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

To,
The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai – 400051

NSE Symbol: VCL

Subject: Submission of Postal Ballot Notice under Regulation 30 of SEBI (LODR) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 30 read with Para A(12) of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Postal Ballot Notice dated November 23, 2026, dispatched electronically to the eligible Members of **Vaxtex Cotfab Limited** on November 23, 2026, seeking their approval through remote e-voting.

The remote e-voting period shall commence on **November 24, 2026, at 9:00 A.M. (IST)** and conclude on **December 23, 2026, at 5:00 P.M. (IST)**. The cut-off date is November 20, 2026.

The Notice is also available on the Company's website at www.vaxtexcotfabltd.com.

Kindly take the above information on record.

Thanking you,

For **Vaxtex Cotfab Limited**

AMAY VATSALYA
Digitally signed by AMAY VATSALYA
Date: 2026.11.23 23:15:17 +05'30'

Amay Vatsalya
Whole-Time Director
DIN: 09330694

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Notice of Postal Ballot

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the members of the Company,

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of **Vaxtex Cotfab Limited** ("**the Company**") by means of the Postal Ballot, only by way of remote e-voting process (**"e-voting"**), pursuant to and in compliance with the provisions of sections 108 and 110 of the Companies Act, 2013 **("the Act")** read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 **("the Rules")** and other applicable provisions of the Act and the Rules, the applicable circulars, notifications and clarifications issued by the Ministry of Corporate Affairs ("MCA") from time to time (collectively, the **"MCA Circulars")** and the SEBI Master Circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, last updated on January 30, 2026, issued by the Securities and Exchange Board of India (collectively **"SEBI Circulars")** and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations"),** Secretarial Standard on General Meetings **("SS-2")** issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), to seek your consent for the resolutions as set out hereunder and proposed to be passed through postal ballot **("Postal Ballot")** by way of e-voting process.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of sections 108 and 110 of the Act read with the Rules, the Circulars and SS-2, the Company is providing e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelopes are not being sent to the members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialized form as on **Friday, November 20, 2026** ("cut-off date") and whose email addresses are registered with the Company/ Depositories/ Depositories participant. Members holding shares in physical form and whose email address is not registered with the Company may register/ update their email address with Bigshare Services Private Limited, Registrar and Transfer Agent of the Company, at bssahd@bigshareonline.com. Members holding shares in dematerialised form should update their email address with their respective Depository Participant.

The Explanatory Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice are annexed hereto.

The Board of Directors in its meeting held on **Monday, November 23, 2026** have appointed CS Kavita Aggarwal (Membership No. A67257, Certificate of Practice No. 29104), Proprietor of M/s. Kavita Aggarwal & Associates, Practising Company Secretaries as the Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of **Bigshare i-Vote E-Voting System** for the purpose of providing remote e-voting facility to all its members. In accordance with the MCA Circulars, members can vote only

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through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than **5:00 p.m. IST** on **Wednesday, December 23, 2026**, (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit her report, after completion of scrutiny, to Mr. Amay Vatsalya, Whole-time Director of the Company (DIN: 09330694), or any other person duly authorised by the Board of Directors. The results of e-voting will be announced on or before **Monday, December 28, 2026** and will be displayed on the Company's website www.vaxtexcotfabltd.com and will also be communicated to the Stock Exchange i.e. National Stock Exchange of India Limited **("NSE")** and on the website of Big Share (agency for providing the Remote e-Voting facility). The Company will also display the results of the Postal Ballot at its Registered Office.

ITEMS OF BUSINESS REQUIRINGCONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT/ E-VOTING:

1. **INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF MOA:**

To consider and if thought fit, to pass, the following resolution as an ***Ordinary Resolution:***

"RESOLVED THAT pursuant to the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules made thereunder, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the enabling provisions of the Memorandum and Articles of Association of the Company, on the recommendation of the Board of Directors, subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority as required, Consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 19,00,00,000/- (Rupees Nineteen Crores Only) divided into 19,00,00,000 (Nineteen Crores) Equity Shares having face value of Re. 1/- each to Rs. 2,60,00,00,000/- (Rupees Two Hundred Sixty Crores Only) divided into 2,60,00,00,000/- (Two Hundred Sixty Crores Only) Equity Shares having face value of Re. 1/- each.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder, consent of the members of the Company be and is hereby further accorded for alteration of Clause V(a) of the Memorandum of Association of the Company by substituting the following new Clause V (a) as under:

*** "**V. The Authorised Share Capital of the Company is Rs. 2,60,00,00,000/- (Rupees Two Hundred Sixty Crores Only) divided into 2,60,00,00,000/- (Two Hundred Sixty Crores Only) Equity Shares of Re. 1/- (Rupee One Only) each."***

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of

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requisite forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

2. <u>TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTERS (PROPOSED PROMOTERS) FOR CASH CONSIDERATION:</u>

To consider and if thought fit, to pass, the following resolution as a ***Special Resolution:***

"RESOLVED THAT pursuant to Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) **("the Act")** and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **("SEBI (ICDR) Regulations")**, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI (LODR), Regulations")** and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **("SEBI (Takeover) Code")** (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India **("GOI")**, Reserve Bank of India **("RBI")** and the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies **(the "ROC")**, Ministry of Corporate Affairs **("MCA")**, Securities and Exchange Board of India **("SEBI")** and the Stock Exchange where the shares of the Company are listed ("Stock Exchange") and/ or any other competent authorities (hereinafter referred to as '**Applicable Regulatory Authorities'**) to the extent applicable, the Listing Agreement entered into by the Company with the Stock Exchange and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/ or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create offer, issue allot and deliver in one or more tranches up to **6,20,00,000** (Six Crores Twenty Lakhs) Equity Shares of **Re. 1/- (Rupee One Each)** for cash at an issue price of **Rs. 1.69/- (Rupee One and Sixty-Nine Paise Only)** at a **premium of Rs. 0.69/- (Sixty-Nine Paise Only)** per share aggregating to **Rs. 10,47,80,000/- (Rupees Ten Crores Forty-Seven Lakhs Eighty Thousand Only)** to the below mentioned proposed allottee(s) by way of preferential issue in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI (ICDR) Regulations and other applicable laws:

Sr. No.	Name of the Proposed Allottees	Pre-Pref Holding	No of Equity Shares of the Company to be Issued and Allotted	Current Status / Category	Proposed Status / Category*

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1	Truvista Holding Private Limited	0.00	6,20,00,000	Non-Promoter	Promoter
	Total	**0.00**	**6,20,00,000**		

The proposed preferential allotment of Equity Shares, read together with the proposed preferential allotment of Convertible Warrants under Item No. 3 of this Notice, is contemplated as part of a composite acquisition of equity shareholding and control of the Company by Truvista Holding Private Limited ('Acquirer 1**), together with Mr. Dhiraj Mishra, ('**Acquirer 2**). The proposed acquisition attracts the provisions of Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('**SEBI SAST Regulations**'), requiring the Acquirers to make an open offer to the public shareholders of the Company in accordance with the SEBI SAST Regulations. Accordingly, the Acquirer(s) shall comply with their obligations relating to the Public Announcement, Detailed Public Statement, filing of the Draft Letter of Offer, establishment of escrow arrangements, funding and completion of the open offer, and all other applicable requirements under the SEBI SAST Regulations, including Regulation 13(2)(g) thereof. The proposed acquisition of shares and/or control, allotment of securities and changes in the management or control of the Company shall be implemented only in accordance with the applicable provisions of the SEBI SAST Regulations, the SEBI ICDR Regulations, the Companies Act, 2013 and other applicable laws, and subject to receipt of requisite regulatory approvals.*

RESOLVED FURTHER THAT the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank pari passu with the existing equity shares of the Company, in all respects from the date of allotment thereof, and subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is **Monday, November 23, 2026** i.e., 30 days prior to the date of Passing of the Special Resolution.

RESOLVED FURTHER THAT the offer, issue, and allotment of the aforesaid Equity Shares to the proposed allottees shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

a. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case may be.
b. The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.
c. The allotment of Equity Shares shall be completed within the period prescribed under Regulation 170 of the SEBI ICDR Regulations, including the provisions of Regulation 170(3) applicable to preferential allotments attracting an obligation to make an open offer under the SEBI SAST Regulations, and subject to receipt of requisite statutory and regulatory approvals, including in-principle approval from the Stock Exchange. The allotment and acquisition of the Equity Shares shall also comply with Regulation 22 of the SEBI SAST Regulations and the other applicable provisions governing completion of the acquisition during the offer period.

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d. The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.
e. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.
f. The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.
g. The Equity Shares so offered and issued to the Proposed Allottees shall be issued for cash consideration and the Proposed Allottee shall be required to bring in 100% of consideration, for the relevant equity shares to be allotted on or before the date of allotment thereof.
h. The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
i. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.
j. The Equity Shares so allotted to the Proposed Equity Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottee through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchange.

RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottees through private placement offer cum application letter in Form PAS - 4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members and further, the Board is hereby authorised to record the name and details of the Proposed Equity Allottees in form PAS-5.

RESOLVED FURTHER THAT the members of the company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issue of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and application for in-principle approval, listing approval thereof with the Stock Exchange as appropriate, and filing requisite

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documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, issue and allotment of the Shares and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any committee of the board of directors of the Company or to any one or more directors, key managerial personnel, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisite forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.**"**

3. <u>TO CONSIDER AND APPROVE ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO NON-PROMOTERS FOR CASH CONSIDERATION:</u>

*To consider and if thought fit, to pass, the following resolution as a **Special Resolution:***

"**RESOLVED THAT** pursuant to the provisions of sections 23, 42, 62, and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) **("the Act")** and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI (ICDR) Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR), Regulations**") and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI (Takeover) Code**"), applicable provisions of the Foreign Exchange Management Act, 1999 **("FEMA")** (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India **("GOI"),** Reserve Bank of India **("RBI"),** Ministry of Corporate Affairs **("MCA"),** Registrar of Companies **("ROC")**, Securities and Exchange Board of India ("**SEBI**") and the Stock Exchange where the shares of the Company are listed ("**Stock Exchange**") and/or any other competent authorities (hereinafter referred as '**Applicable Regulatory Authorities'**) to the extent applicable, the Listing Agreement entered into by the Company with the Stock Exchange and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory or appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called **'the Board**' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board

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or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches up to **11,55,14,792 (Eleven Crores Fifty-Five Lakhs Fourteen Thousand Seven Hundred and Ninety-Two)** Fully Convertible Warrants ("**Warrants / Convertible Warrants**") for cash at an issue price of **Rs. 1.69/- (Rupee One and Sixty-Nine Paise Only)** at a premium of **Rs. 0.69/- (Sixty-Nine Paise Only)** per warrant determined in accordance with the provisions of Chapter V of the ICDR Regulations, 2018, with a right to the warrant holders to apply for and be allotted **1 (One)** Equity Share of face value of **Re. 1.00/- (Rupee One Only)** each of the Company **("Equity Shares")** at a premium of **Rs. 0.69/- (Sixty-Nine Paise Only)** per share for each warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to **Rs. 19,52,19,999/- (Rupees Nineteen Crore Fifty-Two Lakhs Nineteen Thousand Nine Hundred Ninety-Nine only)** to the below mentioned proposed allottee(s) by way of preferential issue and Private Placement basis, in accordance with the SEBI ICDR Regulations and other applicable laws and on such terms and conditions as the Board may deem fit, in its absolute discretion, without requiring any further consent or approval of the Members.

Sr. No.	Name of the Proposed Allottees	Pre-Pref Holding	Maximum No of Warrant to be allotted	Current Status / Category	Proposed Status / Category*
1	Truvista Holding Private Limited	0.00	11,55,14,792	Non-Promoter	Promoter
	Total	**0.00**	**11,55,14,792**		

The proposed preferential allotment of Convertible Warrants read together with the proposed preferential allotment of Equity Shares under Item No. 2 of this Notice, is contemplated as part of a composite acquisition of equity shareholding and control of the Company by Truvista Holding Private Limited ('Acquirer 1), together with Mr. Dhiraj Mishra, (''Acquirer 2). The proposed acquisition attracts the provisions of Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('SEBI SAST Regulations'), requiring the Acquirers to make an open offer to the public shareholders of the Company in accordance with the SEBI SAST Regulations. Accordingly, the Acquirers shall comply with their obligations relating to the Public Announcement, Detailed Public Statement, filing of the Draft Letter of Offer, establishment of escrow arrangements, funding and completion of the open offer, and all other applicable requirements under the SEBI SAST Regulations, including Regulation 13(2)(g) thereof. The proposed acquisition of shares and/or control, allotment of securities and changes in the management or control of the Company shall be implemented only in accordance with the applicable provisions of the SEBI SAST Regulations, the SEBI ICDR Regulations, the Companies Act, 2013 and other applicable laws, and subject to receipt of requisite regulatory approvals.

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Warrants is **Monday, November 23, 2026** i.e. 30 days prior to the date of Passing of the Special Resolution.

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RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the warrants and Equity Shares to be allotted on exercise of the Warrants on a preferential basis shall be subject to the following terms and conditions apart from others as prescribed under the applicable laws:

a. An amount equivalent to 25% of the warrant price shall be payable at the time of subscription and allotment of each warrant as prescribed by Articles of Association of the Company and the balance 75% of the warrant price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to the exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/ set-off against the issue price for the resultant Equity Shares;

b. Each Warrant held by the Proposed Allottees shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Re. 1.00/- (Rupee One Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the **"Warrant Exercise Period");**

c. The pre-preferential Equity shareholding of the Proposed Allottees along with warrants being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these warrants shall, in each case, be under lock-in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations;

d. The Warrants shall be allotted in dematerialised form within the period prescribed under Regulation 170 of the SEBI ICDR Regulations, read with the applicable provisions of the SEBI SAST Regulations, including the requirements relating to preferential allotments attracting an open-offer obligation, and subject to receipt of all requisite statutory and regulatory approvals;

e. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;

f. The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;

g. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;

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h. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

i. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited;

j. The said Warrants by themselves until the exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company, including but not limited to rights relating to dividend, bonus issue, rights issue, or any other shareholder rights;

k. The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;

l. The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchange where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;

m. The consideration for the allotment of Warrants and/ or the Equity Shares arising from the exercise of such Warrants shall be paid into the designated bank account of the Company from the bank account(s) of the Proposed Allottees.

RESOLVED FURTHER THAT the Board and/ or Key Managerial Personnel be and is hereby authorized to make an offer to the proposed allottee(s) through private placement offer cum application letter (In the format of '**Form PAS-4**') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchange i.e. National Stock Exchange of India Limited **(NSE)**

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this

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approval of Members and expedient and to make an offer to the allottee(s) through private placement offer cum application letter in Form PAS-4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members and further, the Board is hereby authorised to record the name and details of the Proposed Equity Allottees in form PAS-5.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board and/ or Key Managerial Personnel be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and the Equity Shares on conversion of warrants and application for in-principle approval, listing approval thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

4. <u>TO CONSIDER AND APPROVE RAISING OF FUNDS IN ONE OR MORE TRANCHES, BY ISSUANCE OF EQUITY SHARES AND/OR OTHER ELIGIBLE SECURITIES OF THE COMPANY</u>

To consider and if thought fit, to pass, the following resolution as a ***Special Resolution:***

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended from time to time, and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, and other applicable laws, rules, regulations, circulars, notifications and guidelines issued by the Government of India, the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India, the stock exchange(s) on which the equity shares of the Company are listed ("Stock Exchange(s)") and any other statutory or regulatory authority, and subject to such approvals, permissions, consents and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of the aforesaid authorities while granting such approvals, permissions, consents and sanctions, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board", which term shall include any committee duly constituted or authorised by the Board), to raise funds for an aggregate

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amount not exceeding ₹250 Crore (Rupees Two Hundred and Fifty Crore Only), in one or more tranches, by way of issuance of equity shares of the Company ("Equity Shares") and/or other securities, including securities convertible into or exchangeable for Equity Shares, warrants, debentures, bonds or any other securities as may be permitted under applicable law (collectively, "Securities"), through one or more permissible modes of issuance, including public issue, rights issue, preferential issue, private placement, qualified institutions placement ("QIP") in accordance with Chapter VI of the SEBI ICDR Regulations, or any other permissible mode, or a combination thereof, whether denominated in Indian currency or foreign currency, to such persons or categories of persons, including existing shareholders, resident or non-resident investors, institutional investors, bodies corporate, individuals, financial institutions, banks, funds and such other persons as may be eligible to subscribe to the Securities under applicable law, whether or not such persons are Members of the Company, for cash or for consideration other than cash, as may be permitted under applicable law, at such price or prices, including at a premium or discount, as may be determined in accordance with applicable law, and on such terms and conditions as may be decided by the Board in its absolute discretion, having regard to the prevailing market conditions, the business requirements of the Company and other relevant considerations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine, in its absolute discretion, the terms and conditions of the issuance of Securities, including the mode of issuance, timing, number and type of Securities to be issued, issue price, premium or discount, investor categories, allotment, payment terms, conversion or exchange terms, tenure, redemption, interest, dividend, voting rights, security, listing, transferability and all other terms and conditions in connection with the issuance of Securities, subject always to applicable law and requisite approvals.

RESOLVED FURTHER THAT in the event the Board decides to undertake an issuance of Securities by way of a QIP in accordance with Chapter VI of the SEBI ICDR Regulations, the approval of the Members be and is hereby specifically accorded for such issuance and allotment through QIP, subject to the following conditions:

a. the allotment of Securities pursuant to the QIP shall be made only to qualified institutional buyers ("QIBs"), as defined under the SEBI ICDR Regulations, and in accordance with Chapter VI thereof;
b. the allotment pursuant to the QIP shall be completed within a period of 365 days from the date of passing of this Special Resolution, or such other period as may be permitted under applicable law;
c. the Securities issued pursuant to the QIP shall be issued and allotted in dematerialised form and on a fully paid-up basis, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and applicable law;
d. the Equity Shares issued pursuant to the QIP shall rank pari passu with the existing Equity Shares of the Company in all respects, including entitlement to dividend and voting rights, from the date of allotment thereof;
e. The relevant date for determination of the floor price of the Eligible Securities to be issued shall be:
    i. in case of allotment of Equity Shares, the date of meeting in which the Board decides to open the issue, and/or,
    ii. in case of allotment of eligible convertible Securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board;
f. the issue price of the Securities issued pursuant to the QIP shall not be less than the floor price determined in accordance with the applicable provisions of the SEBI ICDR Regulations, and the Board

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or its duly authorised committee may offer a discount not exceeding 5% of the floor price or such other discount as may be permitted under applicable law;

g. the number and/or price of the Securities or the underlying Equity Shares shall be appropriately adjusted for corporate actions, as may be required under applicable law;

h. a minimum of 10% of the Securities proposed to be issued pursuant to the QIP shall be allotted to mutual funds, and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion or part thereof may be allotted to other QIBs, in accordance with the SEBI ICDR Regulations;

i. no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. QIBs belonging to the same group or who are under the same control shall be treated as a single allottee, to the extent prescribed under applicable law;

j. the Securities allotted pursuant to the QIP shall not be eligible to be sold by the allottees for a period of one year from the date of allotment, except on a recognised Stock Exchange or as otherwise permitted under applicable law;

k. no allotment pursuant to the QIP shall be made, either directly or indirectly, to any QIB who is a promoter or any person related to the promoters of the Company, except to the extent permitted under applicable law;

l. the Company shall comply with the applicable provisions relating to monitoring of utilisation of proceeds, if applicable, and all other conditions prescribed under the SEBI ICDR Regulations in relation to the QIP; and

m. the QIP shall be undertaken subject to the other applicable conditions and requirements prescribed under Chapter VI of the SEBI ICDR Regulations, as amended from time to time.

RESOLVED FURTHER THAT in the event of issuance of Securities by way of QIP, the Board or its duly authorised committee be and is hereby authorised to determine the final terms of the QIP, including the number and type of Securities, issue price, discount, timing, allocation, investor selection, relevant documents and all other matters incidental thereto, in accordance with the SEBI ICDR Regulations and applicable law.

RESOLVED FURTHER THAT the Securities, if issued in the form of Equity Shares, shall rank pari passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights, from the date of allotment thereof, subject to applicable law and the terms of the issuance.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise, approve, execute and issue such offer documents, application forms, placement documents, letters, agreements, contracts, deeds and other documents as may be necessary or expedient in connection with the issuance of Securities, and to appoint, engage or remunerate such intermediaries, advisors, consultants, bankers, brokers, registrars, depositories, legal counsel and other professionals as may be required in connection therewith.

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek, obtain and comply with all requisite approvals, permissions, consents, sanctions and authorisations from any statutory or regulatory authority, Stock Exchange(s), lenders, financial institutions or any other person, as may be required in

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connection with the issuance of Securities, and to make all filings, submissions and disclosures as may be necessary under applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorised to open and operate such bank accounts, including escrow accounts, as may be necessary in connection with the issuance of Securities, to receive and utilise the proceeds of the issuance in accordance with applicable law and the objects approved by the Board, and to take all actions necessary for the listing and trading of the Securities, wherever applicable.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board and/ or Key Managerial Personnel be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and the Equity Shares on conversion of warrants and application for in-principle approval, listing approval thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

By and on order of Board of Directors of
Vaxtex Cotfab Limited

Sd/-
Amay Vatsalya
Whole-time Director
DIN: 09330694
Date: November 23, 2026
Place: Ahmedabad
Registered Office: 306, Sarthik Complex, Nr. Iscon Cross Road, Satellite, Ahmedabad, Gujarat - 380015
CIN: L35105GJ2005PLC076930
Website: www.vaxtexcotfabltd.com

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NOTES

1. In terms of Section 102 and other applicable provisions of the Companies Act, 2013 read together with rules and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning special business to be transacted through Postal Ballot is annexed and forms part of this Notice.
2. In compliance with the MCA Circulars and SEBI Circular, if any, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialised form, whose names appear in the Register of Members/ list of beneficial owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") on **Friday, November 20, 2026.**
3. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility for its Members to enable them to cast their votes on the resolutions electronically.
4. Each Member's voting rights shall be in proportion to their share of the Paid-Up Equity Share Capital of the Company as on cut-off date, which will only be considered for voting.
5. Members whose names appear on the Register of Members/ List of Beneficial Owners as on **Friday, November 20, 2026**, will be considered for the purpose of voting. A person who is not a Member as **Friday, November 20, 2026** i.e. the cut-off date for reckoning voting rights should treat this Notice for information purposes only.
6. The E-voting will remain open for the Members for exercising their voting from **Tuesday, November 24, 2026** at 9.00 a.m. (IST) till **Wednesday, December 23, 2026** at **5.00 p.m.** (IST) both days inclusive. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, November 20, 2026** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
7. Members may note that the Postal Ballot Notice will be available on the Company's website https://vaxtexcotfabltd.com/notice/, websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com, and on the website of Big Share (agency for providing the Remote e-Voting facility) at https://ivote.bigshareonline.com/.
8. Copy of the Memorandum and other relevant documents of the Company, pursuant to Section 102 of the Companies Act, 2013, will be available for inspection by the shareholders in electronic mode. Members may also inspect these documents free of charge at the registered office of the Company during office hours on all working days (except Saturdays, Sundays, and public holidays) between 9:30 a.m. IST and 05.00 p.m. IST, by sending a request email to cs.vaxtex@gmail.com up to the last date of voting.
9. The Board of Directors has CS Kavita Aggarwal (Membership No. A67257, Certificate of Practice No. 29104), Proprietor of M/s. Kavita Aggarwal & Associates, Practising Company Secretaries, as the Scrutinizer for conducting voting process in a fair and transparent manner.

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10. The results of the postal ballot will be declared not later than 2 working days of conclusion of remote e-voting i.e. on or before **Monday, December 28, 2026**. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz., www.vaxtexcotfabltd.com and on the website of Big Share (agency for providing the Remote e-Voting facility) immediately after the declaration of result by the Chairman or Whole-time Director or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange where the Company's shares are listed.
11. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e. **Wednesday, December 23, 2026**. Further, resolutions passed by the Members through remote e-voting are deemed to have been passed effectively at a general meeting.
12. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the applicable MCA circulars and the SEBI Listing Regulations, the details pertaining to the Postal Ballot shall be published in one English newspaper and one vernacular newspaper in the principal vernacular language of the district in which the registered office of the Company is situated, both having wide circulation in such district. Newspaper circulating throughout India (in English language) and one Gujarati daily newspaper circulating in Gujarat (in vernacular language, i.e. Gujarati).

VAXTEX COTFAB LIMITED
Suiting & Shirting Fabrics

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E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

i. The voting period begins on **Tuesday, November 24, 2026 at 09.00 am** and ends on **Wednesday, December 23, 2026 at 05.00 PM**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, **November 20, 2026** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

ii. Pursuant to SEBI Circular No. **the SEBI Master Circular for compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, last updated on January 30, 2026,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

iii. In terms of **SEBI circular the SEBI Master Circular for compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, last updated on January 30, 2026, 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.

1. Pursuant to above said SEBI Circular**,** Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding	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 URL for users to login to Easi/Easiest is

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securities in Demat mode with **CDSL**	https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with **NSDL**	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 **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period.

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	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 **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period. 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 with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting 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**	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.

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

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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 toll free No. 1800 22 55 33.
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 022- 48867000.

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
- Please enter you '**USER ID'** (User id description is given below) and '**PASSWORD'** which is shared separately on you register email id.
    - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
    - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
    - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note *If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

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- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.

NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
  - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
  - Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".

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Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

VAXTEX COTFAB LIMITED
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Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

By and on order of Board of Directors of
Vaxtex Cotfab Limited

Sd/-
Amay Vatsalya
Whole-time Director
DIN: 09330694
Date: November 23, 2026
Place: Ahmedabad
Registered Office: 306, Sarthik Complex,
Nr. Iscon Cross Road, Satellite, Ahmedabad, Gujarat - 380015
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

The present Authorised Share Capital of the Company is **Rs. 19,00,00,000/- (Rupees Nineteen Crores Only) divided into 19,00,00,000 (Nineteen Crores) Equity Shares having face value of Re. 1/- each**. Considering the increased fund requirements and future plans of the Company, the Board at its Meeting held on Monday, November 23, 2026, had accorded its approval for increasing the Authorised Share Capital from **Rs. 19,00,00,000/- (Rupees Nineteen Crores Only) to Rs. 2,60,00,00,000/- (Rupees Two Hundred Sixty Crores Only)** divided into **2,60,00,00,000/- (Two Hundred Sixty Crores Only) Equity Shares having face value of Re. 1/- each,** subject to shareholders' approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from **Rs. 19,00,00,000/- (Rupees Nineteen Crores Only)** to **Rs. 2,60,00,00,000/- (Rupees Two Hundred Sixty Crores Only) divided into 2,60,00,00,000/- (Two Hundred Sixty Crores Only) Equity Shares having face value of Re. 1/- each** as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration/ substituted so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of shareholders.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes to this Notice. None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The Board recommends the **Ordinary Resolution** set out at **Item No. 1** of the accompanying Notice in the interests of the Company.

Item No. 2

The Members are hereby informed that the Board in its meeting held on **Monday, November 23, 2026**, has approved the issue of up to **6,20,00,000** (Six Crores Twenty Lakhs) Equity Shares of **Re. 1/- (Rupee One Each)** for cash at an issue price of **Rs. 1.69/- (Rupee One and Sixty-Nine Paise Only)** at a **premium of Rs. 0.69/- (Sixty-Nine Paise Only)** per share aggregating to **Rs. 10,47,80,000/- (Rupees Ten Crores Forty-Seven Lakhs Eighty Thousand Only)** for cash consideration on preferential basis.

Pursuant to the above transaction, there will be change in the management, control and thus result in the transfer of ownership of the Company to the Proposed Allottee.

In accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the SEBI (LODR) Regulations as amended from time to time, issue and allotment of upto **6,20,00,000** (Six Crores Twenty Lakhs) Equity Shares on preferential basis requires Shareholders Approval.

Accordingly, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of **Special Resolution,** as it is in the best interests of the Company.

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A Copy of Memorandum & Articles of Association and other necessarily documents of the Company are open for inspection for the shareholders in electronic mode. Members can inspect the same by sending an email to cs.vaxtex@gmail.com till the last date of voting.

Disclosure as required under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI ((ICDR)) Regulations ") are as follows:

1. **The Purpose/ Objects of the preferential issue:** The Object of the issue is

In accordance with Regulation 163(1)(a) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), read with the applicable circulars and guidance issued by SEBI and the Stock Exchange, including NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, the proposed utilisation of the Equity Issue Proceeds is as follows:

Sr. No.	Objects of the Issue	Proposed Allocation (₹ in Lakhs)	Tentative Timeline
1	Unidentified Acquisition – Acquisition of businesses, companies, undertakings and/ or strategic equity interests in the specified business segments, including directly attributable acquisition expenses	Upto 1047.80 Lakhs	Within span of 24 months from receipt of the Equity Issue Proceeds
	Total	**Upto 1047.80 Lakhs**	

The proposed allocation has been determined based on the preliminary assessment and estimates of the management concerning the Company's acquisition strategy, anticipated acquisition consideration and associated transaction costs.

The Board of Directors shall undertake the identification and evaluation of suitable acquisition opportunities and determine the commercial terms of the proposed acquisition(s), subject to the objects disclosed above and applicable statutory and regulatory requirements.

Since the acquisition targets are presently unidentified, the actual consideration payable may depend upon the valuation, financial position, business prospects, negotiated terms and other commercial considerations relating to the target business or entity.

Any variation in the utilisation of proceeds shall be subject to the applicable provisions of the SEBI ICDR Regulations, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Companies Act, 2013, and applicable circulars issued by SEBI and the Stock Exchange.

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Pending such utilization, the Net Proceeds shall be maintained in the Company's bank account and/ or deposited with scheduled commercial banks, co-operative banks, nationalized banks, central banks, or other permitted institutions in the form of deposits, or invested in money market instruments, including mutual funds or government securities, or any other investment avenues as permitted under applicable laws.

The Company undertakes that the proceeds raised through the proposed Preferential Issue of Equity Shares shall be utilized only towards the object disclosed herein.

Any material change in the stated object or diversion of proceeds towards any other purpose shall be undertaken only in compliance with applicable provisions of the Companies Act, 2013, SEBI ICDR Regulations, SEBI LODR Regulations and other applicable regulatory requirements, including obtaining shareholders' approval wherever required.

2. **The total/ maximum number of securities to be issued/ particulars of the offer/ Kinds of securities offered and the price at which security is being offered, number of securities to be issued and pricing along with date of passing Board Resolution:** The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to up to **6,20,00,000** (Six Crores Twenty Lakhs) Equity Shares of **Re. 1.00/- (Rupee One only)** each at an issue price of **Rs. 1.69/- (Rupee One and Sixty-Nine Paise Only)** per share on preferential basis to the Proposed Allottees for a cash consideration and resolution for the same has been passed by the Board of Directors in their meeting held on Monday, November 23, 2026.

3. **Material Terms for Issue of Equity Shares:** The material terms are as follows:

   a. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case may be.
   b. The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.
   c. The Equity Shares shall be allotted in dematerialized form within the period prescribed under Regulation 170 of the SEBI ICDR Regulations, including Regulation 170(3) where the preferential allotment attracts an obligation to make an open offer under the SEBI SAST Regulations, and subject to receipt of requisite statutory and regulatory approvals, including in-principle approval from the Stock Exchange.
   d. The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.
   e. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.
   f. The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

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g. The Equity Shares so offered and issued to the Proposed Allottees shall be issued for cash consideration and the Proposed Allottees shall be required to bring in 100% of consideration, for the relevant equity shares to be allotted on or before the date of allotment thereof.
h. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.

4. **Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:**

The Relevant Date for determining the issue price of the Equity Shares and Convertible Warrants proposed to be issued on a preferential basis is Monday, November 23, 2026, being thirty days prior to Wednesday, December 23, 2026, the last date of remote e-voting and the date on which the resolutions, if approved by the requisite majority, shall be deemed to have been passed. The Equity Shares of the Company are listed on the National Stock Exchange of India Limited ('**NSE**').

Based on the trading data and the applicable provisions of Chapter V of the SEBI ICDR Regulations, the following pricing parameters have been considered:

(a) **The volume-weighted average price for the 90 trading days preceding the Relevant Date:** ₹1.61/- per Equity Share.
(b) **The volume-weighted average price for the 10 trading days preceding the Relevant Date:** ₹1.57/- per Equity Share.
(c) **The floor price determined in accordance with Regulation 164 of the SEBI ICDR Regulations:** ₹1.61/- per Equity Share.
(d) **The price determined by the independent registered valuer pursuant to Regulation 166A(1) of the SEBI ICDR Regulations:** ₹1.69/- per Equity Share.
(e) **Guidance on control premium, as set out in the valuation report pursuant to Regulation 166A(1):** ₹0.08/-.
(f) **The price determined in accordance with the Articles of Association of the Company, to the extent applicable:** Not Applicable.

After considering the aforesaid pricing parameters and the requirements of Regulations 164 and 166A of the SEBI ICDR Regulations, the Board has approved the proposed issue price of ₹1.69/- per Equity Share/ Convertible Warrant, which is not lower than the applicable minimum price determined under the SEBI ICDR Regulations.

The valuation report dated November 23, 2026 issued by **Ms. Neena Agarwal, Director of BizValis (OPC) Private Limited**, bearing registration number **IBBI Registration No.:** IBBI/RV/05/2019/11667, including the valuation and guidance on control premium, is available on the Company's website at https://vaxtexcotfabltd.com/notice/.

5. **Name and address of Valuer who performed valuation:**
For **BizValis (OPC) Private Limited**
Neena Agarwal
IBBI Reg. No.: *IBBI/RV/05/2019/11667*

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Address: *1007, Kanak Durga CGHS, Plot No. 26, Sector -12, Dwarka, New Delhi, National Capital Territory of Delhi - 110075*
Email: *neena@bizvalis.com*
Mobile: *+91 99713 87799*

6. **Amount which the Company intends to raise by way of issue of Equity Shares:** Upto Rs. 10,47,80,000/- (Rupees Ten Crores Forty-Seven Lakhs Eighty Thousand Only)

7. **Principal terms of Assets charged as securities:** Not Applicable

8. **Intention/ Contribution of Promoters/ Directors/ Key Managerial Personnel/ Senior Management Personnel to subscribe to the offer:** None of the existing Promoter or Directors or Key Managerial Personnel or Senior Management Personnel are subscribing to the proposed issue or furtherance of objects.

9. **Shareholding Pattern of the Company before the proposed issue and after proposed issue of Equity Shares as follows:** Please refer ***"Annexure – A"*** to this Notice for detail

10. **Proposed time schedule/ time frame within which the allotment/preferential issue shall be completed:** The allotment shall be completed within the period prescribed under Regulation 170 of the SEBI ICDR Regulations, including Regulation 170(3) where the preferential allotment attracts an obligation to make an open offer under the SEBI SAST Regulations, and subject to receipt of requisite statutory and regulatory approvals, including in-principle approval from the Stock Exchange.

11. **The name of the proposed allottee, the identity of the natural persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control:**

Sr. No.	Details of the Allottee(s)	Current Status (Pre-Issue Category/ Class)	Ultimate Beneficial Owners of shares/ proposed allottee	Pre-Issue Holding		No of Equity shares to be issued	Post Issue/ Allotment of Equity Shares		Proposed Status (Post-Issue Category/ Class)
				No of Equity Shares	% of Holding		No of Equity Shares	% of Holding *	
1	Truvista Holding Private Limited	Non-Promoter	Dhiraj Mishra	0	0.00	6,20,00,000	6,20,00,000	17.16	Promoter**

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	Total			**0**	**0.00**	**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

***** The proposed allotments under Item Nos. 2 and 3 form part of the proposed acquisition of shareholding and control by Truvista Holding Private Limited. Upon allotment of 6,20,00,000 Equity Shares under Item No. 2, Truvista Holding Private Limited would hold approximately 25.23% of the then paid-up equity share capital of the Company. Assuming full allotment and subsequent conversion of 11,55,14,792 Convertible Warrants under Item No. 3, in addition to the Equity Shares issued under Item No. 2, Truvista Holding Private Limited would hold 17,75,14,792 Equity Shares, representing approximately 49.14% of the post-issue fully diluted equity share capital of the Company. The aforesaid calculations are based on the existing paid-up equity share capital of 18,37,52,220 Equity Shares and assume that there are no other changes to the issued equity share capital or outstanding convertible securities. The calculations exclude any additional shares that may be acquired by the Acquirer and PAC pursuant to the open offer or otherwise in accordance with applicable law.***

12. **Change in control, if any, in the Company that would occur consequent to the preferential offer/ issue:** The proposed preferential issue shall result in a change in control of the Company. The proposed allottee, Truvista Holding Private Limited (Acquirer 1), along with Mr. Dhiraj Mishra (Acquirer 2), shall trigger the open offer process pursuant to Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011, requiring the Public Announcement ("PA") to be made in accordance with Regulation 13(1) read with Regulation 13(2)(g) of the said Regulations. The underlying acquisition may be completed after the expiry of 21 working days from the date of publication of the Detailed Public Statement, if the Acquirers deposit 100% of the consideration payable under the open offer, assuming full acceptance, in cash in the escrow account, in accordance with Regulation 22(2) of the SEBI (SAST) Regulations. Further, where 100% of the offer consideration is so deposited in cash in the escrow account, the Acquirers may appoint their representatives on the Board of the Company after the expiry of 15 working days from the date of publication of the Detailed Public Statement, in accordance with the proviso to Regulation 24(1) of the SEBI (SAST) Regulations. Any change in management or control and classification of the Acquirers as promoters shall be effected only in accordance with the SEBI (SAST) Regulations and other applicable laws.

13. **No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:** During the year, no preferential allotment has been made to any person by the Company.

14. **Undertaking:** The Company hereby undertakes that:
    a. It would re-compute the price of the securities specified above, in terms of the provisions of the SEBI (ICDR) Regulations, if it is required to do so; and

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b. If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.
c. All the equity shares held by the proposed allottees, if any in the company are in dematerialized form only.

15. **Valuation for consideration other than cash:** Not Applicable

16. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered Valuer OR Where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchange where the equity shares of the issuer are listed:** Not Applicable

17. **Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:** It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163 (1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Director's or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

18. **The Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:**

No.	Name of the Allottee(s)	Current Status	Proposed Status post preferential issues
1	Truvista Holding Private Limited	Non-Promoter	Promoter

19. **Lock-in:** The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.

20. **Listing:** The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

21. **Certificate**: In accordance with Regulation 163(2) of the SEBI ICDR Regulations, the Company has obtained a certificate dated November 23, 2026 from Pallavi Bhagat, Associate member of ICSI bearing Membership No. 71097, Certificate of Practice No. 26580, certifying that the proposed preferential issue is being made in accordance with the applicable requirements of the SEBI ICDR Regulations. The said certificate is hosted on the Company's website and may be accessed at the following link:

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https://vaxtexcotfabltd.com/notice/ The certificate shall also be available for inspection by the Members in the manner specified in the Notes to this Notice.

22. **Details of monitoring Agency:** Not Applicable

23. **Recommendation from Committee of Independent Directors:** As the proposed preferential issue results in a change of control of the Company, a Committee of Independent Directors was constituted for the purpose. The Committee of Independent Directors, after considering all aspects of the proposed Preferential Issue, including the issue price, valuation report, guidance on control premium, issue size, proposed utilisation of proceeds, impact on the shareholding and control of the Company and other terms and conditions of the issue, has recommended that the proposed Preferential Issue is fair and reasonable and is being undertaken in a transparent and bona fide manner and is in the interest of the Company and its shareholders.

No of Member of the Committee: 3

Voting Pattern: Voting pattern is as follows:

Name of the Independent Director	Voted in Favour	Voted against / Abstained
Abhishek Sharma	Yes	No / No
Puneet Kumar Kashyap	Yes	No / No
Ansuiya Pareek	Yes	No / No

Item No. 3

The Company proposes to raise funds by way of issuance of Fully Convertible Warrants ("Warrants/ Convertible Warrants"), on a preferential basis to the proposed allottees. The proposed issue shall be made in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and the applicable provisions of the Companies Act, 2013, and the rules framed thereunder.

Pursuant to the above transaction, there will be change in the management, control and thus result in the transfer of ownership of the Company to the Proposed Allottee.

The Board of Directors of the Company, at its meeting held on Monday, November 23, 2026 subject to approval of the shareholders, has approved issuance and allotment of up to **11,55,14,792 (Eleven Crores Fifty-Five Lakhs Fourteen Thousand Seven Hundred and Ninety-Two)** Fully Convertible Warrants, each carrying the right to subscribe to one fully paid-up Equity Share of the Company having a face value of Re. 1/- each, at an issue price of ₹1.69 per Warrant**,** to the proposed allottee(s) as set out below in accordance with the provisions of Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), together with the applicable provisions of the SEBI ICDR Regulations, and the SEBI (LODR), Regulations, each as amended from time to time.

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Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations") are as follows:

1. **The Purpose/ Objects of the preferential issue:** The object of the issue are:

In accordance with Regulation 163(1)(a) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), read with the applicable circulars and guidance issued by SEBI and the Stock Exchange, including NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, the proposed utilisation of the Warrants Issue Proceeds is as follows:

Sr. No.	Objects of the Issue	Proposed Allocation (₹ in Lakhs)*	Tentative Timeline
1	Unidentified Acquisition – Acquisition of businesses, companies, undertakings and/ or strategic equity interests in the specified business segments, including directly attributable acquisition expenses	Upto 1952.20 Lakhs	Within 24 months from receipt of Warrant Issue Proceeds
	Total	Upto 1952.20 Lakhs	

**The above amount has been mentioned assuming receipt of full amount on conversion of warrants into Equity.*

The proceeds from the proposed Preferential Issue of Warrants shall be received by the Company as 25% as initial subscription payable at the time of allotment of Warrants and balance 75% as Balance consideration payable upon exercise of Warrants.

Accordingly, the actual availability and utilisation of the Warrant Issue Proceeds shall depend upon the timing and extent of exercise of the Warrants by the respective Warrant holders.

The Company proposes to utilise the proceeds received from time to time towards the aforesaid object, based on the availability of funds, identification of suitable acquisition opportunities and the commercial requirements of the proposed acquisition(s).

The proposed utilisation timeline is based on management estimates and shall be subject to the actual receipt of Warrant Issue Proceeds.

In the event that any Warrant holder fails to exercise the Warrants within the prescribed period, the unexercised Warrants shall lapse and the consideration already received in respect thereof shall stand forfeited in accordance with the applicable provisions of the SEBI ICDR Regulations.

Consequently, the aggregate amount ultimately received by the Company may be lower than the total potential Warrant Issue Proceeds disclosed above.

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The Board of Directors shall undertake the identification and evaluation of suitable acquisition opportunities and determine the commercial terms of the proposed acquisition(s), subject to the objects disclosed above and applicable statutory and regulatory requirements.

Since the acquisition targets are presently unidentified, the actual consideration payable may depend upon the valuation, financial position, business prospects, negotiated terms and other commercial considerations relating to the target business or entity.

Any variation in the utilisation of proceeds shall be subject to the applicable provisions of the SEBI ICDR Regulations, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Companies Act, 2013, and applicable circulars issued by SEBI and the Stock Exchange.

Pending such utilization, the Net Proceeds shall be maintained in the Company's bank account and/ or deposited with scheduled commercial banks, co-operative banks, nationalized banks, central banks, or other permitted institutions in the form of deposits, or invested in money market instruments, including mutual funds or government securities, or any other investment avenues as permitted under applicable laws.

The Company undertakes that the proceeds received from the proposed Preferential Issue of Warrants shall be utilized only towards the object disclosed herein.

Any material change in the stated object or diversion of proceeds towards any other purpose shall be undertaken only in compliance with applicable provisions of the Companies Act, 2013, SEBI ICDR Regulations, SEBI LODR Regulations and other applicable regulatory requirements, including obtaining shareholders' approval wherever required.

2. **The total/ maximum number of securities to be issued/ particulars of the offer/ Kinds of securities offered and the price at which security is being offered, number of securities to be issued and pricing along with date of passing Board Resolution:** The resolution set out in the accompanying notice authorises the Board to create, offer, issue and allot from time to time, in one or more tranches up to **11,55,14,792 (Eleven Crores Fifty-Five Lakhs Fourteen Thousand Seven Hundred and Ninety-Two)** Fully Convertible Warrants for cash at an issue price of **Rs. 1.69/- (Rupee One and Sixty-Nine Paise Only)** Fully Convertible Warrants, each carrying the right to subscribe to one fully paid-up Equity Share of the Company having a face value of Re. 1/- each, at an issue price of ₹1.69 per Warrant,at a premium of **Rs. 0.69/- (Sixty-Nine Paise Only)** per share aggregating to **Rs. 19,52,19,999/- (Rupees Nineteen Crore Fifty-Two Lakhs Nineteen Thousand Nine Hundred Ninety-Nine Only)** on preferential and private placement basis, subject to necessary approvals and the resolution for the same has been passed by the Board of Directors in their meeting held on Monday, November 23, 2026.

3. **Material Terms for Issue of Convertible Warrants** The issue of Warrants shall be subject to the following terms and conditions:

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i. An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/ set-off against the issue price for the resultant Equity Shares;

ii. Each Warrant held by the Proposed Allottee(s) shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Re. 1.00/- (Rupee One Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (**the "Warrant Exercise Period**");

iii. The pre-preferential Equity shareholding of the Proposed Allottees along with warrants being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these warrants shall, in each case, be under lock-in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations;

iv. The Warrants shall be allotted in dematerialized form within the period prescribed under Regulation 170 of the SEBI ICDR Regulations, including Regulation 170(3) where the preferential allotment attracts an obligation to make an open offer under the SEBI SAST Regulations, and subject to receipt of requisite statutory and regulatory approvals, including in-principle approval from the Stock Exchange.

v. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;

vi. The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;

vii. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;

viii. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

ix. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.

x. The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.

xi. The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or

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reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.

xii. The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchange where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.

xiii. The consideration for the allotment of Warrants and/or the Equity Shares arising from the exercise of such Warrants shall be paid into the designated bank account of the Company from the bank account(s) of the Proposed Allottees.

4. Issue Price, Relevant Date and the Basis of Determination of Price:

The Relevant Date for determining the issue price of the Equity Shares and Convertible Warrants proposed to be issued on a preferential basis is Monday, November 23, 2026, being thirty days prior to Wednesday, December 23, 2026, the last date of remote e-voting and the date on which the resolutions, if approved by the requisite majority, shall be deemed to have been passed. The Equity Shares of the Company are listed on the National Stock Exchange of India Limited ('**NSE**').

Based on the trading data and the applicable provisions of Chapter V of the SEBI ICDR Regulations, the following pricing parameters have been considered:

(a) **The volume-weighted average price for the 90 trading days preceding the Relevant Date:** ₹1.61/- per Equity Share.

(b) **The volume-weighted average price for the 10 trading days preceding the Relevant Date:** ₹1.57/- per Equity Share.

(c) **The floor price determined in accordance with Regulation 164 of the SEBI ICDR Regulations:** ₹1.61/- per Equity Share.

(d) **The price determined by the independent registered valuer pursuant to Regulation 166A(1) of the SEBI ICDR Regulations**: ₹1.69/- per Equity Share.

(e) **Guidance on control premium, as set out in the valuation report pursuant to Regulation 166A(1):** ₹0.08/-.

(f) **The price determined in accordance with the Articles of Association of the Company, to the extent applicable:** Not Applicable.

After considering the aforesaid pricing parameters and the requirements of Regulations 164 and 166A of the SEBI ICDR Regulations, the Board has approved the proposed issue price of ₹1.69/- per Equity Share/ Convertible Warrant, which is not lower than the applicable minimum price determined under the SEBI ICDR Regulations.

The valuation report dated November 23, 2026 issued by **Ms. Neena Agarwal, Director of BizValis (OPC) Private Limited**, bearing registration number **IBBI Registration No.:** IBBI/RV/05/2019/11667, including the valuation and guidance on control premium, is available on the Company's website at https://vaxtexcotfabltd.com/notice/.

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5. **Name and Address of Valuer who performed Valuation:**
   For **BizValis (OPC) Private Limited**
   Neena Agarwal
   IBBI Reg. No.: *IBBI/RV/05/2019/11667*
   Address: *1007, Kanak Durga CGHS, Plot No. 26, Sector -12, Dwarka, New Delhi, National Capital Territory of Delhi - 110075*
   Email: *neena@bizvalis.com*
   Mobile: *+91 99713 87799*

6. **Amount which the Company intends to raise by way of issue of Convertible Warrants** Upto Rs. 19,52,19,999/- (Rupees Nineteen Crore Fifty-Two Lakhs Nineteen Thousand Nine Hundred Ninety-Nine Only)

7. **Principal terms of Assets charged as securities:** Not Applicable

8. **Intention/ Contribution of Promoters/ Promoter Group / Directors/ Key Managerial Personnel/ Senior Management Personnel to subscribe to the offer:** None of the existing Directors or Key Managerial Personnel or Promoters or Senior Management Personnel intends to subscribe to the proposed issue or furtherance of objects.

9. **The shareholding pattern of the Company before the proposed issue and after the proposed issue of Convertible Warrants as follows:** Please refer ***"Annexure – A"*** to this Notice for details.

10. **Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:** The allotment shall be completed within the period prescribed under Regulation 170 of the SEBI ICDR Regulations, including Regulation 170(3) where the preferential allotment attracts an obligation to make an open offer under the SEBI SAST Regulations, and subject to receipt of requisite statutory and regulatory approvals, including in-principle approval from the Stock Exchange.

    Further, upon exercise of the option by the allottee to convert the warrants, the company will ensure that the allotment of equity shares pursuant to exercise of warrants should be completed within 15 days from the date of such exercise by the allottee.

11. **Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:** The proposed preferential issue shall result in a change in control of the Company. The proposed allottee, Truvista Holding Private Limited (Acquirer 1), along with Mr. Dhiraj Mishra (Acquirer 2), shall trigger the open offer process pursuant to Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011, requiring the Public Announcement ("PA") to be made in accordance with Regulation 13(1) read with Regulation 13(2)(g) of the said Regulations. The underlying acquisition may be completed after the expiry of 21 working days from the date of publication of the Detailed Public Statement, if the Acquirers deposit 100% of the consideration payable under the open offer, assuming full acceptance, in cash in the escrow account, in accordance with Regulation 22(2) of the SEBI (SAST) Regulations. Further, where 100% of the offer consideration is so deposited in cash in the escrow account, the Acquirers may appoint their

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representatives on the Board of the Company after the expiry of 15 working days from the date of publication of the Detailed Public Statement, in accordance with the proviso to Regulation 24(1) of the SEBI (SAST) Regulations. Any change in management or control and classification of the Acquirers as promoters shall be effected only in accordance with the SEBI (SAST) Regulations and other applicable laws.

12. **No. of persons to whom allotments on preferential basis have already been made during the year, in terms of number of securities as well as price:** During the year, no preferential allotment has been made to any person by the Company.

13. **Valuation for consideration other than cash:** Not applicable.

14. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchange where the equity shares of the issuer are listed:** Not applicable.

15. **Lock-in:** Warrants allotted pursuant to this resolution and/ or the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above along with the pre-preferential allotment shareholding of the proposed allottees shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.

16. **Listing:** The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued after receipt of request for conversion of warrants. Such Equity Shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects, including dividend.

    Certificate: In accordance with Regulation 163(2) of the SEBI ICDR Regulations, the Company has obtained a certificate dated November 23, 2026 from Pallavi Bhagat, Associate member of ICSI bearing Membership No. 71097, Certificate of Practice No. 26580, certifying that the proposed preferential issue is being made in accordance with the applicable requirements of the SEBI ICDR Regulations. The said certificate is hosted on the Company's website and may be accessed at the following link: **https://vaxtexcotfabltd.com/notice/** The certificate shall also be available for inspection by the Members in the manner specified in the Notes to this Notice.

17. **Undertakings:** The Company hereby undertakes that:
    i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI(ICDR) Regulations, where it is so required;
    ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
    iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

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18. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower: It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

19. The Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

No.	Name of the Allottee(s)	Current Status	Proposed Status post preferential issues
1	Truvista Holding Private Limited	Non-Promoter	Promoter

20. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter

Sr. No.	Name of the proposed allottee	Current Status (Pre-issue Category / Class)	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of Warrants to be issued	Shareholding post exercise of warrants		Proposed Status (Post-issue Category/ Class)
				No. of Equity Shares	% of Holding		No. of Equity Shares *	% of Holding *	
1.	Truvista Holding Private Limited	Non-Promoter	Dhiraj Mishra	0	0.00	11,55,14,792	11,55,14,792	31.97	Promoter**
	Total			**0**	**0.00**	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

***** The proposed allotments under Item Nos. 2 and 3 form part of the proposed acquisition of shareholding and control by Truvista Holding Private Limited. Upon allotment of 6,20,00,000 Equity Shares under Item No. 2, Truvista Holding Private Limited would hold approximately 25.23% of the then paid-up equity share capital of the Company. Assuming full allotment and subsequent conversion of 11,55,14,792 Convertible Warrants under Item No. 3, in addition to the Equity Shares issued under Item No. 2, Truvista Holding Private Limited would hold 17,75,14,792 Equity Shares, representing approximately 49.14% of the post-issue fully diluted equity share capital of the Company. The aforesaid calculations are based on the existing paid-up equity share capital of 18,37,52,220 Equity Shares and assume that there are no other changes to the issued equity share capital or outstanding convertible securities. The calculations exclude any additional shares that may be acquired by the Acquirer and PAC pursuant to the open offer or otherwise in accordance with applicable law.***

21. Details of monitoring Agency: Not Applicable

22. Recommendation from Committee of Independent Directors: As the proposed preferential issue results in a change of control of the Company, a Committee of Independent Directors was constituted for the purpose. The Committee of Independent Directors, after considering all aspects of the proposed Preferential Issue, including the issue price, valuation report, guidance on control premium, issue size, proposed utilisation of proceeds, impact on the shareholding and control of the Company and other terms and conditions of the issue, has recommended that the proposed Preferential Issue is fair and reasonable and is being undertaken in a transparent and bona fide manner and is in the interest of the Company and its shareholders.

No of Member of the Committee: 3

Voting Pattern: Voting pattern is as follows:

Name of the Independent Director	Voted in Favour	Voted against / Abstained
Abhishek Sharma	Yes	No / No
Puneet Kumar Kashyap	Yes	No / No
Ansuiya Pareek	Yes	No / No

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the members for the issue and allotment of the said Convertible Warrants to the above-mentioned allottee(s) is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares upon the conversion of the warrants would be within the Authorized Share Capital of the Company.

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

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The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item No. 3 in the accompanying notice for approval by the Members.

Item No. 4

The Company anticipates requiring funds from time to time for meeting its business requirements, supporting its growth and expansion plans, strengthening its financial position and pursuing its strategic and operational objectives.

Towards this, the Company may require capital for funding its business operations, expansion plans, capital expenditure, working capital requirements, repayment or prepayment of borrowings, strategic investments, acquisitions, general corporate purposes and other lawful purposes, as may be determined by the Board of Directors of the Company ("Board") from time to time, subject to applicable law.

Accordingly, the Company proposes to seek approval of its members by way of a Special Resolution to enable the Board to raise funds for an aggregate amount not exceeding **Rs. 250 Crore (Rupees Two Hundred and Fifty Crore Only),** in one or more tranches, by issuance of equity shares and/or other securities, including securities convertible into or exchangeable for equity shares, warrants, debentures, bonds or any other securities as may be permitted under applicable law, through one or more permissible modes of issuance, on such terms and conditions as may be determined by the Board, in accordance with applicable laws and subject to requisite approvals.

The proposed fund raising may be undertaken, as may be considered appropriate by the Board, having regard to the requirements of the Company, prevailing market conditions, applicable laws and other relevant factors. The Securities may be issued to such persons or categories of persons, including existing shareholders, resident or non-resident investors, institutional investors, bodies corporate, individuals, financial institutions, banks, funds and other eligible investors, as may be permitted under applicable law.

The approval being sought from the Members is in the nature of an enabling approval, authorising the Board to determine the appropriate mode, timing, quantum, terms and conditions of the issuance, within the overall limit of Rs. 250 Crore, in accordance with applicable laws and subject to such approvals as may be required.

The exact mode of issuance, nature and number of Securities, issue price, terms of issuance, investor(s), timing and other details shall be determined by the Board at the appropriate time, in accordance with applicable laws and subject to requisite approvals, consents and permissions. The Company shall make the necessary disclosures and comply with the applicable statutory and regulatory requirements in connection with the issuance.

The Board believes that the proposed enabling approval will provide the Company with the flexibility to raise funds in a timely and efficient manner, depending upon its business requirements and prevailing market conditions, and is in the interest of the Company and its Members.

The resolution proposed at Item No. 4 of the Notice is accordingly recommended by the Board for approval of the Members as a **Special Resolution**.

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Except to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

By and on order of Board of Directors of
Vaxtex Cotfab Limited

Sd/-
Amay Vatsalya
Whole-time Director
DIN: 09330694
Date: November 23, 2026
Place: Ahmedabad
Registered Office: 306, Sarthik Complex, Nr. Iscon Cross Road, Satellite, Ahmedabad, Gujarat - 380015
CIN: L35105GJ2005PLC076930
Website: www.vaxtexcotfabltd.com

VAXTEX COTFAB LIMITED
Suiting & Shirting Fabrics

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"Annexure – A"

The shareholding pattern of the Company before the proposed issue and after the proposed issue of Convertible Warrant as follows:

Sr. No.	Category	Pre-issue shareholding		Post- issue shareholding	
		No. of Equity Shares	% of Shareholding	No. of Equity Shares*	% of Shareholding*
A	**Promoters and Promoter Group Holding**				
1	**Indian**				
	Individual	0.00	0.00	0.00	0.00
	Body Corporates	0.00	0.00	17,75,14,792	49.14
	Sub Total	**0.00**	**0.00**	**17,75,14,792**	**49.14**
2	**Foreign**	0.00	0.00	0.00	0.00
	Sub Total (A)	**0.00**	**0.00**	**17,75,14,792**	**49.14**
B	**Non-Promoter Holding**				
B1	**Institutions**	3,37,82,823	18.38	3,37,82,823	9.35
B2					
1	Individuals (Share Capital up to Rs. 2 lakhs)	7,71,83,442	42.00	7,71,83,442	21.36
2	Individuals (Share Capital in excess of Rs. 2 lakhs)	5,99,51,498	32.63	5,99,51,498	16.59
3	Directors and their relatives (excluding independent directors and nominee directors)	0	0.00	0	0.00
4	**Others:**				
a.	Body Corporates	72,10,549	3.92	72,10,549	2.00
b.	Clearing Member	21,137	0.01	21,137	0.01
c.	HUF	29,66,268	1.61	29,66,268	0.82
d.	NRI	26,36,503	1.43	26,36,503	0.73
e.	Foreign Nationals	0	0.00	0	0.00
f.	Unclaimed or Suspense or Escrow Account	0	0.00	0	0.00
g.	Firms	0	0.00	0	0.00
h.	Trusts	0	0.00	0	0.00
	Sub-Total (B)	**18,37,52,220**	**100.00**	**18,37,52,220**	**50.86**

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C1	**Shares underlying DRs**	**-**	**-**	**-**	**-**
C2	**Shares held by Employee Trust**	**-**	**-**	**-**	**-**
C	**Non-Promoter – Non-Public**	**-**	**-**	**-**	**-**
	Grand Total	**18,37,52,220**	**100.00**	**36,12,67,012**	**100.00**

The post-issue shareholding pattern has been prepared assuming full subscription to the proposed preferential allotment of Equity Shares and full exercise and conversion of all Convertible Warrants proposed to be allotted under Item Nos. 2 and 3. The actual post-issue shareholding pattern may vary depending on the extent and timing of conversion of Warrants, acquisitions under the open offer and any other changes in share capital permitted under applicable law.