

VAXTEX COTFAB LIMITED
Suiting & Shirting Fabrics

Vaxtex Cotfab Limited

CIN: L51109GJ2005PLC076930

📍 S/230 Ranipur Patia , Opp.Cozy Hotel
Narol , Ahmedabad -382405

☎ +91 97271 23838

✉ vaxtexcotfab@gmail.com

🌐 www.vaxtexcotfabltd.com

Date: 2nd February, 2022

To,
National Stock Exchange of India Limited
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E)
Mumbai – 400 051

Dear Sir/Ma'am,

Sub: Notice of Postal Ballot

Ref: Vaxtex Cotfab Limited (Security ID: VCL, Series: SM)

With reference to the above captioned subject, please find attached herewith the Notice of Postal Ballot as circulated to the Members of the Company.

Kindly take the same on your record and oblige us.

Thanking You,

For, Vaxtex Cotfab Limited

Aakash Thakor
Director
DIN: 07960192

Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India]

Dear Shareholders,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ('the Act') and other applicable provisions, if any, of the Act read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the resolutions set out below are proposed to be passed through Postal Ballot by voting through electronic means ('remote e-voting'). The explanatory statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the aforesaid resolutions setting out the material facts and the reason thereof are annexed hereto for your consideration.

The Board of Directors of the Company (hereinafter referred as the "Board") at their meeting held on 22nd January, 2022 have appointed Mr. Gaurav Bachani, Proprietor of M/s. Gaurav Bachani & Associates, Company Secretaries, Ahmedabad as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

In conformity with the present regulatory requirements, shareholders can vote only through the remote e-voting process. Accordingly, the Company is required to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions given in the Notes in this postal ballot notice ("**Postal Ballot Notice**") to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 5:00 P.M. on Sunday, 6th March, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of e-voting. Based on the Scrutinizer's Report, the results of remote e-voting shall be declared on or before Monday, 7th March, 2022 and communicated to National Stock Exchange of India Limited ("**NSE**"), National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") (together the "Depositories"), Bigshare Services Private Limited ("**Registrar and Share Transfer Agent**") and will also be displayed on the Company's website i.e. www.vaxtexcotfabltd.com

Resolutions:

- 1. To approve of Migration of Listing / Trading of the Company from NSE Emerge to Main Board of National Stock Exchange of India Limited (NSE)**

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

"RESOLVED THAT, pursuant to Regulation 227 and other relevant provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the Listing Agreement entered into by the Company with National Stock Exchange of India Limited (NSE) applicable to small and medium enterprise and subject to the applicable laws, by-laws, rules and regulations of National Stock Exchange of India Limited (NSE) and subject to the approval of any statutory authorities, if any, the consent of the members of the Company be and is hereby accorded for Migration of 10,03,91,630 number of Equity Shares of the Company having a face value of Rs. 10/- per Equity Share (which are currently listed on NSE EMERGE) to Main Board of National Stock Exchange of India Limited (NSE) and upon Migration of the said Equity Shares be get listed and traded on the capital segment (Main Board) of National Stock Exchange of India Limited (NSE) from the date of approval of Migration/ getting listed and admitted to be dealt on NSE main Board."

"RESOLVED FURTHER THAT, the Board of Directors and / or the Company Secretary / Compliance Officer of the Company be and are hereby authorized jointly and / or severally deal with any Government or Semi Government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited (NSE), Securities and Exchange Board of India (SEBI), Registrar of Companies (ROC) to apply, modify, rectify and submit

any application and / or related documents on behalf of the Company for the purpose of migration of the Company's present listing from NSE EMERGE) to Main Board of National Stock Exchange of India Limited (NSE)."

"RESOLVED FURTHER THAT, the Board of Directors and / or the Company Secretary / Compliance Officer of the Company be and are hereby authorized jointly and / or severally to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required and to file all such applications, papers, documents in relation to above and to fulfill all such legal formalities in the connection and to form any committee if they think and deem fit, delegate all or any of the power herein conferred to any of such Committee of the Directors or to any Director/ Officer of the Company and to appoint any such attorney/ person to represent before the concerned authority and to delegate such power to such person/ representative, to give effect to this resolution on behalf of the Company."

2. To make an application of listing of Equity Shares of the Company on Main Board of BSE Limited (BSE)

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

"RESOLVED THAT, pursuant to provisions laid down in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), guidelines or requirements given by the BSE Limited (BSE), consent of the members be and is hereby accorded for making an application for listing existing 10,03,91,630 Equity Shares of the Company having a face value of Rs. 10/- per Equity Share of the Company, which are already listed on SME Platform (EMERGE) of National Stock Exchange of India Limited (NSE) and are in process of Migration of the Company's present listing from NSE EMERGE of National Stock Exchange of India Limited (NSE) to Main Board of National Stock Exchange of India Limited (NSE) and follow such procedures specified under ICDR Regulations, as amended from time to time."

"RESOLVED FURTHER THAT, the Board of Directors and / or the Company Secretary / Compliance Officer of the Company be and are hereby authorized jointly and / or severally to deal with any Government or Semi-Government authorities or any other concerned intermediaries including but not limited to BSE Limited (BSE), National Stock Exchange of India Limited (NSE), Securities and Exchange Board of India (SEBI), Registrar of Companies (ROC), to apply modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of listing of existing 10,03,91,630 Equity Shares of the Company on Main Board of BSE."

"RESOLVED FURTHER THAT, the Board of Directors and / or the Company Secretary / Compliance Officer of the Company be and are hereby authorized jointly and / or severally to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required and to file all such applications, papers, documents in relation to above and to fulfil all such legal formalities in the connection and to form any committee if they think and deem fit, delegate all or any of the power herein conferred to any of such Committee of the Directors or to any Director/ officer of the Company and to appoint any such attorney / person to represent before the concerned authority and to delegate such power to such person/ representative, to give effect to this resolution on behalf of the Company."

Registered Office:

Survey No. 230, Opp. Mariya Park,
B/h. Ranipur Village,
Saijpur - Gopal, Narol,
Ahmedabad - 382 405,

Date: 22nd January, 2022

Place: Ahmedabad

**By order and on behalf of the Board
For Vaxtex Cotfab Limited**

**SD/-
Aakash Thakor
Director
DIN: 07960192**

Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposals set out in resolution no. 1 and 2 is annexed herewith.
2. The Postal Ballot Notice is being sent to the shareholders of the Company, whose names appear on the Register of Members / List of Beneficial Owners as received from the Depositories as on Friday, 21st January, 2022.
3. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company / Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website i.e. www.vaxtexcotfabltd.com, websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at <https://www.evoting.nsdl.com/>.
4. Members who have not registered their e-mail address are requested to register / update the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company with details of Folio No. and attaching a self-attested PAN Card at cs.vaxtex@gmail.com or Bigshare Services Private Limited at bssahd@bigshareonline.com.
5. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. The Shareholders whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 21st January, 2022 will be considered for the purpose of e-voting.
6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, 21st January, 2022. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by NSDL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes given in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 5:00 P.M. on Sunday, 6th March, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before Monday, 7th March, 2022 and will also be displayed on the website of the Company (www.vaxtexcotfabltd.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
11. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Sunday, 6th March, 2022 i.e., the last date specified for receipt of votes through the e-voting process.
12. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to cs.vaxtex@gmail.com.

General information and instructions relating to e-voting:

- i. A person whose name is recorded in the register of members or in register of beneficial owners maintained by the Depositories as on the cut-off date, i.e., Friday, 21st January, 2022 only shall be entitled to avail the facility of e-voting.
- ii. Any shareholder who holds the shares as on the cut-off date i.e., Friday, 21st January, 2022, may obtain the User ID and password in the manner as mentioned below:
 - a) If e-mail address of the shareholder is registered against Folio No. / DPID - CLID, on the home page of <https://www.evoting.nsdl.com/>, the shareholder may click "Forgot password" and enter Folio No. / DPID - CLID and Permanent Account Number ("PAN") to generate a password.
 - b) Shareholders may call NSDL toll free number i.e. 1800 1020 990 and 1800 22 44 30

- c) Shareholders may send an e-mail request to evoting@nsdl.co.in. If the shareholder is already registered with the NSDL e-voting platform, such shareholder can use his/her existing User ID and password for casting the vote through e-voting.
- iii. The e-voting facility will be available during the following period:
- Commencement of e-voting: 9:00A.M. (IST) on Saturday, 5th February, 2022
 - End of e-voting: 5:00 P.M. (IST) on Sunday, 6th March, 2022

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

iv. Instructions and other information relating to e-voting:

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 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"> 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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 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 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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their 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 are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL 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. 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

B) Login Method 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.co.in 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.
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 csgauravbachani@gmail.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in

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.co.in 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.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013

Item No. 1 – To approve Migration of Listing / Trading of the Company from NSE EMERGE to Main Board of National Stock Exchange of India Limited (NSE)

As all the members are kind aware that the Company is listed on the NSE EMERGE, the SME platform of the National Stock Exchange of India Limited (NSE) w.e.f. 13th January, 2020. By SME listing of two years Company has gained a good experience in terms of corporate governance practices and board procedures. Listing on the Main Board of National Stock Exchange of India Limited (NSE) will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The benefits of listing on the Main Board in the form of Market Capitalization, enhanced liquidity, larger participation, visibility etc. will accrue to the Shareholders of the Company

As per the Regulation 277 laid under Chapter IX of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 with SEBI vide their circulated dated 18th May, 2010 and National Stock Exchange (NSE) circular NSE/SME/37551 dated April 18, 2018, an issuer whose specified securities are listed on a NSE EMERGE can migrate to the Main Board after completion of two years of listing on NSE EMERGE subject to fulfillment of other Main Board listing conditions. The Company has been listed and traded on the SME Platform of NSE (i.e. EMERGE) for more than two years and hence eligible to migrate to the Main Board of National Stock Exchange of India Limited (NSE) as per guidelines specified by SEBI vide their circular dated May 18, 2010 and as per the procedures laid down under Chapter IX of SEBI (ICDR) Regulations, 2018. Listing on the Main Board of National Stock Exchange Limited will enhance participation of retail investors in large numbers, and overall market capitalization of the Company may also get increase.

The members are therefore requested to accord their approval for the purpose of migration of the Company's present listing from NSE SME (EMERGE) Segment to Main Board of National Stock Exchange of India Limited (NSE) as set out in the resolution.

Further, the proposed resolution shall be acted upon if the votes cast by public Shareholders in favour of the proposal, amount to at least 2 times the number of votes cast by the public Shareholders against the proposal. The Company would approach National Stock Exchange of India Limited (NSE) with necessary application for Migration upon receipt of approval of the Public Shareholders. It is in the interest of all the Shareholders including public Shareholders to approve the proposal for Migration of the present listed Equity Shares of the Company on the Main Board of NSE and hence Board of directors recommends the passing of said resolution and seeks your approval.

Pursuant to Section 102 of Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution except to their shareholding, if any, in the Company.

Hence, the aforesaid resolution is placed before the shareholders of the Company for their consent through postal Ballot under section 110 of the Companies Act, 2013. The Board of Directors of the Company has recommended passing the resolution set out in Item No. 1 of the Notice as a Special Resolution.

Item No. 2 – To make an application of listing of the Company on Main Board on BSE Limited (BSE)

The Company was listed on NSE EMERGE, the SME platform of the National Stock Exchange of India Limited (NSE) w.e.f. 13th January, 2020 and becomes eligible to migrate to the Main Board of the National Stock Exchange of India Limited (NSE) by the end of two years of listing on NSE-SME Platform i.e. 13th January, 2020, as per the guidelines specified by the procedures laid down under Chapter IX of SEBI (ICDR) Regulations, 2018. Members have already passed the resolution by Postal Ballot in this General Meeting for migrating on Main Board of National Stock Exchange of India Limited (NSE).

Now, the management of the Company wish to simultaneously list the Equity Shares of the Company on the Main Board of BSE Limited (BSE) as well. Listing of securities of the Company on both the nationwide stock exchanges i.e. BSE and NSE will lead to enhanced recognition of the Company and will open a wide market for investors.

The members are, therefore, requested to accord their approval, for the purpose of listing the Company on the Main Board of BSE Limited (BSE) as set out in this resolution.

Pursuant to Section 102 of Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution except to their shareholding, if any, in the Company.

Hence, the aforesaid resolution is placed before the shareholders of the Company for their consent through postal Ballot under section 110 of the Companies Act, 2013. The Board of Directors of the Company has recommended passing the resolution set out in Item No. 2 of the Notice as a Special Resolution.

Registered Office:

Survey No. 230, Opp. Mariya Park,
B/h. Ranipur Village,
Saijpur - Gopal, Narol,
Ahmedabad – 382 405,

Date: 22nd January, 2022

Place: Ahmedabad

**By order and on behalf of the Board
For Vastex Cotfab Limited**

**SD/-
Aakash Thakor
Director
DIN: 07960192**