



## **AVAX APPARELS AND ORNAMENTS LIMITED**

**Regd. Office:** 611, 6th Floor, Jaina Tower II, Distt Center,  
Janak Puri, New Delhi 110058,

**CIN:** L14101DL2005PLC137127; **Website:** www.avaxapparels.com

**E-mail:** Info@avaxapparels.com; **Mobile:** 9599497767

### **NOTICE OF THE 20<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 20<sup>TH</sup> ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF AVAX APPARELS AND ORNAMENTS LIMITED (“THE COMPANY”) WILL BE HELD THROUGH VIDEO CONFERENCING (“VC”) AND/OR OTHER AUDIO-VISUAL MEANS (“OAVM”) ON FRIDAY, THE 29<sup>TH</sup> DAY OF AUGUST 2025 AT 03:30 PM IST TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:**

#### **ORDINARY BUSINESS**

- 1. To receive, consider and adopt the standalone financial statements of the company for the financial year ended March 31st, 2025 along with Reports of the Directors and Auditors thereon:**

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

**“RESOLVED THAT** the Audited Balance Sheet, Statement of Profit & Loss and Cash Flow Statement together with accounting policies and notes forming part of the accounts for the year ended March 31, 2025 and Directors’ Report and Auditors’ Report thereon be and the same are hereby considered and adopted.”

- 2. To appoint Mrs. Deepika Garg (DIN: 08730368), who retires by rotation and being eligible, offers herself for re-appointment.**

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

**“RESOLVED THAT** pursuant to the provisions of section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if any of the Companies Act, 2013, Mrs. Deepika Garg (DIN: 08730368), who is liable to retire by rotation and being eligible has offered herself for appointment, be and is hereby re-appointed as a Whole Time Director of the Company, liable to retire by rotation.”

- 3. Re-Appointment of Statutory Auditor of the Company**

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

**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, after recommendation by the Audit Committee and approval by the board, CA Priyank Goyal, Partner of M/s N K S C & Co., Chartered Accountants. (Firm Registration No. (FRN)- 020076N), New Delhi, from whom certificate pursuant to section 139 of the Companies Act has been received, be and is hereby appointed as the Statutory auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting held in 2030 of the Company for the 5 Financial Years i.e. for the period from 01.04.2025 to 31.03.2030 at a remuneration as may be determined by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any director and Key Managerial Personal of the Company be and is hereby authorised, on behalf of the

Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, Delhi and Haryana.”

#### **SPECIAL BUSINESS**

#### **4. To appoint Mr. Rajat Goel (DIN-08228413) as a Non-Executive Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to Section 149, 150, 152, 161 of the Companies Act, 2013 read with Schedule IV to the Act and Rules 4 and 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, after recommendation by the Nomination and Remuneration Committee, Mr. Rajat Goel (DIN-08228413) who was appointed as an Additional Director in the category of Non-Executive Independent Director on the Board of Directors of the Company w.e.f. 01<sup>st</sup> day of August 2025 be and is hereby appointed as an Non-Executive Independent Director to hold office for a term up to five consecutive years w.e.f. 29<sup>th</sup> August, 2025 to 28<sup>th</sup> August, 2030.

**RESOLVED FURTHER THAT** the Board, after considering the profile, qualifications, experience, and expertise of Mr. Rajat Goel (DIN-08228413), is satisfied that the proposed appointee fulfils all the conditions specified in Section 149(6) of the Companies Act, 2013, for appointment as an Independent Director and is independent of the management of the Company which will be beneficial for the Company's business operations and governance.

**RESOLVED FURTHER THAT** any director & key managerial personal of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, Delhi and Haryana.”

#### **5. To approve the re-appointment and remuneration payable to Mr. Harish Kumar (DIN-09283531) as a Whole Time Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and Articles of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactment(s) thereof for the time being in force) and regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, after recommendation by Nomination and Remuneration Committee and Board of Directors, the consent of the members be and is hereby accorded to the re-appointment of Mr. Harish Kumar (DIN- 09283531), as a Whole Time Director of the Company, for a period of three years with effect from September 01, 2025 to August 31, 2028.

**RESOLVED FURTHER THAT** after recommendation by Nomination and Remuneration Committee and Board of Directors, the consent of the members be and is hereby accorded for fixing the terms of remuneration payable to Mr. Harish Kumar (DIN- 09283531) as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or

inadequacy of profits in any financial year such that the remuneration payable to him shall not exceed Rs. 30,00,000/- Per annum (Rupees Thirty Lakh Only) per year with effect from April 01, 2025 to March 31, 2028 for a period of 3 (three) years, on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Nomination and Remuneration Committee and Board of Directors in its meeting held on 01<sup>st</sup> day of August 2025 to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Directors and Mr. Harish Kumar (DIN- 09283531) such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 196, 197 of the Companies Act, 2013 pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018.

**RESOLVED FURTHER THAT** the Ministry of Corporate Affairs (MCA) through its notification dated 12th September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013. Respectively to the same, the Central Government amends Schedule V of Companies Act, 2013 vide Notification dated 12th September, 2018 and amends Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but by subject to the approval of members in the general meeting via special resolution.

**RESOLVED FURTHER THAT** in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration aforesaid consisting of salary, perquisites, allowance, amenities and performance-based incentive shall be paid to Whole-time Director Rs. 30,00,000/- Per annum (Rupees Thirty Lakh Only) as the minimum remuneration as per applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any director & key managerial personal of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**6. To approve the re-appointment and remuneration payable to Mrs. Deepika Garg (DIN-08730368) as a Whole Time Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and Articles of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactment(s) thereof for the time being in force) and regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 after recommendation by Nomination and Remuneration Committee and Board of Directors, the consent of the members be and is hereby accorded to approve the appointment of Mrs. Deepika (DIN- 08730368), as a Whole Time Director of the Company, for a period of three years with effect from September 01, 2025 to August 31, 2028.

**RESOLVED FURTHER THAT** after recommendation by Nomination and Remuneration Committee and Board of Directors, the consent of the members be and is hereby accorded for fixing the terms of remuneration payable to Mrs. Deepika (DIN- 08730368) as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to her shall not exceed Rs. 30,00,000/- Per annum (Rupees Thirty Lakh Only) per year with effect from April 01, 2025 to March 31, 2028 for a period of 3 (three) years, on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Nomination and Remuneration Committee and Board of Directors in its meeting held on 01<sup>st</sup> day of August 2025 to alter and vary the terms and conditions of the said appointment in

such manner as may be agreed between the Directors and Mrs. Deepika (DIN- 08730368) such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 196, 197 of the Companies Act, 2013 pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018.

**RESOLVED FURTHER THAT** the Ministry of Corporate Affairs (MCA) through its notification dated 12th September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013. Respectively to the same, the Central Government amends Schedule V of Companies Act, 2013 vide Notification dated 12th September, 2018 and amends Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but subject to the approval of members in the general meeting via special resolution.

**RESOLVED FURTHER THAT** in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration aforesaid consisting of salary, perquisites, allowance, amenities and performance-based incentive shall be paid to Whole-Time director Rs. 30,00,000/- Per annum (Rupees Thirty Lakh Only) as the minimum remuneration as per applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any director & key managerial personal of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**7. To approve the payment of managerial remuneration in excess of limits prescribed u/s 197 of the companies act, 2013**

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

**"RESOLVED THAT** in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, after recommendation by Nomination and Remuneration Committee and Board of Directors, the consent of the members be and is hereby accorded to increase the overall limit of managerial remuneration payable beyond specified limits under Section 197 of Companies Act 2013 in respect of any financial year as per notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013 thereby Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but subject to the approval of members in the general meeting via special resolution.

**RESOLVED FURTHER THAT** where in any Financial Year, the Company has no profits or profits are inadequate, the overall managerial remuneration paid to Directors shall not exceed Rs. 1,00,00,000/- Per Annum (Rupees One Crore Only).

**RESOLVED FURTHER THAT** any director & key managerial personal of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**8. Approval for increase in overall borrowing limits of the company as per section 180 (1) (c) of the companies act, 2013**

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



**“RESOLVED THAT** pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the consent of the members be and is hereby accorded (hereinafter referred to as the “Board” which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 20 Crore (Rupees Twenty Crores Only).”

**RESOLVED FURTHER THAT** any director & key managerial personal be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things as they may deem necessary to give effect to the above resolution including but not limited to the appointment of any manager/consultant or any other intermediary in respect of the above offerings and/or to execute all such documents, instruments and writings as may be required.”

**9. Approval for creation of mortgage or charge on the assets, properties or undertaking(s) of the company as per section 180(1)(a) of the companies act, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force and and regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the Articles of Association of the Company, the consent of the members be and is hereby accorded (hereinafter referred to as the “Board” which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) be and is hereby accorded to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 20 Crores (Rupees Twenty Crores) at any point of time.

**RESOLVED FURTHER THAT** any director & key managerial personal be & are hereby severally authorized to take such steps and to do all such acts, deeds and things as may be necessary in this regard and digitally signing and filing the necessary forms and returns, and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution in the interest of the Company.”

**10. Approval for threshold of loans/ guarantees, providing of securities and making of investments in securities under section 186 of the companies act, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Meetings of

Board and its Powers) Rules, 2014, and such other rules as may be applicable, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force and rules made thereunder and regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may 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 in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 20 Crores (Rupees Twenty Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013;

**RESOLVED FURTHER THAT** any director & key managerial personal be & are hereby severally authorized to take such steps and to do all such acts, deeds and things as may be necessary in this regard and digitally signing and filing the necessary forms and returns, and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution in the interest of the Company.”

**Registered Office:**

611, 6th Floor, Jaina Tower II, Distt  
Center, Janak Puri, New Delhi 110058

**By Order of the Board**

**Avax Apparels And Ornaments Limited**

**SD/-**

**Shruti Jain**

**Company Secretary and Compliance Officer**

**M. No.: A52018**

Place: Delhi

Date: 01/08/2025

## **NOTES:**

1. In view of the various circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and January 13, 2021 & 28 December, 2022 and Circular No. 09/2023 dated September 25, 2023 and the Securities and Exchange Board of India ("SEBI Circulars") from time to time and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 20<sup>th</sup> Annual General Meeting ("AGM") of the Members of the Company is being conducted through Video Conferencing or Other Audio Visual Means ("VC / OAVM"), which does not require physical presence of members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. Hence, the Members can attend and participate at the ensuing AGM through VC/OAVM, and physical attendance of Members is not required.
2. 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 MCA Circulars 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 AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Central Depository Services (India) Limited.
3. Pursuant to the provision of the Act, a Member entitled to attend and vote at a meeting is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company, Since the meeting is being held through VC/OAVM, pursuant to MCA Circulars and SEBI 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 meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
4. The Company has appointed FCS Gaurav Gupta, Proprietor of M/s G Gupta & Associates, Peer Review Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
5. A body corporate intending to appoint their authorized representative(s) to attend the Meeting is requested to send a certified copy of the resolution of the Board of Directors or other governing body authorizing such representative(s) to attend and vote on their behalf at the Meeting. The said resolution shall be sent to the Scrutinizer by e-mail at [csgauravguptaonline@gmail.com](mailto:csgauravguptaonline@gmail.com) with a copy marked to [secretarial@avaxapparels.com](mailto:secretarial@avaxapparels.com).
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. The Members can join the AGM 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 AGM through VC/OAVM will be made available to at least 1000 members on a 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 AGM without restriction on account of first come first served basis.

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.avaxapparels.com](http://www.avaxapparels.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of Central Depository Services (India) Limited (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com) and on the website of Skyline Financial Services Private Limited, the Registrar and Transfer Agent (RTA) of the Company <https://www.skylinerta.com/>.
9. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the meeting is annexed hereto.
10. All documents referred to in the accompanying Notice and the Explanatory Statement have been uploaded on the website of the Company at [www.avaxapparels.com](http://www.avaxapparels.com). All Shareholders will be able to inspect all documents referred to in the Notice electronically without any fee from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [secretarial@avaxapparels.com](mailto:secretarial@avaxapparels.com).
11. The businesses set out in the Notice of this AGM will be transacted through an electronic voting system. Instructions and other information regarding e-voting are given herein below. The Company / Central Depository Services (India) Limited/RTA will also send communication relating to e-voting which inter alia will contain details about User ID and password along with a copy of this Notice to the Members of the Company, separately.
12. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. In terms of provisions of section 108 of the Act, as the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the AGM.
14. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
15. Pursuant to section 101 of the Act and the rules made thereunder, the Company is allowed to send communication to the Members electronically. We, thus, request you to kindly register/update your Email ID with your respective Depository Participant and the Company's RTA (in case of physical shares) and make this initiative a success.
16. Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in demat mode and with the RTA for physical shares.
17. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to CDSL / the Company.
18. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Reports, Notices, Circulars, etc. from the Company electronically. However, the Members are entitled to receive such communication in physical form, upon making a request for the same, by permitted mode free of cost.
19. Since the AGM will be held through VC/OAVM, the route map, proxy form, and attendance slip are not attached to this Notice.



20. Non-resident Indian members are requested to inform RTA/respective DPs, immediately of (a) Change in their Residential Status on return to India for the purpose of permanent settlement, along with PAN details, (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank along with PIN Code number, if not provided earlier.
21. The remote e-Voting will commence on Tuesday, 26<sup>th</sup> August 2025 (09:00 AM IST) and will end on Thursday, 28<sup>th</sup> August 2025 (05:00 PM IST) both days inclusive. The Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 22<sup>nd</sup> August 2025 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, 22<sup>nd</sup> August 2025. During this period, members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The e-Voting will be blocked by CDSL immediately thereafter and will not be allowed beyond the said date and time.
22. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 22<sup>nd</sup> August 2025, may obtain the login ID and password by sending a request at the helpdesk [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
23. Once the votes on the Resolution are casted by the Member, the Member shall not be allowed to change these subsequently.
24. The resolutions shall be deemed to be passed on the date of Annual General Meeting of the Company, subject to receipt of sufficient votes.
25. You can also update your mobile number and Email id in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting in future. The same may be used in case the Member forgets the password and the same needs to be reset.
26. A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.
27. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off Date i.e. Friday, 22<sup>nd</sup> August 2025 only shall be entitled to avail the facility of remote e- voting or for participation at the AGM and e-voting thereat.
28. The Results declared along with Scrutinizer's Report(s) will be available on the website of the Company at <https://avaxapparels.com/> and on Service Provider's website at <https://www.evotingindia.com> not later than 2 working days from the conclusion of the AGM and shall also be communicated to the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
- 29. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (i) The voting period begins on Tuesday, 26<sup>th</sup> August 2025 (09:00 AM IST) and end on Thursday, 28<sup>th</sup> August 2025 (05:00 PM IST) both days inclusive. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 22<sup>nd</sup> August 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> </ol>

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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 with <b>NSDL Depository</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their	<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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider</p>

<b>Depository Participants (DP)</b>	name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
-------------------------------------	--

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant AVAX APPARELS AND ORNAMENTS LIMITED on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [secretarial@avaxapparels.com](mailto:secretarial@avaxapparels.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [info@avaxapparels.com](mailto:info@avaxapparels.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [info@avaxapparels.com](mailto:info@avaxapparels.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

**Registered Office :**

611, 6th Floor, Jaina Tower II, Distt  
Center, Janak Puri, New Delhi 110058

**By Order of the Board**

**Avax Apparels And Ornaments Limited**

**SD/-**

**Shruti Jain**

**Company Secretary and Compliance Officer**

**M. No.: A52018**

Place: Delhi

Date: 01.08.2025

**AVAX APPARELS AND ORNAMENTS LIMITED**

**Regd. Office:** 611, 6th Floor, Jaina Tower II, Distt Center,  
Janak Puri, New Delhi 110058,

**CIN:** L14101DL2005PLC137127; **Website:** www.avaxapparels.com

**E-mail:** Info@avaxapparels.com; **Mobile:** 9599497767

**Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-II issued by ICSI**

**ITEM NO. 2**

Information required to be furnished under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-II issued by ICSI to appoint Mrs. Deepika Garg (DIN: 08730368), who retires by rotation and being eligible, offers herself for re-appointment.

Particulars	Mrs. Deepika Garg
DIN	08730368
Date of Birth	10-08-1990
Age	34 years
Qualifications	Graduate
Experience (including expertise in specific functional area)/Brief Resume	Mrs. Deepika Garg has rich experience in the field of designing and manufacturing of Apparels.
Terms & Conditions	Liable to retire by rotation
Remuneration last drawn in FY 2024-25 (including sitting fees, if any)	7.37 Lacs
Remuneration proposed to be paid in FY 2025-26	Up to Rs 30,00,000/- Per annum including perquisite, Bonus etc.
Date of first appointment on the Board	28-05-2022
Shareholding in the Company as on 31.03.2025	88990
Relationship with other Directors/Key Managerial Personnel	N.A.
Number of meetings of the Board attended during the FY 2024-25	She has attended the 12 Board Meeting during the year
Directorships of other Boards and listed entities, in public NIL companies including deemed public companies	N.A.
Membership / Chairmanship of Committees of other Boards	N.A.

**Registered Office :**

611, 6th Floor, Jaina Tower II, Distt Center, Janak Puri, New Delhi 110058

**By Order of the Board**

**Avax Apparels And Ornaments Limited**

**SD/-**

**Shruti Jain**

**Company Secretary and Compliance Officer**

**M. No.: A52018**

Place: Delhi

Date: 01.08.2025



## **AVAX APPARELS AND ORNAMENTS LIMITED**

**Regd. Office:** 611, 6th Floor, Jaina Tower II, Distt Center,  
Janak Puri, New Delhi 110058,

**CIN:** L14101DL2005PLC137127; **Website:** www.avaxapparels.com

**E-mail:** Info@avaxapparels.com; **Mobile:** 9599497767

### **EXPLANATORY STATEMENT** **PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

#### **Item No. 3: Re-Appointment of Statutory Auditor of the Company**

The Board of Directors at its meeting held on April 25, 2025 had appointed CA Priyank Goyal Partner of M/s. NKSC & Co., Chartered Accountants (FRN.: 020076N), to hold office as the Statutory Auditor of the Company from April 25, 2025 till the conclusion of the upcoming 20th AGM as a consequence of M/s Arvind Manoj and Associates, Chartered Accountants (FRN-028167N) resigning from the office of the Statutory Auditor of the Company vide their resignation letter dated March 11, 2025 resulting into a casual vacancy in the office of Statutory Auditor of the Company.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on May 23<sup>rd</sup>, 2025 had pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended from time to time, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force, and in accordance with all the relevant circulars issued by Securities and Exchange Board of India in this regard, recommended the appointment of CA Priyank Goyal Partner of M/s. NKSC & Co., Chartered Accountants (FRN.: 020076N), as the Statutory Auditor of the Company to hold office for a period of five (5) years, from the conclusion of the 20<sup>th</sup> AGM, till the conclusion of the 25<sup>th</sup> AGM of the Company to be held in the year 2030, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

CA Priyank Goyal Partner of M/s. NKSC & Co., Chartered Accountants (FRN.: 020076N), has consented to the aforesaid appointment and confirmed that their appointment, if made, will be in compliance with the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in accordance with the Companies Act, 2013 and the rules made thereunder. Additionally, the Firm is a Peer Reviewed Firm of Chartered Accountants, and the Peer Review Certificate has already been issued by the ICAI and the same has been placed before the Board for their noting. In accordance with Section 139 of the Companies Act, 2013, the approval of the Members is required for the appointment of the Statutory Auditors and the determination of their remuneration via an ordinary resolution.

The Board of Directors seeks the Members' approval for the appointment of CA Priyank Goyal Partner of M/s. NKSC & Co., Chartered Accountants (FRN.: 020076N) as Statutory Auditors of the Company and for the fixing of their remuneration.

The proposed appointment will be effective from the conclusion of the ensuing 20<sup>th</sup> Annual General Meeting and will remain in force until the 25<sup>th</sup> AGM of the Company.

Additional information pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") is provided below:

<b>Name of the Statutory Auditor</b>	CA Priyank Goyal Partner of M/s. NKSC & Co., Chartered Accountants (FRN.: 020076N)
<b>Proposed Fees payable to the Statutory</b>	INR 01.50 Lakh per annum including taxes

<b>Auditors</b>	and others fee.
<b>Terms of Appointment</b>	they shall hold the office of the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting held in 2030 of the Company for the 5 Financial Years i.e. for the period from 01.04.2025 to 31.03.2030
<b>Any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change</b>	There are no material changes. The proposed Fees payable is commensuration with the size of the Company and prevailing market practices in case of Listed entities.
<b>Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed</b>	CA Priyank Goyal is the Partner of M/s. NKSC & Co., Chartered Accountants (FRN.: 020076N) which is a well-established Chartered Accountancy firm. The firm is working in Delhi and Mumbai, with its operations adequately supported by qualified professionals and staff. It is an independent group of companies consisting of Business Advisors and Chartered Accountants, offering an array of services to support companies' accounting, tax and finance needs. The firm has been the statutory auditors of large listed companies to cross section of industries and carries a good professional track-record.

Accordingly, the Board recommends the resolution as set out in Item No. 3 of this Notice for approval of the members of the Company as an Ordinary Resolution. None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

**Item No. 4: To appoint Mr. Rajat Goel (DIN-08228413) as a Non-Executive Independent Director of the Company**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee appointed Mr. Rajat Goel (DIN-08228413), as an Additional Director in the category of Non-Executive Independent Director with effect from August 01, 2025 and pursuant to the provisions of Section 161(1) of the Act and Article 112 of the Articles of Association of the Company, he holds office of Additional Director up to the date of this Annual General Meeting ("AGM") of the Company, who shall not be liable to retire by rotation and will be appointed for five consecutive years in the ensuing 20<sup>th</sup> Annual General Meeting under section 149(10) of Companies Act, 2013.

Pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies, Mr. Rajat Goel (DIN-08228413), has confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any other authority. Further, he has also confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act.

Mr. Rajat Goel (DIN-08228413) does not hold by himself or through his relatives any shares in the Company. Mr. Rajat Goel has given a declaration that he meets the criteria of Independence as provided under section 149(6) of the Companies Act, 2013 and not disqualified/debarred for being appointed as Director.

The Brief profile of Mr. Rajat Goel (DIN-08228413) is as under:



Particulars	Mr. Rajat Goel
Age	36 Years
Qualifications	B.B.A., PGDIB, FCS, LL.B
Experience (including expertise in specific functional area)/Brief Resume	<p>Mr. Rajat Goel, Designated partner of PROFBUS Solutions L.L.P. deals in services related to advisory of accounting, taxation, secretarial and law. He had done Bachelor of Business administration, Post graduate diploma in International Business (M.B.A.), Fellow Member of Institute of company secretaries of India (ICSI) and Bachelor of Law. He is having more than 10 -12 years of experience in various fields. He started his career in 2009 from Xansa Private limited in Noida as an executive in back end department. He has seen companies from bottom position to Top so having an experience to think from lower level to top level management.</p> <p>He was earlier associated with Renowned MNC in Gurugram and Delhi where he handled legal and secretarial department.</p> <p>He has distinguished exposure and experience in corporate legal, secretarial, due diligence, preparation of business plans, RERA registration, Trademark registrations, compliance management including taxation and accounts. In practice as Freelancer, currently looking after all compliances of new start-ups. He also holds certificate in forensic audit conducted by ICSI and Certificate of participation from ICSI RVO.</p> <p>Now he eagerly wants to contribute to top level management as an Independent director.</p>
Terms & Conditions	not be liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	Sitting Fees and Commission as approved by the Board and as per the Nomination and Remuneration Policy of the Company
Date of first appointment on the Board	01/08/2025
Shareholding in the Company as on 01/08/2025	Nil
Relationship with other Directors/Key Managerial Personnel	No
Number of meetings of the Board attended during the year	NA
Directorships of other Boards as on 01/08/2025	1. Satyam Projects Ltd 2. SC Agrotech Limited 3. Profbus Solutions LLP
Committee Memberships and Chairmanships in the Company	Chairman of Nomination and Remuneration Committee, Member of Audit Committee and Stakeholders Relationship Committee
Membership / Chairmanship of Committees of other Boards as on 01/08/2025	NA

Accordingly, the Board recommends the resolution as set out in Item No. 4 of this Notice for approval of the members of the Company as a Special Resolution. Except Mr. Rajat Goel and his

relatives, none of the other Directors or Key Managerial Personnel or their relatives is concerned or interested in the Resolution as set out at Item No. 4 of the Notice.

**Item No. 5: To approve the re-appointment and remuneration payable to Mr. Harish Kumar (DIN-09283531) as a Whole Time Director of the Company**

The shareholders at the Extra-Ordinary General Meeting (EGM) held on December 30, 2022, approved the appointment of Mr. Harish Kumar (DIN- 09283531), as a Whole-time Director of the Company for a period of three years with effect from December 30, 2022 to December 29, 2025.

On the basis of the recommendation of the Nomination & Remuneration Committee, the Board of Director in its meeting held on August 01, 2025 decided to (subject to the approval of the Members) to re-appoint Mr. Harish Kumar (DIN- 09283531), as a Whole Time Director of the Company for a further period of Three years with effect from September 01, 2025 to August 31, 2028.

Accordingly, approval of the Members of the Company is sought in terms of Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification and re-enactment(s) thereof, for time being force Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 for the appointment & fixing the remuneration of Whole Time Director. Further, the company has not made any default in repayment of any of its debts or interest payable thereon.

**General Terms and Conditions of the Appointment:**

Particulars	Mr. Harish Kumar
DIN	09283531
Date of Birth	10-05-1989
Age	36 years
Qualifications	Graduate
Experience (including expertise in specific functional area)/Brief Resume	Mr. Harish Kumar joined the Company in 2021 as an Executive Director on August 16, 2021 and assumed the role of Whole-Time Director of the Company effective December 30, 2022. Since joining Avax Apparels and Ornaments Limited, he has played a crucial role in leading the Company's sales and marketing initiatives. His innovative approach, deep understanding of customer needs, and ability to anticipate market trends have significantly contributed to the Company's expansion and sustained success. He holds a Bachelor's degree in Arts from Punjab University, Chandigarh, and brings over 12 years of diverse experience as a Business Manager. His professional journey spans strategic planning, sales, and marketing, with a strong focus on driving business growth and operational efficiency.
Terms & Conditions	Liable to retire by rotation
Remuneration last drawn in FY 2024-25 (including sitting fees, if any)	8.84 Lacs p.a.
Remuneration proposed to be paid	Upto Rs 30,00,000/- Per annum
Date of first appointment on the Board	16.08.2021
Shareholding in the Company as on 31.03.2025	218084

Relationship with other Directors/Key Managerial Personnel	N.A.
Number of meetings of the Board attended during the FY 2024-25	He has attended the 12 Board Meeting during the year
Directorships of other Boards	N.A.
Membership / Chairmanship of Committees of other Boards	N.A.

**A statement as per Schedule V of the Companies Act 2013:-**

I. General information:	
(1) Nature of industry	Trading activity in wearing apparel & silver ornaments and manufacturing of wearing apparel
(2) Date or expected date of commencement of commercial production	Trading activities already started from the date of incorporation & manufacturing started after adding the object clause in MOA on 08.05.2023
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
(4) Financial performance based on given indicators	Performance for the Year 2024-25 <ul style="list-style-type: none"> <li>Gross Revenue: Rs 3,435.86 Lacs</li> <li>Profit After Tax: Rs 163.18 Lacs</li> <li>EPS: 19.77</li> </ul>
(5) Foreign investments or collaborations, if any.	Not Applicable
II. Information about the appointee:	
(1) Background details	Mr. Harish Kumar holds a Bachelor's degree in Arts from Punjab University, Chandigarh and has 12 years of experience as a business manager.
(2) Past remuneration	8.84 Lacs p.a. in F.Y. 2024-25
(3) Recognition or awards	Not Applicable
(4) Job profile and his suitability	He is an expert in business administration, sales and marketing.
(5) Remuneration proposed	30 Lacs p.a. As mentioned in the resolution stated above
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the responsibility procured by him of the enhanced business activities of the Company proposed remuneration is commensurate with Industry Standards and Board level positions held in similar sized and similarly positioned businesses.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.	Not Applicable
III. Other information:	
(1) Reasons of loss or inadequate profits	Not Applicable
(2) Steps taken or proposed to be taken for improvement	Improving the scale of marketing & product quality
(3) Expected increase in productivity and profits in measurable terms	It will be 2 times of the previous year

Accordingly, the Board recommends the resolution as set out in Item No. 5 of this Notice for approval of the members of the Company as a Special Resolution. Except Mr. Harish Kumar and

his relatives, none of the other Directors or Key Managerial Personnel or their relatives is concerned or interested in the Resolution as set out at Item No. 5 of the Notice.

**Item No. 6: To approve the re-appointment and remuneration payable to Mrs. Deepika Garg (DIN-08730368) as a Whole Time Director of the Company**

The shareholders at the Extra-Ordinary General Meeting (EGM) held on December 30, 2022, approved the appointment of Mrs. Deepika Garg (DIN-08730368) as a Whole-time Director of the Company for a period of three years with effect from December 30, 2022 to December 29, 2025.

On the basis of the recommendation of the Nomination & Remuneration Committee, the Board of Director in its meeting held on August 01, 2025 decided to (subject to the approval of the Members) to re-appoint Mrs. Deepika Garg (DIN-08730368), as a Whole Time Director of the Company for a further period of Three years with effect from September 01, 2025 to August 31, 2028.

Accordingly, approval of the Members of the Company is sought in terms of Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification and re-enactment(s) thereof, for time being force Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 for the appointment & fixing the remuneration of Whole Time Director. Further, the company has not made any default in repayment of any of its debts or interest payable thereon.

**General Terms and Conditions of the Appointment:**

Particulars	Mrs. Deepika Garg
DIN	08730368
Date of Birth	10-08-1990
Age	34 years
Qualifications	Graduate
Experience (including expertise in specific functional area)/Brief Resume	<p>Mrs. Deepika Garg joined the Company in 2022 as an Executive Director on May 28, 2022 and assumed the role of Whole-Time Director of the Company effective December 30, 2022.</p> <p>She holds a Bachelor's degree in Technology from Lovely Professional University, Jalandhar, and brings over 13 years of professional experience as an IT Consultant. In addition to her technology background, she possesses extensive expertise in the field of apparel design and manufacturing.</p> <p>Her unique combination of IT proficiency and domain knowledge in textiles has enabled her to contribute meaningfully to process optimization, product development, and operational efficiency at Avax Apparels and Ornaments Limited. Mrs. Garg has played an instrumental role in integrating technology with apparel manufacturing, thereby enhancing production quality and streamlining workflows.</p>
Terms & Conditions	Liable to retire by rotation
Remuneration last drawn in FY 2024-25 (including sitting fees, if any)	7.37 Lacs
Remuneration proposed to be paid	Up to Rs 30,00,000/- Per annum including perquisite, Bonus etc.
Date of first appointment on the Board	28-05-2022
Shareholding in the Company as on	88990

31.03.2025	
Relationship with other Directors/Key Managerial Personnel	N.A.
Number of meetings of the Board attended during the FY 2024-25	She has attended the 12 Board Meeting during the year
Directorships of other Boards	N.A.
Membership / Chairmanship of Committees of other Boards	N.A.

**A statement as per Schedule V of the Companies Act 2013:-**

I. General information:	
(1) Nature of industry	Trading activity in wearing apparel & silver ornaments and manufacturing of wearing apparel
(2) Date or expected date of commencement of commercial production	Trading activities already started from the date of incorporation & manufacturing started after adding the object clause in MOA on 08.05.2023
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
(4) Financial performance based on given indicators	Performance for the Year 2024-25 <ul style="list-style-type: none"> <li>Gross Revenue: Rs 3,435.86 Lacs</li> <li>Profit After Tax: Rs 163.18 Lacs</li> <li>EPS: 19.77</li> </ul>
(5) Foreign investments or collaborations, if any.	Not Applicable
II. Information about the appointee:	
(1) Background details	Mrs. Deepika Garg holds a Bachelor's degree in Technology from Lovely Professional University, Jalandhar and has 13 years of experience as a IT consultant and she has rich experience in the field of designing and manufacturing of Apparels.
(2) Past remuneration	7.37 Lacs p.a. in F.Y. 2024-25
(3) Recognition or awards	Not Applicable
(4) Job profile and his suitability	She is an expert in the field of designing and manufacturing of Apparels.
(5) Remuneration proposed	30 Lacs p.a. As mentioned in the resolution stated above
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the responsibility procured by him of the enhanced business activities of the Company proposed remuneration is commensurate with Industry Standards and Board level positions held in similar sized and similarly positioned businesses.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.	Not Applicable
III. Other information:	
(1) Reasons of loss or inadequate profits	Not Applicable
(2) Steps taken or proposed to be taken for improvement	Improving the scale of designing & product quality
(3) Expected increase in productivity and	It will be 2 times of the previous year



profits in measurable terms	
-----------------------------	--

Accordingly, the Board recommends the resolution as set out in Item No. 6 of this Notice for approval of the members of the Company as a Special Resolution. Except Mrs. Deepika Garg and his relatives, none of the other Directors or Key Managerial Personnel or their relatives is concerned or interested in the Resolution as set out at Item No. 6 of the Notice.

**Item No. 7: To approve the payment of managerial remuneration in excess of limits prescribed u/s 197 of the companies act, 2013**

Pursuant to the provisions of Section 197 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company, upon recommendation of the Nomination and Remuneration Committee, has approved an increase in the overall limit of managerial remuneration payable in excess of the limits specified under Section 197 for any financial year in meeting held on August 01, 2025.

This approval is in accordance with the notification issued by the Ministry of Corporate Affairs (MCA) dated 12th September 2018, which brought into force the relevant provisions of the Companies (Amendment) Act, 2017, along with the amended Schedule V of the Companies Act, 2013 which allow the appointment and remuneration of a Managing Director, Whole-Time Director, or Manager without requiring the prior approval of the Central Government. Further, the company has not made any default in repayment of any of its debts or interest payable thereon.

**A statement as per Schedule V of the Companies Act 2013:-**

I. General information:	
(1) Nature of industry	Trading activity in wearing apparel & silver ornaments and manufacturing of wearing apparel
(2) Date or expected date of commencement of commercial production	Trading activities already started from the date of incorporation & manufacturing started after adding the object clause in MOA on 08.05.2023
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
(4) Financial performance based on given indicators	Performance for the Year 2024-25 <ul style="list-style-type: none"> <li>Gross Revenue: Rs 3,435.86 Lacs</li> <li>Profit After Tax: Rs 163.18 Lacs</li> <li>EPS: 19.77</li> </ul>
(5) Foreign investments or collaborations, if any.	Not Applicable
II. Information about the appointee:	
(1) Background details	All KMP are well qualified to handle all financial, technical & marketing matter
(2) Past remuneration	Not Applicable
(3) Recognition or awards	Not Applicable
(4) Job profile and his suitability	Managing Director/Whole time Director
(5) Remuneration proposed	Rs. 100 Lacs p.a. As mentioned in the resolution stated above
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be	Considering the responsibility procured by them of the enhanced business activities of the Company proposed remuneration is commensurate with Industry Standards and

with respect to the country of his origin)	Board level positions held in similar sized and similarly positioned businesses.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.	Already director & member of the company
III. Other information:	
(1) Reasons of loss or inadequate profits	Not Applicable
(2) Steps taken or proposed to be taken for improvement	Improving the scale of marketing, designing & product quality
(3) Expected increase in productivity and profits in measurable terms	It will be 2 times of the previous year

Accordingly, the Board recommends the resolution as set out in Item No. 7 of this Notice for approval of the members of the Company as a Special Resolution for payment of such managerial remuneration beyond the prescribed limits, while continuing to comply with the eligibility conditions laid down in the amended Schedule V. Managing Director, Whole Time Director and their relatives, none of the other Directors or Key Managerial Personnel or their relatives is concerned or interested in the Resolution as set out at Item No. 7 of the Notice.

**Item No. 8: Approval for increase in overall borrowing limits of the company as per section 180 (1) (c) of the companies act, 2013**

The Company is making efforts to make the Company's position in terms of profit and overall growth strong by taking various steps, and therefore, in order to meet the fund requirement of the Company for long term, the Company may require to borrow from time to time and the existing approved limit may likely to be insufficient in near future and it is therefore, recommended to enhance the borrowing limits of the Company up to Rs. 20 Crores (Rupees Twenty Crores Only).

As per Section 180(1)(c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid-up capital of the company and its free reserve requires approval from the shareholders of the Company.

The Members had previously approved a limit of Rs. 5 Crores (Rupees Five Crores) through a resolution passed on December 30, 2022. It is now proposed to seek fresh approval from the Members, by way of an enabling resolution, to enhance the limit to Rs. 20 Crores (Rupees Twenty Crores Only) over and above the aggregate of the free reserves and securities premium account of the Company at any given point in time, for taking loans.

Accordingly, the Board recommends the resolution as set out in Item No. 8 of this Notice for approval of the members of the Company as a Special Resolution. None of the Directors or Key Managerial Personnel or their relatives is concerned or interested in the Resolution as set out at Item No. 8 of the Notice.

**Item No. 9: Approval for creation of mortgage or charge on the assets, properties or undertaking(s) of the company as per section 180(1)(a) of the companies act, 2013**

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013, the following powers can be exercised by the Board of Directors with the consent of the company by a Special Resolution:

- To pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company.

The Board is of the view that the in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may be further

required to borrow money, either secured or unsecured, from the banks/financial institutions/other body corporate, from time to time, and to pledge, mortgage, hypothecate and/or charge any or all of the movable and immovable properties of the Company and/or whole or part of the undertaking of the Company.

The Board of Directors of the Company proposes to increase the limits to secure such borrowings by pledging, mortgaging, hypothecating the movable or immovable properties of the Company amounting up to Rs. 20 Crores (Rupees Twenty Crores Only) under Sections 180(1)(a) of the Companies Act, 2013, to enable the Board of Directors to create charge on the assets over the Company under the Companies Act, 2013.

Accordingly, the Board recommends the resolution as set out in Item No. 9 of this Notice for approval of the members of the Company as a Special Resolution. None of the Directors or Key Managerial Personnel or their relatives is concerned or interested in the Resolution as set out at Item No. 9 of the Notice.

**Item No. 10: Approval for threshold of loans/ guarantees, providing of securities and making of investments in securities under section 186 of the companies act, 2013**

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: - (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent 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. Pursuant to the provisions of Section 186(3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the "Act", prior approval by means of a Special Resolution passed at a General Meeting is necessary.

In terms of Rule No. 11(1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or guarantee is given or security has been provided by a company to its wholly owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly owned subsidiary, the requirement of Section 186(3) of the 'Act' shall not apply, however it will be included for the purpose of overall limit. In the normal course of business, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186(2) of the 'Act'.

It is now proposed to seek approval from the Members, by way of an enabling resolution, to approve the limit of Rs. 20 Crores (Rupees Twenty Crores) over and above the aggregate of the free reserves and securities premium account of the Company at any given point in time, for providing loans, giving guarantees, and making investments.

Accordingly, the Board recommends the resolution as set out in Item No. 10 of this Notice for approval of the members of the Company as a Special Resolution. None of the Directors or Key Managerial Personnel or their relatives is concerned or interested in the Resolution as set out at Item No. 10 of the Notice.

**Registered Office :**

611, 6th Floor, Jaina Tower II, Distt  
Center, Janak Puri, New Delhi 110058

**By Order of the Board**

**Avax Apparels And Ornaments Limited**

**SD/-**

**Shruti Jain**

**Company Secretary and Compliance Officer**

**M. No.: A52018**

Place : Delhi

Date : 01.08.2025