



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 2ND EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 2ND EXTRA-ORDINARY GENERAL MEETING ("EGM") 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 MONDAY, THE 12TH DAY OF JANUARY 2026 AT 03:30 PM IST TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

SPECIAL BUSINESS

1. To appoint Ms. Shruti Shri Agnihotri (DIN-11323825) 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 a Special Resolution:

"RESOLVED THAT pursuant to Section 149, 150, 152 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, , based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Shruti Shri Agnihotri (DIN-11323825) 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. 15th day of October 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. 15th day of October 2025 to 14th day of October 2030.

RESOLVED FURTHER THAT the Board, after considering the profile, qualifications, experience, and expertise of Ms. Shruti Shri Agnihotri (DIN-11323825), 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 forms and return of appointment with the Registrar of Companies, and BSE (Stock Exchange)."

2. To approve the appointment and remuneration payable to Mr. Deepak Kumar (DIN-08267845) 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 Section 149, 152 of the Companies Act, 2013 read with 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, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Deepak Kumar (DIN-08267845) who was appointed as an Additional Director in the category of Executive Director on the Board of Directors of the Company w.e.f. 15th day of October 2025 up to the

ensuing Annual General Meeting, be and is hereby regularized as Executive Director of the Company, liable to retire by rotation.

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, , based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded to the appointment of Mr. Deepak Kumar (DIN-08267845), as a Whole Time Director of the Company, for a period of three years with effect from October 15, 2025 to October 14, 2028.

RESOLVED FURTHER THAT based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded for fixing the terms of remuneration payable to Mr. Deepak Kumar (DIN-08267845) 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 Directors/Nomination and Remuneration Committee and Board of Directors in its meeting held on 15th day of October 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. Deepak Kumar (DIN-08267845) 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, 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 forms and return of appointment with the Registrar of Companies, and BSE (Stock Exchange)."

3. Increase of the Authorized Share Capital of the Company and consequential amendment in the Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or reenactment thereof) and the Rules framed thereunder and the Companies (Share Capital and Debentures) Rules, 2014, the consent of the members be and is hereby accorded for increase in the authorized share capital of the Company from existing Rs 2,00,00,000/- (Rupees Two Crore only) divided into 20,00,000 (Twenty Lakhs only) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 5,00,00,000/- (Rupees Five Crore only) divided into 50,00,000 (Fifty Lakhs only) equity shares of Rs. 10/- (Rupees Ten only) each by creation of additional Rs. 3,00,00,000/- (Rupees Three Crores Only) divided into 30,00,000 (Thirty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, the consent of the members be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following:

V. The Authorized Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crore only) divided into 50,00,000 (Fifty Lakhs only) equity shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT Any of the Director & Key Managerial Personal of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution.”

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: 15/12/2025

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, Circular No. 09/2024 dated 19th September 2024; Circular No. 03/2025 dated 22nd September 2025 and any amendments/modifications thereof issued by MCA 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 2nd Extra-Ordinary General Meeting ("EGM") 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 EGM shall be the Registered Office of the Company. Hence, the Members can attend and participate at the ensuing EGM 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 and any amendments/modifications thereof issued by MCA the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. 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 EGM 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, Attendance Slip and route map 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 EGM 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 with a copy marked to secretarial@avaxapparels.com.
6. The attendance of the Members attending the EGM 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 EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM 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 EGM 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 EGM has been uploaded on the website of the Company at www.avaxapparels.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The EGM 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 EGM) i.e. 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. 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 EGM. Members seeking to inspect such documents can send an email to secretarial@avaxapparels.com.
11. The businesses set out in the Notice of this EGM 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 EGM.
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 EGM.
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 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. 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.
20. The remote e-Voting will commence on Friday, 09th January 2026 (09:00 AM IST) and will end on Sunday, 11th January 2026 (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. Monday, 05th January 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 05th January 2026. 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.
21. 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. Monday, 05th January 2026, may obtain the login ID and password by sending a request at the helpdesk helpdesk.evoting@cdslindia.com.
22. Once the votes on the Resolution are casted by the Member, the Member shall not be allowed to change these subsequently.
23. The resolutions shall be deemed to be passed on the date of Extra-Ordinary General Meeting of the Company, subject to receipt of sufficient votes.
24. 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.
25. A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.
26. 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. Monday, 05th January 2026 only shall be entitled to avail the facility of remote e- voting or for participation at the EGM and e-voting thereat.
27. 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 EGM and shall also be communicated to the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
- 28. 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 Friday, 09th January 2026 (09:00 AM IST) and will end on Sunday, 11th January 2026 (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 Monday, 05th January 2026 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 CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.

	<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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<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: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name 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 & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name 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</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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 & 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>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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 : 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.
- 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> 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.
Dividend Bank Details OR 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"> 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.

- (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 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.
 - 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, 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 EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM 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 EGM.
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. The shareholders who do not wish to speak during the EGM 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. 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 EGM 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 EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM 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 EGM & e-Voting from the CDSL e-Voting System, you can write an email to 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 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: 15.12.2025



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. 1: To appoint Ms. Shruti Shri Agnihotri (DIN-11323825) as a Non-Executive Independent Director of the Company

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee appointed Ms. Shruti Shri Agnihotri (DIN-11323825), as an Additional Director in the category of Non-Executive Independent Director with effect from October 15, 2025 and pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, she holds office of Additional Director up to the date of upcoming 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 2nd Extra-Ordinary 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, Ms. Shruti Shri Agnihotri (DIN-11323825) has confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any other authority. Further, she has also confirmed that she 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.

Ms. Shruti Shri Agnihotri (DIN-11323825) does not hold by herself or through her relatives any shares in the Company. Ms. Shruti Shri Agnihotri has given a declaration that she 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 Ms. Shruti Shri Agnihotri (DIN-11323825) is as under:

Particulars	Ms. Shruti Shri Agnihotri
Age	35 Years
Qualifications	CS, B.Com, LL.B
Experience (including expertise in specific functional area)/Brief Resume	CS Shruti Shri Agnihotri is a qualified Company Secretary and holds degrees in Commerce and Law (B.Com, LL.B). She brings over 9 years of diverse experience across reputed organizations, with expertise in Registrar & Transfer Agent (RTA) operations, merchant banking, and core secretarial compliance. Over the course of her career, she has built strong capabilities in corporate governance, regulatory compliance, and legal advisory, establishing herself as a versatile professional with a robust foundation in corporate law and secretarial practices. Guided by strong professional ethics and governance principles, she offers strategic insight, regulatory acumen, and integrity, positioning her to contribute effectively to board deliberations and organizational growth
Terms & Conditions	not be liable to retire by rotation
Remuneration last drawn (including sitting	Nil

fees, if any)	
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	15/10/2025
Shareholding in the Company as on 15/10/2025	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 15/10/2025	NA
Membership / Chairmanship of Committees of other Boards as on 15/10/2025	NA

Accordingly, the Board recommends the resolution as set out in Item No. 1 of this Notice for approval of the members of the Company as a Special Resolution. Except Ms. Shruti Shri Agnihotri and her 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. 1 of the Notice.

Item No. 2: To approve the appointment and remuneration payable to Mr. Deepak Kumar (DIN-08267845) as a Whole Time Director of the Company

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee appointed Mr. Deepak Kumar (DIN-08267845), as an Additional Director in the category of Executive Director with effect from October 15, 2025 and pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, he holds office of Additional Director up to the date of upcoming Annual General Meeting ("AGM") of the Company, who shall be liable to retire by rotation.

On the basis of the recommendation of the Nomination & Remuneration Committee, the Board of Director in its meeting held on October 15, 2025 decided to (subject to the approval of the Members) to appoint Mr. Deepak Kumar (DIN-08267845), as a Whole Time Director of the Company for a period of Three years with effect from October 15, 2025 to October 14, 2028.

Accordingly, approval of the Members of the Company is sought in terms of Section 149, 152, 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. Deepak Kumar
DIN	08267845
Date of Birth	18-08-1987
Age	38 years
Qualifications	Post Graduate
Experience (including expertise in specific functional area)/Brief Resume	Mr. Deepak Kumar is a highly experienced finance professional with a Master of Commerce (M.Com) from Punjab University, Ludhiana, and having 10 years of experience including as an Assistant Manager at the Securities and Exchange Board of India (SEBI). During his

	tenure, he developed deep expertise in regulatory compliance, capital market supervision, policy implementation, and financial governance. His strong academic background and practical experience make him well-versed in the operations and oversight of India's financial and securities markets.
Terms & Conditions	Liable to retire by rotation
Remuneration last drawn in FY 2024-25 (including sitting fees, if any)	6.76 Lacs p.a.
Remuneration proposed to be paid	Upto Rs 30,00,000/- Per annum
Date of first appointment on the Board	15.10.2025
Shareholding in the Company as on 15.10.2025	Nil
Relationship with other Directors/Key Managerial Personnel	Spouse of Ms. Deepika Garg (Whole Time Director of the Company)
Number of meetings of the Board attended during the FY 2024-25	N.A.
Directorships of other Boards	1. Avax Industries Private Limited
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"> Gross Revenue: Rs 3,435.86 Lacs Profit After Tax: Rs 163.18 Lacs EPS: 19.77
(5) Foreign investments or collaborations, if any.	Not Applicable
II. Information about the appointee:	
(1) Background details	Mr. Deepak Kumar is a highly experienced finance professional with a Master of Commerce (M.Com) from Punjab University, Ludhiana, and having 10 years of experience including as an Assistant Manager at the Securities and Exchange Board of India (SEBI).
(2) Past remuneration	6.76 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, finance management and marketing.
(5) Remuneration proposed	Up to 30 Lacs p.a. As mentioned in the resolution stated above
(6) Comparative remuneration profile with respect to industry, size of the company,	Considering the responsibility procured by him of the enhanced business activities of the

profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	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.	Spouse of Ms. Deepika Garg (Whole Time Director 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 & 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. 2 of this Notice for approval of the members of the Company as a Special Resolution. Except Mr. Deepak 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. 2 of the Notice.

Item No. 3: Increase of the Authorized Share Capital of the Company and consequential amendment in the Memorandum of Association of the Company

Presently, the Authorised Share Capital of the Company is Rs 2,00,00,000/- (Rupees Two Crore only) divided into 20,00,000 (Twenty Lakhs only) equity shares of Rs. 10/- (Rupees Ten only) each. In order to facilitate the future requirements and expansion of the Company, it is proposed to increase the Authorized Share Capital to Rs. 5,00,00,000/- (Rupees Five Crore only) divided into 50,00,000 (Fifty Lakhs only) equity shares of Rs. 10/- (Rupees Ten only) each.

The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approval in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays, and Public holidays).

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 3 of this Notice. 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 set out at Item No. 3 of this Notice except to the extent of their shareholding in 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 : 15.12.2025