VAXTEX COTFAB LIMITED
Suiting & Shirting Fabrics

Vaxtex Cotfab Limited
CIN: L35105GJ2005PLC076930
306, Sarthik, Complex, Nr, Iscon Cross Road, Satellite, Ahmedabad – 380015
+917249058261
cs.vaxtex@gmail.com
www.vaxtexcotfabltd.com

Date: November 23, 2026

National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E), Mumbai – 400051,
Maharashtra, India

Symbol: VCL

Dear Sir/ Madam,

Sub: Outcome of the Board Meeting held on November 23, 2026

Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, we wish to inform you that the Board of Directors, at its meeting held on Monday, November 23, 2026, has inter alia considered and approved the following items:

1. Approved, subject to shareholder approval, the increase in the Authorised Share Capital of the Company from the existing Rs. 19,00,00,000/- (Rupees Nineteen Crore only) divided into 19,00,00,000 (Nineteen Crore) Equity Shares of Re. 1/- (Rupee One only) each to Rs. 2,60,00,00,000/- (Rupees Two Hundred Sixty Crore only) divided into 2,60,00,00,000 (Two Hundred Sixty Crore) Equity Shares of face value of Re. 1/- each.

2. Approval for execution of the Share Subscription and Shareholders' Agreement among Truvista Holding Private Limited, Mr. Dhiraj Mishra and Vaxtex Cotfab Limited in relation to the proposed subscription of 6,20,00,000 Equity Shares and 11,55,14,792 Convertible Warrants of Vaxtex Cotfab Limited on a preferential basis, subject to applicable regulatory approvals.

3. Approved, subject to the approval of the shareholders and the Stock Exchange, the issuance of up to 6,20,00,000 (Six Crore Twenty Lakh) Equity Shares of Re. 1/- (Rupee One only) at an issue price of Rs. 1.69/- (Rupee One and Paise Sixty-Nine) per Equity Share at a premium of Rs. 0.69/- (Paise Sixty-Nine only) each on a preferential basis ('Preferential Issue') for consideration in cash to Truvista Holding Private Limited, being a proposed promoter, in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the provisions of the Companies Act, 2013 and rules made thereunder. (Details are enclosed herewith as Annexure I);

4. Approved, subject to the approval of the shareholders and the Stock Exchange, the issuance of up to 11,55,14,792 (Eleven Crore Fifty-Five Lakh Fourteen Thousand Seven Hundred and Ninety-Two) Convertible Warrants, each convertible into one fully paid-up Equity Share of face value of Re. 1/- (Rupee One only) each, at an issue price of Rs. 1.69/- (Rupee One and Paise Sixty-Nine only) per Warrant, on a preferential basis ('Preferential Issue') for consideration in cash to Truvista Holding Private Limited, being

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a proposed promoter, in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the provisions of the Companies Act, 2013 and rules made thereunder. (Details are enclosed herewith as Annexure II);

5. Approved, subject to the approval of the Members of the Company, a proposal for raising funds for an aggregate amount not exceeding ₹250 Crore (Rupees Two Hundred and Fifty Crore Only), in one or more tranches, by way of issuance of equity shares and/or other eligible securities, through one or more permissible modes of issuance, including public issue, rights issue, preferential issue, private placement or any other permissible mode, or a combination thereof, in accordance with applicable laws.

   The proposed issuance shall be undertaken on such terms and conditions, including the issue price, number and nature of securities, timing, mode of issuance and identification of investors, as may be determined by the Board of Directors or its duly authorised committee, subject to applicable statutory and regulatory requirements and requisite approvals. (Details are enclosed herewith as **Annexure III**);

6. The Postal Ballot Notice will seek approval of the shareholders for the matters mentioned in Item Nos. 1, 3, 4 and 5 above.

7. Approved the appointment of CS Kavita Aggarwal (Membership No. A67257, Certificate of Practice No. 29104), Proprietor of M/s. Kavita Aggarwal & Associates, Practising Company Secretaries, as Scrutinizer for scrutinizing the e-voting process and the results thereof in relation to the Postal Ballot.

The meeting of the Board of Directors commenced at 16:30 P.M. and concluded at 22:10 P.M.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For **Vaxtex Cotfab Limited**

AMAY VATSALYA
Digitally signed by AMAY VATSALYA
Date: 2026.11.23 23:16:37 +05'30'

Amay Vatsalya
Whole-Time Director
DIN: 09330694

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Annexure I

Pursuant to SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023:

Preferential Issue of Equity Shares of the Company for consideration in cash

Particulars	**Details**
Type of securities proposed to be issued	Equity Shares
Type of issuance	Preferential Issue in accordance with sections 42, 62 of the Companies Act, 2013 and rules made thereunder and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 6,20,00,000 (Six Crores Twenty Lakhs) Equity Shares having face value of Re. 1/- (Rupee One Only) each for cash at an issue price of Re. 1.69/- (Rupee One and Paise Sixty-Nine Only)
Issue price	Rs. 1.69/- (Rupee One and Paise Sixty-Nine Only)
In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s): i. Names of the Investors ii. Post allotment of securities — outcome of the subscription, issue price/ allotted price (in case of convertibles), number of investors. In case of convertibles - intimation on the conversion of securities or on lapse of the tenure of the instrument	Refer Table A below

Table A

Name of the Proposed Allottees	**Category**	**Pre-Allotment Holding**		**Maximum No. of Equity Shares to be Issued and Allotted**	**Post-Allotment Holding**	
		No. of Equity Shares	**% of Holding**		**No. of Equity Shares**	**% of Holding ***
Truvista Holding Private Limited	Proposed Promoter	-	-	6,20,00,000	6,20,00,000	17.16
Total		-	-	**6,20,00,000**	**6,20,00,000**	17.16

* ***The Post-Issue Shareholding Percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares.***

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Annexure II

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Preferential Issue of Convertible Warrants of the Company for consideration in cash

Particulars	Details
Type of securities proposed to be issued	Fully Convertible Warrants
Type of issuance	Preferential Issue in accordance with Sections 42 and 62 of the Companies Act, 2013 and rules made thereunder and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 11,55,14,792 (Eleven Crore Fifty-Five Lakh Fourteen Thousand Seven Hundred and Ninety-Two) Convertible Warrants, each convertible into one fully paid-up Equity Share having face value of Re. 1/- (Rupee One Only), for cash at an issue price of Re. 1.69/- (Rupee One and Paise Sixty-Nine Only) per warrant
Issue price	Rs. 1.69/- (Rupee One and Paise Sixty-Nine Only)
In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s): iii. Names of the Investors iv. Post allotment of securities — outcome of the subscription, issue price/ allotted price (in case of convertibles), number of investors. In case of convertibles - intimation on the conversion of securities or on lapse of the tenure of the instrument	Refer Table B below

Table B

Name of the Proposed Allottees	Category	Pre-Allotment Holding		Maximum No. of Convertible Warrants to be Issued and Allotted	Post-Allotment Holding	
		No. of Equity Shares	% of Holding		No. of Equity Shares underlying Convertible Warrants	% of Holding *
Truvista Holding Private Limited	Proposed Promoter	-	-	11,55,14,792	11,55,14,792	31.97
Total		-	-	**11,55,14,792**	**11,55,14,792**	**31.97**

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* ***The Post-Issue Shareholding Percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares.***

Annexure III

Pursuant to SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023:

Particulars	Details
Type of securities proposed to be issued	Equity Shares and/or other eligible securities, including securities convertible into or exchangeable for Equity Shares, warrants, debentures, bonds or other securities as may be permitted under applicable law.
Type of issuance	One or more permissible modes of issuance, including public issue, rights issue, preferential issue, private placement, QIP or any other permissible mode, or a combination thereof.
Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to Rs. 250 Crore (Rupees Two Hundred and Fifty Crore Only). To be determined by the Board or its duly authorised committee, based on the issue price and terms of the issuance.
Issue price	To be determined in accordance with applicable laws and regulations.
Mode of Issuance	In one or more tranches, through one or more permissible modes, as may be determined by the Board or its duly authorised committee.
In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s): v. Names of the Investors vi. Post allotment of securities — outcome of the subscription, issue price/ allotted price (in case of convertibles), number of investors. In case of convertibles - intimation on the conversion of securities or on lapse of the tenure of the instrument	Not applicable at this stage; the requisite particulars will be disclosed in accordance with applicable law upon determination of the mode of issuance and identification of investors, where applicable.