

VAXTEX COTFAB LIMITED

Suiting & Shirting Fabrics

Vaxtex Cotfab Limited

CIN: L51109GJ2005PLC076930

📍 J-03 (GF to 4th Floor) Tejendra Arcade, Nr. Ganjifarak Mill Compound, Nr. Rakhial Char Rasta, Rakhial, Ahmedabad-380023, Gujarat, India.

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NOTICE OF 02nd (SECOND) 02/2025-26 EXTRA-ORDINARY GENERAL MEETING (“EGM”) OF VAXTEX COTFAB LIMITED (“THE COMPANY”/“the Company”) FOR FINANCIAL YEAR 2025-2026.

(Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014)

Dear Shareholder(s),

NOTICE is hereby given that the 02nd (Second) 02/2025-26 Extra-Ordinary General Meeting (“EGM”) of the Members of M/s. Vaxtex Cotfab Limited (“**the Company**”), will be conducted in accordance with Section 108 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force hereinafter referred to as the “**Act**”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as the “**Rules**”), and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company proposes to pass a ***Special/ Ordinary Resolution*** as appended below through Electronic voting (“e-voting”) to be held on Friday, February 27, 2026 at 04:00 p.m. at the registered office of the Company situated at J-03 (GF to 4th Floor) Tejendra Arcade, Nr. Ganjifarak Mill Compound, Nr. Rakhial Char Rasta, Rakhial, Ahmedabad, Gujarat, India – 380023 to transact the following business:

By Order of the Board of Directors
For **Vaxtex Cotfab Limited**

Sd/-

(AMAY VATSALYA)

Whole Time Director

DIN: 09330694

Date: February 02, 2026

Place: Ahmedabad

SPECIAL BUSINESS:

1. TO APPROVE THE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

To consider and, if thought fit, to pass with or without modification, the following resolution as *Ordinary Resolution*: -

“RESOLVED THAT pursuant to the provisions of Section 13, Section 61(1)(a) read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital & Debentures) Rules, 2014, including any statutory modification(s) thereof, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the authorised share capital of the Company from the existing Rs. 19,00,00,000 (Rupees Nineteen Crores only) divided into 19,00,00,000 (Nineteen Crores) Equity Shares of Rs. 1/- each to Rs. 500,00,00,000/- (Rupees Five Hundred Crores only) divided into 500,00,00,000 (Five Hundred Crore) Equity Shares of Rs. 1/- each by creating additional 481,00,00,000 (Four Hundred and Eighty One Crore) Equity shares of Rs. 1/- each ranking pari-passu in all respects with the existing Equity shares of the Company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be substituted with the following clause:

V. The Authorised share capital of the Company is Rs.500,00,00,000/- (Rupees Five Hundred Crores only) divided into 500,00,00,000 (Five Hundred Crores) Equity Shares of Rs. 1/- each.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, any of the Directors or Key Managerial Personnel (KMP) of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient and to file, sign, verify and execute all such forms (including e-forms), papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to the aforementioned resolution.”

2. TO ALTER THE EXISTING OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION (“MOA”) OF THE COMPANY:

To consider and, if thought fit, to pass with or without modification, the following resolution as *Special Resolution*: -

“RESOLVED THAT pursuant to the provisions of Section 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (**“the Act”**) and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and any other applicable law(s), rule(s), regulation(s), guideline(s), the consent and approval of the Members of the Company be and is hereby accorded to modify the Clause III (A) **“The Main Objects to be pursued by the Company on its incorporation”** of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the existing Clause III (A) **“The Main Objects to be pursued by the Company on its incorporation”** of the Memorandum of Association of the Company be and is hereby substituted with the following objects, as mentioned below:

1. To carry on in India or elsewhere the business of generation, production, manufacture, conversion, transmission, distribution, trading and supply of energy and power in all its forms, including but not limited to electric, solar, wind, hydro, biomass, tidal, geothermal, hydrogen and other renewable or non-conventional energy sources, and to establish, construct, operate, maintain, manage, and run power plants, generating stations, renewable energy parks, substations, microgrids, and related facilities, either independently or in collaboration with any person, firm, company, or government authority.
2. To design, develop, manufacture, assemble, install, operate, maintain and supply solar energy systems, plants and equipment including photovoltaic (PV) modules, solar thermal systems, inverters, charge controllers, energy storage systems, batteries and related accessories, and to set up rooftop, grid-connected, off-grid, hybrid and floating solar installations, and to undertake EPC, turnkey, O&M and consultancy services in the field of renewable energy.
3. To carry on the business of power transmission, distribution and electricity trading including the purchase, sale, wheeling or exchange of power, renewable energy certificates (RECs), carbon credits and green attributes, and to participate in energy exchanges, bilateral markets and government clean-energy programs.
4. To manufacture, produce, process, refine, blend, distill, store, distribute, market, import, export and deal in ethanol, bio-ethanol, biodiesel, bio-CNG, green hydrogen and other bio-fuels or renewable fuels derived from agricultural, industrial or waste feedstocks, and to set up and operate ethanol plants, distilleries, bio-refineries, dehydration units and related facilities.
5. To plan, develop, erect, construct, acquire, operate, manage, hire, lease, maintain, enlarge, alter, modernize and use power system networks of all types including ultra-high voltage (UHV), extra-high voltage (EHV), high voltage (HV), HVDC, medium voltage (MV) and low voltage (LV) lines and associated substations, distribution networks and smart grids.
6. To undertake research, design, development and innovation in the fields of renewable energy, storage technology, smart grids, emobility, EV charging infrastructure and digital energy platforms, and to provide IT, IoT, AI and software-based solutions for power generation, monitoring and trading.
7. To carry on business in India and abroad as manufacturers, processors, millers, grinders, packers, preservers, traders, importers, exporters, distributors, agents and dealers of agro-based and food products including rice, wheat, maize, pulses, cereals, grains, dry fruits, cashews, almonds, dates, spices, condiments, pickles, sauces and confectionery, and to engage in repacking, packaging and branding of edible and processed foods for domestic and international markets.
8. To manufacture, process, prepare, preserve, refine, bottle, buy, sell and deal, whether as wholesalers, retailers, exporters or importers, in dairy products including milk, butter, cheese, ghee, yogurt, ice cream, baby food, instant food and all other milk derivatives, and to establish and operate dairy farms, processing units, food processing plants, cold storages and packaging facilities.
9. To carry on the business of manufacture and trade in edible oils and fats including mustard oil, sunflower oil, soybean oil, groundnut oil, coconut oil, rice bran oil, palm oil, olive oil and all other vegetable or plant-based oils whether crude, refined, blended or processed, and to establish oil mills, solvent extraction plants, refineries and bottling or storage depots.
10. To carry on the business of manufacturers and dealers in processed, frozen, tinned, preserved and instant foods including ready-to eat meals, snacks, wafers, jams, jellies, sauces, chutneys, soups, bakery products and baby or dietetic foods, and to undertake research and development of nutritional, fortified, and functional foods.

11. To engage in horticulture, floriculture, poultry, aquaculture and meat processing and to manufacture, process, trade, export and distribute fruits, vegetables, meat, poultry and fish products, whether fresh, frozen or processed, and to set up cold chain logistics, storage, and packaging infrastructure.
12. To carry on business as manufacturers, traders and distributors of mineral water, health drinks, fruit juices and other no-alcoholic beverages and to engage in bottling, packaging and distribution thereof under own or third-party brands.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, any of the Directors or Key Managerial Personnel (KMP) of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient and to file, sign, verify and execute all such forms (including e-forms), papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to the aforementioned resolution.”

3. TO CHANGE THE NAME AND OTHER CLAUSES OF MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass with or without modification, the following resolution as *Special Resolution*:

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 14 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of the Central Registration Centre, Ministry of Corporate Affairs, and such other regulatory authorities as may be necessary, the consent of the shareholders be and is hereby accorded to change the name of the Company from “**Vaxtex Coflab Limited**” to “**Ilaya Green Energy Limited** ” or “**Boldmark Green Energy Limited** ” as recommended by the Board of Directors in its meeting held on **Tuesday, 20 January 2026**.

RESOLVED FURTHER THAT Clause I (Name Clause) of the Memorandum of Association of the Company be and is hereby substituted accordingly.

Clause I: The name of the Company is **Ilaya Green Energy Limited** *

Or

Clause I: The name of the Company is **Boldmark Green Energy Limited** *

*Or any such other name as may be recommended by the Board of Directors of the Company and approved by the Registrar of Companies, Central Registration Centre.

RESOLVED FURTHER THAT upon the change of name becoming effective, the new name shall appear in all documents including the Memorandum and Articles of Association of the Company and at all other relevant places wherever the existing name is appearing.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, any of the Directors or Key Managerial Personnel (KMP) of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient and to file, sign, verify and execute all such forms (including e-forms), papers or documents, as may be

required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to the aforementioned resolution.”

4. INCREASING THE BORROWING POWERS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013, SUBJECT TO SHAREHOLDERS APPROVAL.

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**: -

“**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard, pursuant to the provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modifications or re-enactments thereof), read with the applicable provisions of the Memorandum of Association and the Articles of Association of the Company, the approval of shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’) to borrow, from time to time, any sum or sums of money, as may be required for the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporate, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs 5,00,00,00,000/- (Five Hundred Crores) over and above the aggregate of the paid-up capital and its free reserves at any time and the Board be and is hereby authorized to decide all the terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required.”

5. TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**: -

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force), and the rules framed thereunder the consent of the members on the Company be and is hereby accorded to the Board of Directors to, inter alia, (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase, share swap or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors in their absolute discretion deem beneficial and in the interest of the Company however, that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time Rs. 5,00,00,00,000/- (Rupees Five Hundred Crores Only) over and above the limit of sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof (with further powers to delegate) is authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, and to settle any question or doubt that may arise in relation thereto.

6. REGULARISATION OF THE APPOINTMENT MR. DHIRAJ MISHRA (DIN: 06952296) AS DIRECTOR OF THE COMPANY IN THE CATEGORY OF EXECUTIVE DIRECTOR

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution: -**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subject to such approvals as may be required, the consent of the Members of the Company be and is hereby accorded for the regularisation and approval of the appointment of Mr. Dhiraj Mishra (DIN: 06952296) as an Executive Director of the Company, who was appointed by the Board of Directors for a term of 5 years with effect from January 20, 2026 to January 19, 2031, on such terms and conditions including remuneration, duties and responsibilities as approved by the Board of Directors.

FURTHER RESOLVED THAT the appointment of Mr. Dhiraj Mishra as Executive Director shall be subject to the provisions of the Articles of Association of the Company and the applicable provisions of the Companies Act, 2013, and that he shall be liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to alter, vary or modify the terms and conditions of appointment and remuneration of Mr. Dhiraj Mishra, within the limits prescribed under the Companies Act, 2013 and Schedule V thereof.

FURTHER RESOLVED THAT any Director or any Key Managerial Personnel (KMP) of the Company be and is hereby severally authorized to file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things which are necessary to give effect to the above resolution.”

7. REGULARISATION OF THE APPOINTMENT MS. ANJALI GUPTA (DIN:11427179) AS AN INDEPENDENT DIRECTOR OF THE COMPANY IN THE CATEGORY OF NON-EXECUTIVE INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution: -**

“**RESOLVED THAT** pursuant to provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**) (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Anjali Gupta (DIN: 11427179) who was appointed as an Additional Director (Non-Executive & Independent) with effect from December 18, 2025, pursuant to Section 161 of the Act and Articles of Association of the Company and who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company

to hold office for a term of upto 5 (five) consecutive years with effect from December 18, 2025 to December 17, 2030.”

FURTHER RESOLVED THAT any Director or any Key Managerial Personnel (KMP) of the Company be and is hereby severally authorized to file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things which are necessary to give effect to the above resolution.”

8. REGULARISATION OF THE APPOINTMENT MR. PUNEET KUMAR KASHYAP (DIN:11426247) AS AN INDEPENDENT DIRECTOR OF THE COMPANY IN THE CATEGORY OF NON- EXECUTIVE INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution: -**

“**RESOLVED THAT** pursuant to provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**) (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Puneet Kumar Kashyap (DIN: 11426247) who was appointed as an Additional Director (Non-Executive & Independent) with effect from December 18, 2025, pursuant to Section 161 of the Act and Articles of Association of the Company and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years with effect from December 18, 2025 to December 17, 2030.”

FURTHER RESOLVED THAT any Director or any Key Managerial Personnel (KMP) of the Company be and is hereby severally authorized to file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things which are necessary to give effect to the above resolution.”

9. REGULARISATION OF THE APPOINTMENT MR. ABHISHEK SHARMA (DIN: 11426825) AS AN INDEPENDENT DIRECTOR OF THE COMPANY IN THE CATEGORY OF NON- EXECUTIVE INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution: -**

“**RESOLVED THAT** pursuant to provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**) (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Abhishek Sharma (DIN: 11426825) who was appointed as an Additional Director (Non-Executive & Independent) with effect from December 18, 2025, pursuant to Section 161 of the Act and Articles of Association of the Company and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of

the Company to hold office for a term of upto 5 (five) consecutive years with effect from December 18, 2025 to December 17, 2030.”

FURTHER RESOLVED THAT any Director or any Key Managerial Personnel (KMP) of the Company be and is hereby severally authorized to file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things which are necessary to give effect to the above resolution.”

10. REGULARISATION OF THE APPOINTMENT MR. AMAY VATSALYA (DIN: 09330694) AS DIRECTOR OF THE COMPANY IN THE CATEGORY OF WHOLE TIME DIRECTOR

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution: -**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subject to such approvals as may be required, the consent of the Members of the Company be and is hereby accorded for the regularisation and approval of the appointment of Mr. Amay Vatsalya (DIN: 09330694) as a Whole Time Director of the Company, who was appointed by the Board of Directors for a term of 5 years with effect from December 05, 2025 to December 04, 2030, on such terms and conditions including remuneration, duties and responsibilities as approved by the Board of Directors.

FURHTER RESOLVED THAT the appointment of Mr. Amay Vatsalya as Whole Time Director shall be subject to the provisions of the Articles of Association of the Company and the applicable provisions of the Companies Act, 2013, and that he shall be liable to retire by rotation.

FURHTER RESOLVED THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to alter, vary or modify the terms and conditions of appointment and remuneration of Mr. Amay Vatsalya, within the limits prescribed under the Companies Act, 2013 and Schedule V thereof.

FURTHER RESOLVED THAT any Director or any Key Managerial Personnel (KMP) of the Company be and is hereby severally authorized to file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things which are necessary to give effect to the above resolution.”

By Order of the Board of Directors
For **Vaxtex Cotfab Limited**

(AMAY VATSALYA)
Whole Time Director
DIN: 09330694

Date: February 02, 2026
Place: Ahmedabad

NOTES:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. The Extra-Ordinary General Meeting (“EGM”) will be held on Friday, 27th February, 2026 at 4:00 P.M. (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), in compliance with the applicable provisions of the Companies Act, 2013 read with Ministry of Corporate Affairs’ (“MCA”) General Circular no. 14/2020 dated 8th April, 2020, MCA General Circular no. 17/2020 dated 13th April, 2020, MCA General Circular No. 20/2020 dated 5th May, 2020, MCA General Circular No. 22/2020 dated 15th June, 2020, MCA General Circular No. 02/2021 dated 13th January, 2021 and Circular No. 02/2022 dated 5th May, 2022 and SEBI Circulars dated 12th May, 2021 and 15th January, 2021, Circular No. 02/2022 dated 5th May, 2022 and 10/2022 dated 28th December, 2022 and in compliance with the provisions of the Companies Act, 2013 (“Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The deemed venue for this EGM shall be the Registered Office of the Company.
3. All documents referred to in the accompanying Notice shall be open for inspection by the Members by writing an e-mail to the Company at cs.vaxtex@gmail.com
4. The Company is sending this Notice to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories and the Company’s Registrars and Transfer Agent (“RTA”) as on Friday, 20th February, 2026 (“Cut-Off Date”). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Friday, 20th February, 2026.
5. Members whose e-mail addresses are registered with the Company/ RTA/ Depositories will receive the notice of Extra-Ordinary General Meeting (“EGM”) in electronic form.
6. Only those Members whose names are appearing in the Register of Members/ List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.
7. Since this EGM is being held through VC/OAVM pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.** Members have to attend and participate in the ensuing EGM through VC/OAVM. However, the Body Corporates are entitled to appoint Authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
8. Members of the Company under the category of “Institutional Investors” are encouraged to attend and vote at the EGM through VC/OAVM. Body Corporates whose Authorized Representatives are intending to attend the Meeting through VC/OAVM are requested to Email at cs.vaxtex@gmail.com and/ or at info@accuratesecurities.com, a certified copy of the Board Resolution/ authorization letter authorizing their representative to attend and vote on their behalf at EGM through E-voting.

9. The Members can join the Extra-Ordinary General Meeting (“EGM”) in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Extra-Ordinary General Meeting through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Extra-Ordinary General Meeting without restriction on account of first come first served basis.
10. The attendance of the Members attending the Extra-Ordinary General Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote E-voting to its Members in respect of the business to be transacted at the Extra-Ordinary General Meeting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote E-voting system as well as venue voting on the date of the Extra-Ordinary General Meeting will be provided by NSDL.
12. In line with the Ministry of Corporate Affairs (“MCA”) Circular No. 17/2020 dated April 13, 2020, the Notice calling the Extra-Ordinary General Meeting has been uploaded on the website of the Company at www.vaxtexcotfabltd.com. The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote E-voting facility) i.e. www.evoting.nsdl.com
13. Extra-Ordinary General Meeting has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
14. The Board of Directors has appointed Mr. Aakash Goel, Proprietor of M/s. G Aakash & Associates, Company Secretaries, (C.P No.21629) as the Scrutinizer to scrutinize the remote voting and e-voting process in fair and transparent manner.
15. The Scrutinizer will submit his consolidated report to the Chairperson, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting will be announced by the Chairperson or any other person authorized by him. The Scrutinizer’s decision on the validity of votes cast will be final.
16. The Results declared along with the Scrutinizer’s Report shall be communicated to the Stock Exchange, where the equity shares of the Company are listed on NSE and be made available on its website viz. www.nseindia.com

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Tuesday, 24 February, 2026, at 9:00 A.M. and ends on on Thursday, 26 February, 2026, at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. Friday, 20 February, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 20 February, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under

	<p>Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are 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</p> <ol style="list-style-type: none"> 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user 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 the e-Voting service provider 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

	<p>Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>1. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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. NSDL and CDSL.

Login type	Helpdesk details
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 - 4886 7000
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. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for

- CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.goelaakash@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs.vaxtex@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs.vaxtex@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed.

Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at (cs.vaxtex@gmail.com). The same will be replied by the Company suitably.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 and other applicable laws, setting out all material facts and reasons)

Item No. 1:

APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

Presently the Authorised Share Capital of the Company is Rs. 19,00,00,000/- (Rupees Nineteen Crores only) divided into 19,00,00,000 (Nineteen Crore) Equity Shares of Rs. 1/- each. The Board of Directors of the Company at its meeting held on January 20, 2026, proposed to enhance the Authorised Capital of the Company. Accordingly, it is proposed to increase the Authorised Share Capital of the Company to Rs. 5,00,00,00,000/- (Rupees Five Hundred Crore only) divided into 5,00,00,00,000 (Five Hundred Crore) Equity Shares of Rs. 1/- each. Owing to the increase in the Authorised Share Capital of the Company, as explained herein above, Clause V of the Memorandum of Association ("MOA") is also required to be altered. In terms of the provisions contained under Section 13, 61 and 63 and other applicable provisions of the Companies Act, 2013, the increase in authorised share capital, alteration in capital clause of the MOA of the Company requires the approval of Members. Further, in terms of the provisions of Section 108 of the Companies Act, 2013, as amended, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the approval of the Members is sought to be taken at a General Meeting.

The Board recommends the Resolution set out under Item No. 1 of the accompanying Notice, for the approval of the Members of the Company as an *Ordinary Resolution*.

None of the Directors or any Key Managerial Personnel or any relative of the Directors / Key Managerial Personnel of the Company are, in any way concerned or interested, financially or otherwise, in passing of this resolution.

Item No. 2:

TO ALTER THE EXISTING OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION ("MOA") OF THE COMPANY:

The Company intends to amend and substitute its existing main object clause of Memorandum of Association ("MOA"), as outlined in the resolution above in Item no. 2.

Vaxtex Cotfab Limited proposes to modify its objects clause to engage in FMCG and Power sector activities, subject to approval from the Members of the Company. The alteration in the Object Clause of the MOA, as described in the resolution, is aimed at facilitating diversification. This move will enable the Company to broaden its scope of operations, conduct its business more economically and efficiently, and position itself advantageously for future endeavours.

In its meeting held on January 20, 2026, the Board approved the alteration of the MOA. The Board now seeks Members' approval to proceed with this change.

The draft copy of the MOA of Company with the proposed alteration is available for inspection at the registered office of the Company on any working day during Business Hours till the date of EGM. The amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through ***Special Resolution*** pursuant to the provisions of Section 13 of the Companies Act, 2013.

Furthermore, none of the Directors, Key Managerial Personnel, or their relatives have any financial or other interest in the passing of this resolution.

The Board recommends the Resolution set out under Item No. 2 of the accompanying Notice, for the approval of the Members of the Company as a ***Special Resolution***.

Item No. 3:

TO CHANGE THE NAME AND OTHER CLAUSES OF MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY:

The Board of Directors of the Company, at its meeting held on January 20, 2026, has considered and approved a proposal to change the name of the Company. This decision is in alignment with the revised objects of the Company, which are also proposed for approval in the same Board Meeting. The proposed new name better reflects the strategic direction and future business activities the Company intends to pursue.

The proposed change in name and amendments to the Memorandum and Articles of Association are subject to the approval of the shareholders by way of a special resolution at the ensuing 2nd Extraordinary General Meeting (EGM) scheduled to be held on February 27, 2026, and further subject to the approval of the Registrar of Companies and any other regulatory authorities as may be necessary.

The Board recommends the resolution(s) for approval of the shareholders as being in the best interest of the Company.

None of the Directors, Key Managerial Personnel (KMP), or their relatives is in any way concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Resolution set out under Item No. 3 of the accompanying Notice, for the approval of the Members of the Company as a ***Special Resolution***.

Item No. 4:

INCREASING THE BORROWING POWERS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

It is hereby informed that the Board of Directors in their meeting held on January 20, 2026, to increase the Borrowing Powers under Section 180(1)(C) of The Companies Act, 2013, subject to Shareholders approval;

Considering the business plan and future business prospects, the Company may require additional funds to support from various person such as banks, financial institutions, NBFCs or any other person including related parties.

It is further informed that the provisions of Section 180(1)(c) of the Companies Act, 2013 ("Act") imposes restrictions on the borrowing powers of the Board to the extent of aggregate amount of paid-up capital, free reserves & security premium however, amount in excess of said limits can be borrowed after obtaining prior approval of shareholders of the Company by way of special resolution.

The borrowings of the Company are in general required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s).

It is therefore, necessary for the shareholders to pass a Special Resolution under Section 180(1)(c) of the Act, as set out at Item No. 4 of the Notice, to enable the Board of Directors to borrow as per the Shareholders approval and inter alia, authorised the Board to secure its borrowing by mortgage / charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Special Resolutions except to the extent of their shareholding in the Company, if any.

Item No. 5

TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Though, the current loans and investments of the Company is well within the limits specified under the law, as a good practice the Board considered it expedient that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, the said limits specified under Section 186 be increased to Rs. 5,00,00,00,000 (Rupees Five Hundred Only) with the approval of shareholders.

The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher. It is proposed that the investment activities of the Company shall be carried on in accordance with the Investment Policy of the Company.

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

The Board recommends the Resolution set out under Item No. 5 of the accompanying Notice, for the approval of the Members of the Company as a *Special Resolution*.

Item No. 6:

REGULARISATION OF THE APPOINTMENT MR. DHIRAJ MISHRA (DIN: 06952296) AS DIRECTOR OF THE COMPANY IN THE CATEGORY OF EXECUTIVE DIRECTOR

Based on the recommendations of the Nomination and Remuneration Committee (the “NRC”), the Board of Directors has appointed Mr. Dhiraj Mishra (DIN: 06952296) as an Additional Director of the Company under Section 161 of the Companies Act, 2013 (the “Act”) read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and Articles of Association of the Company with effect from January 20, 2026 for a first term of 5 (Five) consecutive years, subject to the approval of Members of the Company. Further, in terms of amendment in the Listing Regulations, a listed entity shall ensure that approval of Shareholders for appointment of a person in the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, a resolution for the appointment of Mr. Dhiraj Mishra has been proposed for the necessary approval of the Members of the Company. In the opinion of the Board, The Board recommends his appointment as a Director for Five (5) consecutive years with effect from January 20, 2026.

The Board recommends the Resolution set out under Item No. 6 of the accompanying Notice, for the approval of the Members of the Company as a *Special Resolution*.

Item No. 7

REGULARISATION OF THE APPOINTMENT MS. ANJALI GUPTA (DIN: 11427179) AS AN INDEPENDENT DIRECTOR OF THE COMPANY IN THE CATEGORY OF NON-EXECUTIVE INDEPENDENT DIRECTOR

Based on the recommendations of the Nomination and Remuneration Committee (the “NRC”), the Board of Directors has appointed Ms. Anjali Gupta (DIN: 11427179) as an Additional and Independent Director of the Company under Section 161 of the Companies Act, 2013 (the “Act”) read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and Articles of Association of the Company with effect from December 18, 2025 for a first term of 5 (Five) consecutive years, subject to the approval of Members of the Company. In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires the approval of the members of the Company. Further, in terms of amendment in the Listing Regulations, a listed entity shall ensure that approval of Shareholders for appointment of a person in the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, a resolution for the appointment of Ms. Anjali Gupta has been proposed for the necessary approval of the Members of the Company. Ms. Anjali Gupta has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In the opinion of the Board, Ms. Anjali Gupta fulfils the conditions specified in the Act, Rules made thereunder and Listing Regulations for appointment as an Independent Director and she is independent of management. The Board recommends her appointment as an Independent Director for Five (5) consecutive years with effect from December 18, 2025. Further, Ms. Anjali Gupta has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably

anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Ms. Anjali Gupta has also confirmed that she is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Ms. Anjali Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

As required under Regulation 36(3) of the Listing Regulations, other requisite information is annexed as **Annexure B**, and forms a part of this Notice.

The Board recommends the Resolution set out under Item No. 7 of the accompanying Notice, for the approval of the Members of the Company as a ***Special Resolution***.

Item No. 8

REGULARISATION OF THE APPOINTMENT MR. PUNEET KUMAR KASHYAP (DIN: 11426247) AS AN INDEPENDENT DIRECTOR OF THE COMPANY IN THE CATEGORY OF NON- EXECUTIVE INDEPENDENT DIRECTOR

Based on the recommendations of the Nomination and Remuneration Committee (the “NRC”), the Board of Directors has appointed Mr. Puneet Kumar Kashyap (DIN: 11426247) as an Additional and Independent Director of the Company under Section 161 of the Companies Act, 2013 (the “Act”) read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and Articles of Association of the Company with effect from December 18, 2025 for a first term of 5 (Five) consecutive years, subject to the approval of Members of the Company. In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires the approval of the members of the Company. Further, in terms of amendment in the Listing Regulations, a listed entity shall ensure that approval of Shareholders for appointment of a person in the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, a resolution for the appointment of Mr. Puneet Kumar Kashyap has been proposed for the necessary approval of the Members of the Company. Mr. Puneet Kumar Kashyap has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In the opinion of the Board, Mr. Puneet Kumar Kashyap fulfils the conditions specified in the Act, Rules made thereunder and Listing Regulations for appointment as an Independent Director and he is independent of management. The Board recommends his appointment as an Independent Director for Five (5) consecutive years with effect from December 18, 2025. Further, Mr. Puneet Kumar Kashyap has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Puneet Kumar Kashyap has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Mr. Puneet Kumar Kashyap is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

As required under Regulation 36(3) of the Listing Regulations, other requisite information is annexed as **Annexure C**, and forms a part of this Notice.

The Board recommends the Resolution set out under Item No. 8 of the accompanying Notice, for the approval of the Members of the Company as a ***Special Resolution***.

Item No. 9

REGULARISATION OF THE APPOINTMENT MR. ABHISHEK SHARMA (DIN: 11426825) AS AN INDEPENDENT DIRECTOR OF THE COMPANY IN THE CATEGORY OF NON-EXECUTIVE INDEPENDENT DIRECTOR

Based on the recommendations of the Nomination and Remuneration Committee (the “NRC”), the Board of Directors has appointed Mr. Abhishek Sharma (DIN: 11426825) as an Additional and Independent Director of the Company under Section 161 of the Companies Act, 2013 (the “Act”) read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and Articles of Association of the Company with effect from December 18, 2025 for a first term of 5 (Five) consecutive years, subject to the approval of Members of the Company. In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires the approval of the members of the Company. Further, in terms of amendment in the Listing Regulations, a listed entity shall ensure that approval of Shareholders for appointment of a person in the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, a resolution for the appointment of Mr. Abhishek Sharma has been proposed for the necessary approval of the Members of the Company. Mr. Abhishek Sharma has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In the opinion of the Board, Mr. Abhishek Sharma fulfils the conditions specified in the Act, Rules made thereunder and Listing Regulations for appointment as an Independent Director and he is independent of management. The Board recommends his appointment as an Independent Director for Five (5) consecutive years with effect from December 18, 2025. Further, Mr. Abhishek Sharma has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Abhishek Sharma has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Mr. Abhishek Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

As required under Regulation 36(3) of the Listing Regulations, other requisite information is annexed as **Annexure D**, and forms a part of this Notice.

The Board recommends the Resolution set out under Item No. 9 of the accompanying Notice, for the approval of the Members of the Company as a *Special Resolution*.

Item No. 10

REGULARISATION OF THE APPOINTMENT MR. AMAY VATSALYA (DIN: 09330694) AS DIRECTOR OF THE COMPANY IN THE CATEGORY OF WHOLE TIME DIRECTOR

Based on the recommendations of the Nomination and Remuneration Committee (the “NRC”), the Board of Directors has appointed Mr. Amay Vatsalya (DIN: 09330694) as an Additional Director of the Company under Section 161 of the Companies Act, 2013 (the “Act”) read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and Articles of Association of the Company with effect from December 05, 2025 for a first term of 5 (Five) consecutive years, subject to the approval of Members of the Company. Further, in terms of amendment in the Listing Regulations, a listed entity shall ensure that approval of

Shareholders for appointment of a person in the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, a resolution for the appointment of Mr. Amay Vatsalya has been proposed for the necessary approval of the Members of the Company. In the opinion of the Board, The Board recommends his appointment as a Whole Time Director for Five (5) consecutive years with effect from December 05, 2025.

The Board recommends the Resolution set out under Item No. 10 of the accompanying Notice, for the approval of the Members of the Company as a *Special Resolution*.

By Order of the Board of Directors
For **Vaxtex Cotfab Limited**

Date: February 02, 2026
Place: Ahmedabad

(AMAY VATSALYA)
Whole Time Director
DIN: 09330694

VAXTEX COTFAB LIMITED

Registered Office: J-03 (GF to 4th Floor) Tejendra Arcade, Nr. Ganjifarak Mill Compound, Nr.

Rakhial Char Rasta, Rakhial, Ahemdabad-380023, Gujarat, India

CIN: L51109GJ2005PLC076930 **T:** +91-9537669940

E-Mail: vaxtexcotfab@gmail.com **Website:** www.vaxtexcotfab.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP-ID/CLIENT-ID*	
Regd. Folio No.#	
No. of shares held	
Whether the member is attending the meeting in person or by proxy or by authorized representative.	
Name of the proxy (to be filed in if proxy attends instead of the member).	

**Applicable for investors holding shares in Electronic form.*

Applicable for investors holding shares in Physical form.

I certify that I am a registered Shareholders/Proxy for the registered Shareholder of the Company. I/we hereby record my/our presence at the 02nd (Second) Extra-Ordinary General Meeting of the Company for the Financial Year 2025-2026, held on February 27, 2026 at 04:00 p.m. at the registered office of the Company situated at J-03 (GF to 4th Floor) Tejendra Arcade, Nr. Ganjifarak Mill Compound, Nr. Rakhial Char Rasta, Rakhial, Ahmedabad, Gujarat, India – 380023.

Signature of the Member/Proxy

(To be signed at the time of handing over the slip)

VAXTEX COTFAB LIMITED

Registered Office: J-03 (GF to 4th Floor) Tejendra Arcade, Nr. Ganjifarak Mill Compound, Nr. Rakhial Char Rasta, Rakhial, Ahemdabad-380023, Gujarat, India
CIN: L51109GJ2005PLC076930 **T:** +91-9537669940
E-Mail: vaxtexcotfab@gmail.com **Website:** www.vaxtexcotfab.com

Form No. MGT-11

Proxy Form

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

CIN: L51109GJ2005PLC076930

Name of the Company: Vaxtex Cotfab Limited

Registered Office: J-03 (GF to 4th Floor) Tejendra Arcade, Nr. Ganjifarak Mill Compound, Nr. Rakhial Char Rasta, Rakhial, Ahemdabad-380023, Gujarat, India

Name of the Member(s)		
Registered Address:		
E-mail Id:		
*DP Id. / Client Id.		Regd. Folio No.

(* Applicable for members holding share(s) in electronic form)

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

1. Name : _____
Address : _____
E-mail ID : _____
Signature : _____, or failing him _____
2. Name : _____
Address : _____
E-mail ID : _____
Signature : _____, or failing him _____
3. Name : _____
Address : _____
E-mail ID : _____
Signature : _____,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 02nd (Second) Extra-Ordinary General Meeting of the Company for the Financial Year 2025-2026, to be held Friday, February 27, 2026 at 04:00 p.m. at the registered office of the Company situated at J-03 (GF to 4th Floor) Tejendra Arcade, Nr. Ganjifarak Mill Compound, Nr. Rakhial Char Rasta, Rakhial, Ahemdabad-380023, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below:

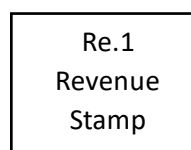
Resolution No.	Resolutions	Optional	
		For	Against
	Approval for increase in authorised share capital of the Company		
	Alteration in the main object clause of the Memorandum of Association of the Company		
	To Change the name and other clauses of Memorandum and Articles of Association of the Company		
	To Surrender the Non-Banking Financial Company (“NBFC”) license of the Company		

Signed this _____ day of _____ 2026.

Affix Revenue Stamp

Signature of Shareholders(s)

Signature of Proxy holders(s)



Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolution and Notes, please refer to the Notice of the Extra-Ordinary General Meeting.
3. It is optional to put a (✓) in the appropriate column against the Resolution indicated in the Box. If, you leave the ‘For’ and ‘against’ column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she think appropriate.

Annexure A

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the Director proposed to be appointed are given below:

S. no	Particulars	
	Name	Mr. Dhiraj Mishra
	Category / Designation	Executive Director
	Director Identification Number (DIN)	06952296
	Qualifications	Mr. Dhiraj Mishra, Who Completed Bachelor Of Technology, from Delhi University in Year 2013.
	Original Date of Appointment	January 20, 2026
	Directorship in other Companies	7
	Number of Equity Shares held in the Company	NIL
	Disclosure of Relationships between directors	Mr. Dhiraj Mishra is not related to any Director of the Company.
	Terms and conditions of appointment	His office shall be liable to retire by rotation
	Chairmanship / Membership of Committees in other Companies	NIL

Annexure B

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the Director proposed to be appointed are given below:

S. no	Particulars	
	Name	Ms. Anjali Gupta
	Category / Designation	Non-executive, Independent Director
	Director Identification Number (DIN)	11427179
	Qualifications	Ms. Anjali Gupta has completed her Master's in Commerce from Rajasthan University with 58.00% in Year 2015. She is also a Company Secretary and a member of Institute of Company Secretaries of India.
	Original Date of Appointment	December 18, 2025
	Directorship in other Companies	NIL
	Number of Equity Shares held in the Company	NIL
	Disclosure of Relationships between directors	Ms. Anjali Gupta is not related to any Director of the Company.
	Terms and conditions of appointment	Appointed as an Independent Director not liable to retire by rotation for 5 consecutive years with effect from December 18, 2025. She will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings, in addition to as fixed remuneration as may be approved by the Board and/or duly authorised committee.
	Chairmanship / Membership of Committees in other Companies	NIL

Annexure C

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the Director proposed to be appointed are given below:

S. no	Particulars	
	Name	Mr. Puneet Kumar Kashyap
	Category / Designation	Non-executive, Independent Director
	Director Identification Number (DIN)	11426247
	Qualifications	Mr. Puneet Kumar Kashyap, who is a Associate member of the Institute of Company Secretaries of India and Certified Independent Director
	Original Date of Appointment	December 18, 2025
	Directorship in other Companies	NIL
	Number of Equity Shares held in the Company	NIL
	Disclosure of Relationships between directors	Mr. Puneet Kumar Kashyap is not related to any Director of the Company.
	Terms and conditions of appointment	Appointed as an Independent Director not liable to retire by rotation for 5 consecutive years with effect from December 18, 2025 He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings, in addition to as fixed remuneration as may be approved by the Board and/or duly authorised committee.
	Chairmanship / Membership of Committees in other Companies	NIL

Annexure D

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the Director proposed to be appointed are given below:

S. no	Particulars	
	Name	Mr. Abhishek Sharma
	Category / Designation	Non-executive, Independent Director
	Director Identification Number (DIN)	11426825
	Qualifications	Mr. Abhishek Sharma, who is an Associate member of the Institute of Company Secretaries of India and a Law Graduate from University of Rajasthan
	Original Date of Appointment	December 18, 2025
	Directorship in other Companies	NIL
	Number of Equity Shares held in the Company	NIL
	Disclosure of Relationships between directors	Mr. Abhishek Sharma is not related to any Director of the Company.
	Terms and conditions of appointment	Appointed as an Independent Director not liable to retire by rotation for 5 consecutive years with effect from December 18, 2025. He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings, in addition to as fixed remuneration as may be approved by the Board and/or duly authorised committee.
	Chairmanship / Membership of Committees in other Companies	NIL

Annexure E

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the Director proposed to be appointed are given below:

S. no	Particulars	
	Name	Mr. Amay Vatsalya
	Category / Designation	Whole Time Director
	Director Identification Number (DIN)	09330694
	Qualifications	Mr. Amay Vatsalya holds a Master's degree in International Business Management from the University of Westminster, London, and has over eight years of experience in international trade, exports, and business operations with reputed organisations. He brings strong expertise in global business development and strategic management.
	Original Date of Appointment	December 05, 2025
	Directorship in other Companies	2
	Number of Equity Shares held in the Company	NIL
	Disclosure of Relationships between directors	Mr. Amay Vatsalya is not related to any Director of the Company.
	Terms and conditions of appointment	His office shall be liable to retire by rotation
	Chairmanship / Membership of Committees in other Companies	NIL



VIRESH VERMA & CO.

CHARTERED ACCOUNTANTS

Practicing Chartered Accountant's Certificate pursuant to Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015

To,
The Board of Directors
Vaxtex Cotfab Limited

BACKGROUND

VAXTEX COTFAB LIMITED, a Company incorporated under the Companies Act, 1956 (CIN L51109GJ2005PLC076930) (The Company) incorporated on December 26, 2008 and having its Registered Office at J-03 (GF to 4th Floor) Tejendra Arcade, Nr, Ganjifarak Mill Compound, Nr. Rakhial Char Rasta, Ahmadabad City, Gujarat, India - 380023. The Equity shares of the Company are listed on NSE Limited.

PURPOSE OF ISSUE OF THE CERTIFICATE

The Board of Directors of the Company proposed to change the name of the Company from "VAXTEX COTFAB LIMITED" to "ILAYA GREEN ENERGY LIMITED" or "BOLDMARK GREEN ENERGY LIMITED", Or any other name as may be approved by Registrar of Companies. Central Registration Centre. Ministry of Corporate Affairs, subject to shareholders and other statutory approvals.

Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called 'the Listing Regulations') as amended up-to date requires the Company to include a certificate from a practicing chartered accountant stating compliance with conditions provided in Regulation 45(1) of the Listing Regulations in the Explanatory Statement to the Notice seeking shareholders' approval for change in name.

Opinion

Based on the procedures performed and explanations provided to us by management, we confirm that:

Regulation	Requirement	Our Opinion
45(1)(a)	At least one year has elapsed since the last name change	The Company has not changed its name in the preceding one year period.
45(1)(b)	≥ 50% of revenue in preceding one year from new business activity	The Company has not changed its main activity in the preceding one year period.
45(1)(c)	≥ 50% of total assets invested in new activity	The Company has not changed its main activity nor invested in new activity/project.



VIRESH VERMA & CO.

CHARTERED ACCOUNTANTS

As per the Explanation of the Regulation 45(1)

1. "Assets" of the listed entity means the sum of Fixed Assets, Advances, Work in Progress/Inventories, Investments, Trade Receivables, Cash & Cash Equivalents
2. "Advances" shall include only those amounts extended to contractors and suppliers towards execution of the project, specific to new activity as reflected in the new name.

This Certificate Is Issued In terms of the request of the Company for the proposed change of name of the Company in so far as compliance with Regulation 45(1) of the Listing Regulations is concerned

**For M/s Viresh Verma & Co,
Chartered Accountants
FRN: 026874N**


(CA Viresh Verma)

Proprietor

Membership No.: 522566

Date: January 30, 2026

Place: New Delhi

UDIN: 26522566KPOSVU9643