpurda, Mahesana, Kadi - 382715, Gujarat, India.

Full name of the Member: _____

Address of the Member: _____

Folio No: _____ DP ID No. _____ Client ID No. _____

No. of shares held: _____

Full name of the Proxy (If attending the meeting): _____

Member's /Proxy's Signature: _____

Note:

1. Please complete the Folio No. / DP ID-Client ID and name, sign this Attendance Slip and hand it over at the meeting place.
2. Shareholders are requested to indicate their DP ID*, Client ID*, the change in their address, if any, to the Registrar & Share Transfer Agents.

*Applicable for investors holding shares in Electronic (Demat) form.



FORM NO. MGT-11
PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rule 2014)

Name of the Member(s)	
Registered Address	
E-Mail Id	
Folio No./ Client Id / DP Id	
No. of Shares	

I / we, being the member(s) of the above-named company, hereby appoint:

- (1) Name: _____ Address: _____
 Email ID: _____ Signature: _____ or
 failing him / her:
- (2) Name: _____ Address: _____
 Email ID: _____ Signature: _____ or
 failing him / her:
- (3) Name: _____ Address: _____
 Email ID: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **2nd Annual General Meeting** of the Members of **VIVEKANAND COTSPIN LIMITED (Formerly Known as VIVEKANAND COTSPIN PRIVATE LIMITED)** to be held on Thursday August 20, 2026 at 11.00 a.m. at the Registered Office of the Company situated at S/No 181/1, 182/1, At Rangpurda, Mahesana, Kadi - 382715, Gujarat, India, and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above proxy to vote in the manner as indicated in the box below:

Resolution No.	Particulars of Resolution	Optional	
		For	Against
ORDINARY BUSINESS			
1.	To consider and adopt the Audited Financial Statements of the Company for the year ended on March 31, 2026 and the Directors' report and Auditors' report thereon.		
2.	To appoint a director in place of Mr. Jasmin Vishnubhai Patel (DIN: 06923150), who retires at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.		
SPECIAL BUSINESS			
3.	To ratify the remuneration payable to M/s. Mitesh Suvagiya & Co., Cost Accountants, Ahmedabad, for conducting the Cost Audit for the Financial Year ending on 31 st March, 2027.		
4.	To approve Material Related Party transactions for FY 2026-27 and FY 2027-28.		

Signed this _____ day of _____ 2026

Signature of Shareholder _____

Affix One
Re. Revenue
Stamp



Signature of Proxy holder (s) _____

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
3. **It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Appointing the proxy does not prevent a shareholder from attending the meeting in person if he so wishes.
5. Please complete all details including details of member (s) in the above box before submission.

Route Map for venue of Annual General meeting:

