VINOD Group

# VINOD TEXWORLD LIMITED

(Formerly Known as, VINOD TEXWORLD PVT. LTD.)

185/2, Saijpur-Gopalpur, Pirana Road, Piplaj, Ahmedabad-382405.

+91 7069030829 ho@vinodtexworld.com CIN : U17200GJ2012PLC071210

## NOTICE

Notice is hereby given that the **14th** Annual General Meeting of the members of **VINOD TEXWORLD LIMITED** ***(Earlier known as VINOD TEXWORLD PRIVATE LIMITED)*** will be held on Monday, **14th day of September, 2026** at 11:00 a.m. at the Registered Office of the company, situated at 185/2, Saijpur, Gopalpur, Opp. Shanti Process, Piplaj Pirana Road, Ahmedabad, Gujarat, India, 382405 to transact the following business.

**ORDINARY BUSINESS:**

**Item No.1: Adoption of Financial Statements**

To receive, consider and adopt the Audited Balance Sheet as at **31st March, 2026** and the Statement of Profit and Loss and Cash flow statement for the year ended on that date together with the Directors' and Independent Auditors' Reports thereon.

**"RESOLVED FURTHER THAT,** any Director of the Company be and is hereby authorized to file requisite form along with the certified true copy of the resolution with the Registrar of Companies."

**SPECIAL BUSINESS:**

**Item No.2: To Appointment and Ratification of Cost Auditor's Remuneration.**

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 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time ("Act"), **M/s. K V M & Co.**, (F.R.N. - 000458), and approval by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2026-27 at a remuneration as mutually decided by cost accountant and board plus actual out-of-pocket expenses incurred in connection with the audit be and is hereby ratified.

**"RESOLVED FURTHER THAT** any of the Directors or Key Managerial Personnel of the Company be and they are hereby severally authorized to do all acts and take all steps as may be necessary, proper or expedient to give effect to this resolution."

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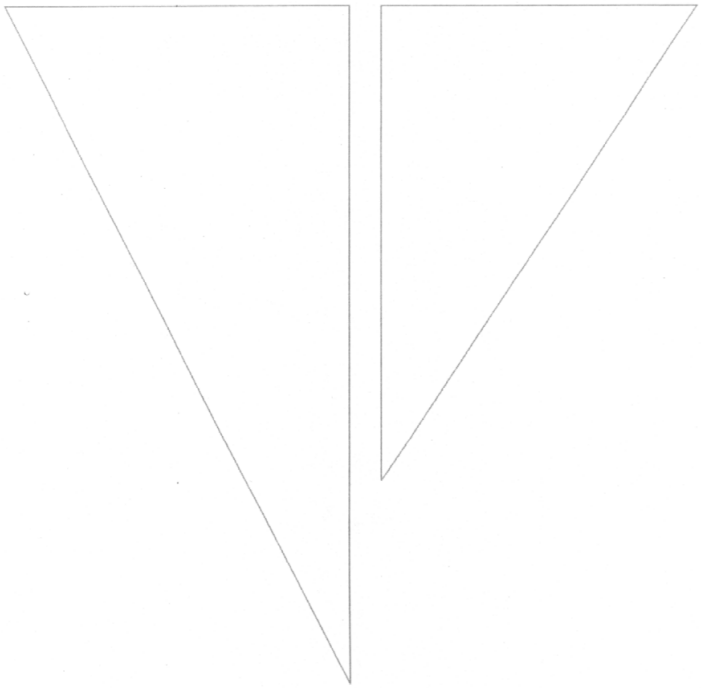
**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself /herself and a proxy need not be a member of the company. Proxy in order to be effective must be received by the company not less than 48 hours before the meeting.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to Special Business is annexed hereto.

3. A person can act as a proxy on behalf of members not more than fifty 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 may appoint a single person as proxy and such person shall not act as a proxy for any other Member. The holder of proxy shall prove his identity at the time of attending the Meeting.



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## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

**Statement pursuant to Section 102(1) of the Companies Act, 2013 for Item No. 2 of the accompanying notice is as under:**

**Item No.2:**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. K V M & Co., (F.R.N. - 000458) as Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2026-27 ending on March 31, 2027 at a remuneration as mutually decided by cost accountant and board plus actual out-of-pocket expenses incurred in connection with the audit.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as approved by the Board, has to be ratified by the members of the Company. Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026.

The Board recommends the resolution set out at Item No. 2 of the Notice for approval by the Members by way of an Ordinary Resolution.

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.

**Registered address:**
185/2, Saijpur, Gopalpur, Opp. Shanti Process,
Piplaj Pirana Road, Ahmedabad, Gujarat, India, 382405

**For and on Behalf of the Board of Directors**

**Date: 11/08/2026**
**Place: Ahmedabad**

**HARSH VINODBHAI MITTAL**
**WHOL-TIME DIRECTOR**
**DIN NO. 02333392**

**YASH VINOD MITTAL**
**MANAGING DIRECTOR**
**DIN NO. 02294797**

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## DIRECTOR'S REPORT

To The Members of **VINOD TEXWORLD LIMITED (Earlier known as VINOD TEXWORLD PRIVATE LIMITED)**

Your directors have great pleasure to present herewith the **14th** Annual Report along with Audited Accounts and Report of the Auditor's thereon for the period ended **31st March, 2026**.

### 1. FINANCIAL SUMMARY

(Point 23(e)(vii) of e-Director's report)

(Amount in Lacs)

| Particulars | 31st March 2026 | 31st March 2025 |
|---|---|---|
| | Amount (Rs.) | Amount (Rs.) |
| Total Revenue | 34,322.42 | 33,557.27 |
| Total Expenses | 32,892.73 | 32,423.18 |
| Profit / (loss) before Interest and Depreciation | 2,345.38 | 2,157.2 |
| Interest | 567.98 | 521.79 |
| Depreciation & Amortization | 347.71 | 387.58 |
| Profit / (Loss) before Tax | 1,429.69 | 1,247.83 |
| Provision for Current Tax | 335.30 | 329.01 |
| Deferred Tax | 53.95 | (17.03) |
| Add/less: short provision of income tax | (31.68) | 0.01 |
| Profit / (Loss) after Tax | 1,072.13 | 935.84 |
| Profits/(Loss) Transferred to Balance Sheet | 1,072.13 | 935.84 |

### 2. SHARE CAPITAL

Paid up Share Capital of the Company is Rs. 11,60,12,000/- consisting of 1,16,01,200/- equity share of Rs. 10/- each.

### 3. WEB LINK OF ANNUAL RETURN, IF ANY:

(Point 1 of e-Director's report)

The Company is having website i.e. www.vinodtexworld.com and Annual return of Company has been published on such website. Link of the same is given below:
https://vinodtexworld.com/investors/

### 4. RESERVES

(Point 12 of e-Director's report)

Your Directors have proposed to carry the net profits of Rs. 10,72,12,603/- during the year to reserve for the period under review.

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## 5. DIVIDEND

**(Point 13 of e-Director's report)**

The Board of Directors of your company, after considering holistically the relevant circumstances, has decided that it would be prudent, not to recommend any Dividend for the financial year under review.

## 6. DIRECTORS AND KEY MANAGERIAL PERSONNEL

**(Point 23(e)(ii) and 23(e)(ix) of e-Director's report)**

During the year there were changes that took place amongst directors.

In the Financial Year 2025-26, Board of Directors has appointed/Resigned Following Directors and Key Managerial personnel as below:

| Sr. No. | Name of Directors/KMP | Designation/Change of Designation | Date of Appointment/Change of Designation | Date of Resignation |
|---|---|---|---|---|
| 1. | Mr. Anchal Tulsyan | Chief Financial Officer(CFO) | 25/10/2024 | ---------- |
| 2. | *Mrs. Neha Agarwal | Non-Executive Independent Director | 25/10/2024 | 22/05/2025 |
| 3. | Mr. Saket Jagdishchandra Agarwal | Non-Executive Independent Director | 25/10/2024 | ---------- |
| 4. | *Mrs. Sweta Yash Mittal | Non-Executive Director | 22/05/2025 | ---------- |
| 5. | Mr. Yash Vinod Mittal | Managing Director | 25/10/2024 | ---------- |
| 6. | Mr. Harsh Vinod Mittal | Whole-Time Director | 17/12/2024 | ---------- |
| 7. | *Mr. Giteshkumar Bipinchandra Shah | Additional Independent Director | 22/05/2025 | 10/09/2025 |
| 8. | *Mrs. Nikita Sinha | Non-Executive Independent Director | 10/09/2025 | ---------- |
| 9. | *Mrs. Aditi Mittal | Company Secretary | 31/01/2026 | ---------- |
| 10. | *Mrs. Foram Deep Parikh | Company Secretary | 01/07/2022 | 31/01/2026 |

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***Appointment:***

- There was Appointment of Mr. Gitesh Bipinchandra Shah as an Additional Non-Executive Independent Director of the company on 22/05/2025.
- There was Appointment of Mrs. Nikita Sinha as an Additional Non-Executive Independent Director of the company on 10/09/2025.
- There was Appointment of Mrs. Aditi Mittal as a Company Secretary and Compliance Officer of the company on 31/01/2026.

***Resignation:***

- There was Resignation of Mr. Gitesh Bipinchandra Shah from the post of Additional Non-Executive Independent Director of the company on 10/09/2025.
- There was Resignation of Mrs. Neha Agarwal from the post of Additional Non-Executive Independent Director of the company on 22/05/2025.
- There was Resignation of Mrs. Foram Deep Parikh from the post of Company Secretary of the Company on 31/01/2026.

***Change in Designation:***

- There was Change in Designation of Mrs. Sweta Yash Mittal from Executive Director to Non-Executive Director on 22/05/2025.

**7. APPOINTMENT OF INDEPENDENT DIRECTORS AND A DECLARATION BY THEM UNDER SECTION 149(6):**

**(Point 5 of e-Director's report)**

The Company has received necessary declarations from all Independent Directors of the Company in accordance with the provisions of Section 149(7) of the Companies Act, 2013 confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

**8. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:**

**(Point 23(d) of e-Director's report)**

The Company is not a subsidiary company nor does it have any subsidiary, Group Company or an Associate company as defined under section 2(6) of the Companies Act 2013 read with rule 8(1) of the Companies Act 2014. Hence, the annexed financial statements are prepared on standalone basis and hence, no transactions are required to be disclosed in prescribed form AOC-1 and hence, not given here with.

**9. CAPITAL STRUCTURE**

The authorized share capital of the company was increased the from Rs. 12 Crores to 17 Crores during the year under review.

There was no change in the paid up share capital of the company during the year.

## 10. STATE OF AFFAIRS / HIGHLIGHTS

(Point 11 of e-Director's report) and (Point 23(e)(viii) of e-Director's report)

1. The Company is engaged in the business of Manufacture of other textiles products.
2. There has been no change in the business of the Company during the financial year ended March 31, 2026.
3. There was no change into Registered Office Address of the company during the year.

## 11. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

(Point 14 of e-Director's report)

The Company is in the process of undertaking an Initial Public Offering (IPO) on the SME Platform. In connection with the proposed IPO, the Company has appointed Directors in accordance with the requirements of the Companies Act, 2013 and applicable SEBI Regulations. The Company has received approval for its Red Herring Prospectus (RHP). Accordingly, there have been material changes and commitments affecting the financial position of the Company between the end of the financial year to which the financial statements relate and the date of this Report.

## 12. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

(Point 23(g) of e-Director's report)

No significant and material orders were passed by the regulators or courts or tribunals which affect the going concern status and future operation of the Company.

## 13. DISCLOSURE OF REMUNERATION OF EMPLOYEES COVERED UNDER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

None of the employee of your company, who was employed throughout the financial year, was in receipt of remuneration in aggregate of One Crore and two Lakh rupees or more or if employed for the part of the financial year was in receipt of remuneration of Eight lakh fifty thousand Rupees or more per month.

## 14. DEPOSITS

(Point 23(f) of e-Director's report)

During the year under review your company has neither invited nor accepted any public deposit from the public as defined under Section 74 of the Companies Act-2013. The unsecured loans accepted were from Directors only and are exempt from the provisions of section 74 of the Companies Act 2013 and the rules made there under.

The Company has also not accepted or invited any amount which is not covered under the provisions of Chapter V of the Companies Act 2013.

## 15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/OUTGO

### A. Conservation of Energy, Technology Absorption:

(Point 23(a) and 23(b) of e-Director's report)

Conservation of energy is of utmost significance to the Company. Operations of the Company are not energy intensive. However, every effort is made to ensure optimum use of energy by using energy- efficient computers, processes and other office equipment. Constant efforts are made through regular/ preventive maintenance and upkeep of existing electrical equipment to minimize breakdowns and loss of energy.

The Company is continuously making efforts for induction of innovative technologies and techniques required for the business activities.

- Steps taken by company for utilizing alternate sources of energy: NIL
- Capital investment on energy conservation equipment's: NIL

### B. Foreign Exchange earnings and Outgo

(Point 23(c) of e-Director's report)

| | |
|---|---|
| **Earnings** | **NIL** |
| **Outgo** | **NIL** |

## 16. BOARD'S COMMENT ON THE AUDITORS' REPORT:

(Point 7 and 8 of e-Director's report)

The Statutory Auditors, in their report on the financial statements of the Company for the financial year ended 31 March 2026, have drawn attention to Note 2(M) of the Notes to Accounts regarding the corporate guarantee of ₹1,733 lakhs provided by the Company to State Bank of India in respect of the loan sanctioned to Vinod Cotfab Pvt. Ltd., a related party, without charging any guarantee commission.

The Auditors have observed that, had guarantee commission been charged at the rate of 1% per annum, the revenue of the Company for the financial year 2025–26 would have been higher by ₹17.33 lakhs.

The Board has taken note of the said observation. The corporate guarantee and the decision not to charge guarantee commission are being considered in the context of the relevant facts, the commercial rationale for the arrangement, and the applicable statutory and accounting requirements. The Company shall ensure that the transaction is appropriately documented and that the necessary disclosures and approvals, wherever applicable, are complied with.

The Board further notes that the Auditors have included the matter under the Emphasis of Matter paragraph of their report. Accordingly, the observation is to be read in the context of the Auditors' report as a whole and is not, by itself, a modification of the audit opinion.

The Board shall take such further action, if any, as may be warranted upon review of the applicable accounting requirements and the circumstances of the transaction.

## 17. SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed and obtained the Secretarial Audit Report from M/s. Patawari & Associates, Practising Company Secretary in Form MR-3 for the financial year ended 31 March 2026.

The Secretarial Audit Report does not contain any qualification, observation or adverse remark requiring explanation by the Board of Directors. The said report (Form No. MR-3) is annexed herewith as **Annexure- A** and forms an integral part of this Board's Report.

## 18. CORPORATE SOCIAL RESPONSIBILITY

**(Point 16 to 22 of e-Director's report)**

As per the provisions of Section 135 of the Companies Act, 2013, read with rules framed there under, every company including its holding or subsidiary and a foreign company, which fulfills the criteria specified in sub-section (1) of section 135 of the Act shall comply with the provisions of Section 135 of the Act and its rules.
The detail of CSR Activities and Expenditure is annexed as **Annexure - 1** and forms part of this report.

The Company is falling under criteria specified in sub-section (1) of section 135 of the Act, But, Pursuant to the provisions of Section 135(9) of the Companies Act, 2013, where the amount to be spent by a company on Corporate Social Responsibility does not exceed ₹50 lakh, the requirement to constitute a CSR Committee is not applicable.

During the financial year 2025-26, the total CSR obligation of the Company is ₹16,00,000/-, which does not exceed the statutory threshold of ₹50 lakh. Consequently, a separate CSR Committee has not been constituted.

In accordance with Section 135(9), the functions and responsibilities of the CSR Committee including formulating and recommending the CSR Policy, approving the annual action plan, and monitoring the expenditure have been duly discharged directly by the Board of Directors.

**19. VIGIL MECHANISM**

The Company has established a Vigil Mechanism / Whistle-blower Policy, as per the provisions of Section 177 of the Companies Act, 2013, read with Rule 7 of the Companies (Meeting of Board and it powers) Rules, 2014. The Policy enables employees, directors, and other stakeholders to report any concerns about unethical behaviour, actual or suspected fraud, or violation of the Company's Code of Conduct.

The Company assures that it will not tolerate any kind of discrimination or retaliation against anyone who reports such concerns in good faith. The Audit Committee oversees the functioning of the Vigil Mechanism and ensures that the complaints are addressed in a timely and effective manner.

The policy is available on the Company's website at www.vinodtexworld.com and is accessible to all employees and stakeholders.

In this manner, the vigil mechanism provides a safe and structured process for stakeholders to voice concerns and ensure ethical conduct within the organization.

**20. RISK MANAGEMENT POLICY**

**(Point 15 of e-Director's report)**

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The major risks have been identified by the Company and its mitigation process/measures have been formulated in the areas such as business, project execution, dg event, financial, human, environment and statutory compliance.

## 21. DIRECTOR'S RESPONSIBILITY STATEMENT

(Point 3 of e-Director's report)

Pursuant to requirement under section 134(3)(c) of the Companies Act 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

i. In the preparation of the Annual Accounts, the applicable accounting standard, to the extent applicable has been followed.
ii. The Directors 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 as at **31st March 2026** and of the profit of the company for the year ended on that date.
iii. The Directors has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities and
iv. The Directors have prepared the annual accounts of Company on a 'Going Concern' basis.

The Auditor's report on financial statements and notes to accounts referred to therein are self-explanatory, hence do not require any comments from directors.

## 22. AUDITORS

**Statutory Auditors (Existing Auditor)**

As per the provisions of Section 139, 141 of the Companies Act, 2013 and rules made thereunder (hereinafter referred to as "The Act"), the Company at its 11th Annual General Meeting ('AGM") held on 30th September 2023 approved the appointment of **M/s. Rajiv Shah & Associates** (FRN: 108454W) as Statutory Auditor for a period of 5 years commencing from the conclusion of 11th AGM till the conclusion of the 16th AGM to be held in the year 2028.

## 23. FRAUD REPORTING U/S 143(12) BY AUDITOR

(Point 4 of e-Director's report)

An auditor of a company, in the course of the performance of his duties as an auditor, has found no reason to believe that an offence of fraud is being or has been committed against the company by its officers or employees under section 143(12) of the Companies Act, 2013.

## 24. COST RECORD:

(Point 23(e)(iv) of e-Director's report)

As the Company engaged into manufacturing business activities, it is required to appoint a separate Cost Auditors as per the provisions of Companies (Accounts) Rules. 2014.

Maintenance of cost records and appointment of cost auditors are required by the company during the period under review.

> Name of Cost Auditor representing the Firm: **Mr. Kishore Kumar**
> Name of the Cost Auditor's firm/LLP: **M/s. K V M & Co.**
> Firm registration number (FRN) of the Cost Auditor/Cost Auditor's firm/LLP: 000458

**25. INTERNAL AUDIT:**

The company having a turnover of exceeding Rs. 200 crores is required to appoint an internal auditor, Effective internal system commensurate with its size and the nature of its business.

The company has appointed internal auditor for the financial year 2026-2027.
>Name of internal auditor: **M/s. KAMAL M. SHAH & CO**
>Firm Registration No.: 130266W

**26. BOARD MEETINGS**

(Point 2 of e-Director's report)

The Board of Directors of the Company met 15 times during the year, in respect of which proper notices were given and the proceedings were properly recorded, signed and maintained in the Minutes book kept by the Company for the purpose. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

| Sr. No. | Dates | Sr. No. | Dates | Sr. No. | Dates |
|---|---|---|---|---|---|
| 1. | 09/05/2025 | 6. | 05/08/2025 | 11. | 06/11/2025 |
| 2. | 22/05/2025 | 7. | 10/09/2025 | 12. | 15/12/2025 |
| 3. | 24/05/2025 | 8. | 15/09/2025 | 13. | 31/01/2026 |
| 4. | 14/06/2025 | 9. | 23/09/2025 | 14. | 07/02/2026 |
| 5. | 18/07/2025 | 10. | 29/09/2025 | 15. | 24/03/2026 |

**27. FORMATION OF VARIOUS COMMITTEES OF THE DIRECTORS AS PER REQUIREMENTS OF SECTION 178(1):**

(Point 6 of e-Director's report)

As per provisions of section 178 (1) of companies act, 2013 read with rule 6 of the Companies (Meetings of Board and Its Powers) Rules 2014, the company is fall under the requirement of constitution of various committees which details are as below:

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**AUDIT COMMITTEE:**

The Company has Audit Committee:
The Composition of Committee is in accordance with the Companies Act, 2013. Members of the Committee are as under:

| Sr. No. | Name of Members | Member/Chairman | No. of Meeting entitled | Number of Meeting Attended |
|---|---|---|---|---|
| 1 | Saket Jagdishchandra Agarwal* | Chairman | 7 | 7 |
| 2 | Nikita Sinha * | Member | 5 | 5 |
| 3 | Sweta Yash Mittal | Member | 7 | 7 |
| 4 | Giteshkumar Bipinchandra Shah* | Chairman | 2 | 2 |
| 5 | Neha Agarwal* | Chairman | 0 | 0 |
| 6 | Yash Vinod Mittal* | Member | 1 | 1 |

**There was Change in Designation of Mr. Saket Jagdishchandra Agarwal as a Chairman of the Committee w.e.f. September, 15th 2025.*

**Nikita Sinha was appointed as additional independent director from September, 10th 2025. She is the member of Audit Committee w.e.f. September, 15th 2025.*

**Giteshkumar Bipinchandra Shah was appointed as an Additional Independent Director with effect from May 22nd, 2025, and served as the Chairman of the Audit Committee from May 24, 2025, until his resignation from the directorship, effective September 10, 2025.*

**Neha Agarwal resigned from directorship with effect from May 22nd, 2025. She had served as a committee Chairman from January 24th, 2025 until her resignation on May 22nd 2025.*

**Yash Vinod Mittal served as a committee member from January 24th, 2025 until the reconstitution on May 22nd 2025.*

The composition of committee inter alia meets with the requirement of Section 177 of the Companies Act, 2013. During the year under review, the audit committee met 07 (Seven) times on 24/05/2025, 05/08/2025, 15/09/2025, 23/09/2025, 29/09/2025, 15/12/2025 and 24/03/2026. Requisite quorum was present during the meetings.

**FUNCTIONS AND POWERS OF AUDIT COMMITTEE:**

The Committee shall have discussions with the auditors periodically about internal control systems, the scope of audit including observation of the auditors and review of financial statement before their submission to the Board and discuss any related issue with internal and statutory auditors and the management of the company.

**RESPONSIBILITIES OF THE COMMITTEE:**

The Committee may assign any matter of importance nature relating to the accounts, finance, taxation, inspection and investigation from time to tome and may require submitting a report to the Board on such matters within the stipulated time.

The committee on any matter relating to financial management including audit report shall submit a report to the Board from time to time.

The Board has accepted all the recommendation made by the Audit Committee.

**NOMINATION AND REMUNERATION COMMITTEE:**

The Company has Nomination and Remuneration Committee:
The Composition of Committee is in accordance with the Companies Act, 2013. Members of the Committee are as under:

| Sr. No. | Name of Members | Member/Chairman | No. of Meeting entitled | Number of Meeting Attended |
|---|---|---|---|---|
| 1 | Saket Jagdishchandra Agarwal | Chairman | 3 | 3 |
| 2 | Sweta Yash Mittal | Member | 3 | 3 |
| 3 | Nikita Sinha * | Member | 1 | 1 |
| 4 | Neha Agarwal* | Member | 1 | 1 |
| 5 | Giteshkumar Bipinchandra Shah* | Member | 2 | 2 |

**Nikita Sinha was appointed as additional independent director from September, 10th 2025. She is the member of Nomination and Remuneration Committee w.e.f September, 15th 2025.*

**Neha Agarwal resigned from directorship with effect from May 22nd, 2025. She had served as a committee member from January 24th, 2025 until her resignation on May 22nd 2025.*

**Giteshkumar Bipinchandra Shah was appointed as an Additional Independent Director with effect from May 22nd, 2025, and served as the member of Nomination and Remuneration Committee from May 22nd, 2025, until his resignation from the directorship, effective September 10th, 2025.*

During the year, 3 (Three) meetings of the Nomination and Remuneration Committee were held i.e. on 22/05/2025, 10/09/2025 and 31/01/2026 during the Financial year 2025-26. Requisite quorum was present during the meetings.

The Committee shall have at least the following basic responsibilities:

1. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
2. To formulate and review criteria that must be followed for determining qualification for determining qualifications, positive attributes and independence of director.
3. To recommend the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees and to ensure compliance with the remuneration policy set forth by the Company.
4. To propose to the Board the members that must form part of the Committee.
5. To report on the systems and on the amount of the annual remuneration of directors and senior management.

**STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Company has Stakeholders Relationship Committee.
The composition of the Committee is in accordance with the Companies Act, 2013.
Members of the Committee are as under:

| Sr. No. | Name of Members | Member/Chairman | No. of Meeting entitled | Number of Meeting Attended |
|---|---|---|---|---|
| 1 | Saket Jagdishchandra Agarwal* | Chairman | 1 | 1 |
| 2 | Sweta Yash Mittal | Member | 1 | 1 |
| 3 | Neha Agarwal* | Member | 1 | 1 |
| 4 | Giteshkumar Bipinchandra Shah * | Chairman | 0 | 0 |
| 5 | Nikita Sinha * | Member | 0 | 0 |

**There was Change in Designation of Mr. Saket Jagdishchandra Agarwal as a Chairman of the Committee w.e.f. September, 15th 2025.*

**Neha Agarwal resigned from directorship with effect from May 22nd, 2025. She had served as a committee member from January 24th, 2025 until her resignation on May 22nd 2025.*

**Giteshkumar Bipinchandra Shah was appointed as an Additional Independent Director with effect from May 22, 2025, and served as the Chairman of the Stakeholders Relationship Committee from May 22nd, 2025, until his resignation from the directorship, effective September 10, 2025.*

**Nikita Sinha was appointed as an additional independent director from September, 10th 2025. She is the member of Nomination and Remuneration Committee w.e.f September, 15th 2025.*

During the year, 1 (One) meeting of the Stakeholder Relationship Committee were held i.e. on 22/05/2025 during the Financial year 2025-26. Requisite quorum was present during the meeting.

Basic Responsibilities of the Committee:

1. Considering and resolving the grievance of shareholders of the Company with respect to transfer of shares, non-receipt of annual report etc.
2. Ensuring expeditious share transfer process in line with the proceedings of the Share Transfer Committee.
3. Evaluating performance and service standards of the Registrar & Share Transfer Agent of the Company.
4. Providing guidance and making recommendation to improve service levels for investors.

**28. FORMATION OF THE CORPORATE SOCIAL RESPONSIBILITIES COMMITTEE:**

The Company is falling under criteria specified in sub-section (1) of section 135 of the Act, But, Pursuant to the provisions of Section 135(9) of the Companies Act, 2013, where the amount to be spent by a company on Corporate Social Responsibility does not exceed ₹50 lakh, the requirement to constitute a CSR Committee is not applicable.

During the financial year 2025-26, the total CSR obligation of the Company is ₹16,00,000/-, which does not exceed the statutory threshold of ₹50 lakh. Consequently, a separate CSR Committee has not been constituted.

In accordance with Section 135(9), the functions and responsibilities of the CSR Committee including formulating and recommending the CSR Policy, approving the annual action plan, and monitoring the expenditure have been duly discharged directly by the Board of Directors.

Roles and Responsibilities:-

1. Formulate and recommend a CSR policy for the company.
2. Approve the CSR budget and allocate funds for CSR projects.
3. Monitor and evaluate the implementation of CSR activities.
4. Ensure compliance with the provisions of the Companies Act, 2013, and other relevant regulations.
5. Review and approve the annual CSR report to be included in the company's Board's report.
6. Recommend CSR initiatives and projects that align with the company's objectives and community welfare.
7. Take all necessary actions, decisions, and steps for the proper implementation and monitoring of CSR activities, subject to the CSR Policy, applicable laws and regulations, and the approval of the Board, wherever required.

**29. FORMAL EVALUATION OF THE BOARD, ITS ACTIVITIES, AND OF INDIVIDUAL DIRECTOR.**

**(Point 23(h) of e-Director's report)**

As the Company is a Public Limited Company but its paid up share capital is less than Rs. 25 Crores, the provisions of Rule 8(4) of the Companies (Accounts) Rules 2014 relating to formal Evaluation of the Board, is individual directors, their individual performances, etc. on an annual or half yearly basis is **not applicable** hence, the details are not given here with.

**30. BUY BACK OF EQUITY SHARES:**

The Company had not made any Buy Back of its paid up equity shares during the year in terms of section 68 of the Companies Act 2013. Hence no specific disclosure is required to be made in this report.

**31. COMPLIANCE WITH SECRETARIAL STANDARD:**

The Company has Complied with the applicable Secretarial Standards (as amended from time to time) on meetings of the Board of Directors and Meeting of Shareholders (EGM/AGM) i.e. SS-1 and SS-2 issued by The Institute of Company Secretaries of India and approved by Central Government under section 118(10) of the Companies Act, 2013.

**32. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE ["POSH"]:**

(Point 23(i)(a) of e-Director's report)

The Company has adopted a policy for prevention of sexual harassment at the workplace, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"). An Internal Complaints Committee ("ICC") has been duly constituted as per the provisions of the POSH Act to redress complaints regarding sexual harassment at the workplace.
During the financial year under review, the Company has complied with all the provisions of the POSH Act and the rules framed thereunder. Further details are as follow:

| | | |
|---|---|---|
| a. | Number of complaints of Sexual Harassment received in the Year | NIL |
| b. | Number of Complaints disposed off during the year | NIL |
| c. | Number of cases pending for more than ninety days | NIL |

## 33. INSURANCE:

The Company has taken adequate insurance cover for all movable and immovable assets for various types of risks.

## 34. PARTICULARS OF LOANS, GUARANTEE AND INVESTMENTS:

(Point 9 & 10 of e-Director's report)

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements provided in the annual report.

## 35. RELATED PARTY TRANSACTION:

The Company has entered into transactions with its related parties, as defined under Section 2(76) of the Companies Act, 2013 and the applicable accounting standards. These transactions were conducted in the ordinary course of business and at arm's length. Thus, disclosure in Form AOC-2 is attached as **Annexure-2.**

However, the disclosure of transactions with related parties for the financial year is as per given into Notes to the Financial Statements. i.e. as per Accounting Standard -18.

The policy on Related Party Transactions is available on the Company's website at www.vinodtexworld.com. All related party transactions were reviewed and approved by the Audit Committee and the Board in accordance with the provisions of the Companies Act, 2013.

**36. INDUSTRIAL RELATIONS:**

Relations with the company's employees continue to be cordial. The company has a good track record of harmonious relations with employees and all stake holders.

**37. DETAILS OF APPLICATIONS MADE OR PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE 2016:**

**(Point 23(e) (v) of e-Director's report)**

During the year under review, there were no applications made or proceedings pending under the Insolvency and Bankruptcy Code, 2016.

**38. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS::**

**(Point 23(e)(vi) of e-Director's report)**

The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.

**39. INTERNAL FINANCIAL CONTROL:**

**(Point 23(e)(iii) of e-Director's report)**

The Company has in place adequate internal financial controls with reference to financial statements. During the financial year, such controls were tested and no reportable material weakness in the design or operation was observed.

**40. MATERNITY BENEFIT:**

**(Point 23(i)(b) of e-Director's report)**

The Company affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961, and has extended all statutory benefits to eligible women employees during the year.

**41. ACKNOWLEDGEMENTS:**

Your Directors gratefully acknowledge the contributions made by the employees towards the success of the Company. Your Directors are also thankful for the co-operation and assistance received from the Bankers, Central and State Government Departments and Local Authorities.

**Registered address:**
185/2, Saijpur, Gopalpur, Opp. Shanti Process,
Piplaj Pirana Road, Ahmedabad, Gujarat, India, 382405

**For and on Behalf of the Board of Directors**

**Date: 11/08/2026**
**Place: Ahmedabad**

**HARSH VINODBHAI MITTAL**
**WHOLE-TIME DIRECTOR**
**DIN: 02333392**

**YASH VINOD MITTAL**
**MANAGING DIRECTOR**
**DIN: 02294797**

VINOD Group

# VINOD TEXWORLD LIMITED

(Formerly Known as, VINOD TEXWORLD PVT. LTD.)

185/2, Saijpur-Gopalpur, Pirana Road, Piplaj, Ahmedabad-382405.

+91 7069030829 ho@vinodtexworld.com CIN : U17200GJ2012PLC071210

## ANNEXURE-1

**FORMAT FOR THE ANNUAL REPORT ON CSR ACTVITIES TO BE INCLUDED IN THE BOARD'S REPORT**

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**1.** A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs: **The Company has chosen animal welfare Related Activities as its main CSR activities as per its policy and Schedule VII.**

**2.** The Company is falling under criteria specified in sub-section (1) of section 135 of the Act, But, Pursuant to the provisions of Section 135(9) of the Companies Act, 2013, where the amount to be spent by a company on Corporate Social Responsibility does not exceed ₹50 lakh, the requirement to constitute a CSR Committee is not applicable.

During the financial year 2025-26, the total CSR obligation of the Company is ₹16,00,000/-, which does not exceed the statutory threshold of ₹50 lakh. Consequently, a separate CSR Committee has not been constituted.

In accordance with Section 135(9), the functions and responsibilities of the CSR Committee including formulating and recommending the CSR Policy, approving the annual action plan, and monitoring the expenditure have been duly discharged directly by the Board of Directors.

**3.** Average net profit of the company for last three financial years

| **Average Net Profit For 2022-2023, 2023-2024 and 2024-2025 (Amount in Rs.)** | | | | | |
|---|---|---|---|---|---|
| | **2022-2023** | **2023-2024** | **2024-2025** | **Total** | **Description** |
| **Net Profit** | 2,23,58,995/- | 7,74,03,989/- | 13,98,80,697/- | 23,96,43,681/- | |
| | | | | 7,98,81,227/- | Average of Net Profit |

**4. Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above)**

| | |
|---|---|
| 2% of Average Profit | Rs.15,98,000 /- |

**5. Details of CSR spent during the financial year.**

(a) Total amount to be spent for the financial year: 16,00,000/-.

(b) Amount unspent, if any: Nil

(c) Manner in which the amount spent during the financial year is detailed below.

| 1. | 2. | 3. | 4. | 5. | 6. | 7. | 8. |
|---|---|---|---|---|---|---|---|
| **Sr. No.** | **CSR project or activity identified.** | **Sector in which the project is covered.** | **Projects or programs(1) Local area or other(2) Specify the State and district where projects or Programs was undertaken** | **Amount outlay (budget) project or wise** | **Amount spent on the projects or programs**<br>**Sub heads:**<br>**(1)Direct expenditure on projects or programs.**<br>**(2)Overheads** | **Cumulative expenditure upto to the reporting period** | **Amount spent Direct or through implementing agency** |
| 1. | (iv)Animal welfare | Gaushala renovation and construction of footpath (Paver Blocks) activity in Gaushala and food related activities of | Ahmedabad (Gujarat) | 16,00,000/- | 1) Direct expenditure on Programs<br>Total Amount spent is 16,00,000/- | **N.A** | Through implementing agency<br>Name: KALAVATI MANGALCHAND MITTAL CHARITABLE TRUST<br>(CSR00069 |

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| | | | | | | | |
|---|---|---|---|---|---|---|---|
| | | Gau Seva. | | | | | 390) |

**6.** In case the company has failed to spend the two per cent, of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report: **N.A.**

**7.** A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy have been duly discharged directly by the Board of Directors, is in compliance with CSR objectives and Policy of the company.

**The Board of Directors is fully responsible and affirms that it implements and monitors all the CSR activities in compliance with CSR objectives and policy.**

**Note: The Company has paid CSR Amount in exceeds of 2% of Average Net Profit, The balance amount of Rs. 2000/- is carried forwarded in next Financial Year.**

**Place: Ahmedabad**
**Date: 11/08/2026**

**For, VINOD TEXWORLD LIMITED**
**(Earlier known as VINOD TEXWORLD PRIVATE LIMITED)**

**YASH VINOD MITTAL**
**MANAGING DIRECTOR**
**DIN: 02294797**

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## FORM NO. AOC -2 (ANNEXURE-2)

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

**1.** Details of contracts or arrangements or transactions not at Arm's length basis.

| SL. No. | Particulars | Details |
|---|---|---|
| a) | Name (s) of the related party & nature of relationship | N.A. |
| b) | Nature of contracts/arrangements/transaction | N.A |
| c) | Duration of the contracts/arrangements/transaction | N.A |
| d) | Salient terms of the contracts or arrangements or transaction including the value, if any | N.A |
| e) | Justification for entering into such contracts or arrangements or transactions' | N.A |
| f) | Date of approval by the Board | N.A |
| g) | Amount paid as advances, if any | N.A |
| h) | Date on which the special resolution was passed in General meeting as required under first proviso to section 188 | N.A |

**2** Details of material contracts or arrangements or transactions at Arm's length basis.
During the year Company has entered certain related party transaction or contracts or arrangement. So Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto applicable. The Details of the transactions are as under:

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Rs. (In Lakhs)

| Name of Related Party | Relation | Payment made(Amount) | Nature of transaction |
|---|---|---|---|
| Harsh Mittal | Whole Time Director | 12.00 | Director's Remuneration |
| Yash Mittal | Managing Director | 12.00 | Director's Remuneration |
| Shweta Mittal | Executive Director | 13.20 | Director's Remuneration |
| Harsh Mittal | Whole Time Director | 0.38 | Interest on Unsecured Loan |
| Yash Mittal | Managing Director | 2.88 | Interest on Unsecured Loan |
| Shweta Mittal | Executive Director | 0.37 | Interest on Unsecured Loan |
| Harsh Mittal | Whole Time Director | 1.42 | Unsecured Loan |
| Yash Mittal | Managing Director | 3.06 | Unsecured Loan |
| Shweta Mittal | Executive Director | 7.83 | Unsecured Loan |
| Poonam H Mittal | Relative of Key Management personnel | 0.62 | Interest on Unsecured Loan |
| Radha V Mittal | Relative of Key Management personnel | 0.29 | Interest on Unsecured Loan |
| Vinod M Mittal | Relative of Key Management personnel | 0.44 | Interest on Unsecured Loan |
| Poonam H Mittal | Relative of Key Management personnel | 6.17 | Unsecured Loan |
| Radha V Mittal | Relative of Key Management personnel | 5.40 | Unsecured Loan |
| Vinod M Mittal | Relative of Key Management personnel | 6.76 | Unsecured Loan |
| Vinod Cotfab Pvt Ltd | Enterprises owned or Significantly influenced by Key Managerial Personnel | 13,065.19 | Purchase |
| Vinod Denim Ltd | Enterprises owned or Significantly influenced by Key Managerial Personnel | 5,179.15 | Sales |

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| | | | |
|---|---|---|---|
| Vinod Fabrics Pvt Ltd | Enterprises owned or Significantly influenced by Key Managerial Personnel | 1.09 | Sales |
| Anil Exports(India) | Enterprises owned or Significantly influenced by Key Managerial Personnel | 0.02 | Rent Received |
| Vinod Cotfab Pvt Ltd | Enterprises owned or Significantly influenced by Key Managerial Personnel | 1.02 | Rent Received |
| Vinod Texspin LLP | Enterprises owned or Significantly influenced by Key Managerial Personnel | 0.60 | Rent Received |
| Vinod Cotfab Pvt Ltd | Enterprises owned or Significantly influenced by Key Managerial Personnel | 3146.52 | Trade Payables |
| Vinod Denim Ltd | Enterprises owned or Significantly influenced by Key Managerial Personnel | 355.42 | Trade Receivables |

**By order of the Board of Director**

**Place: Ahmedabad**
**Date: 11/08/2026**

**HARSH VINODBHAI MITTAL**
**WHOLE-TIME DIRECTOR**
**DIN NO. 02333392**

**YASH VINOD MITTAL**
**MANAGING DIRECTOR**
**DIN NO. 02294797**