

NOTICE OF THE 11th (Eleventh) ANNUAL GENERAL MEETING (AGM)

Notice is hereby given that the **11th (Eleventh)** Annual General Meeting (AGM) of the Members of **Axita Cotton Limited** will be held on **Saturday, September 30, 2024** at **02:00 P.M.** through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following businesses:

The venue of the meeting shall be deemed to be the Registered Office of the Company at Servey No. 324 357 358 Kadi Thol Road Borisana, Mahesana, Kadi -382715

ORDINARY BUSINESSES:

1. ADOPTION OF FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and the Reports of the Auditors thereon by passing the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2024 and the Reports of the Board of Directors and the Reports of the Auditors thereon be and are hereby received, considered and adopted.”

2. DECLARATION OF FINAL DIVIDEND:

To declare Final Dividend on equity shares for the financial year ended on March 31, 2024 and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** a Final dividend of Rs. 0.10/- per Equity Shares of Rs. 1 each fully paid-up of the Company as recommended by the Board of Directors, be and is hereby declared out of the profits of the Company for the Financial Year ended on March 31, 2024.”

3. APPOINTMENT OF MR. KUSHAL NITINBHAI PATEL (DIN: 06626639) AS DIRECTOR LIABLE TO RETIRE BY ROTATION:

To appoint a Director in place of Mr. Kushal Nitinbhai Patel (DIN: 06626639), who retires by rotation and being eligible, offers himself for re-appointment.

To the extent that Mr. Kushal Nitinbhai Patel (DIN: 06626639) is required to retire by rotation he would need to be re-appointed as such. Therefore, shareholders are requested to consider and if thought fit to pass the following resolution with or without modification(s) as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act 2013 the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Kushal Nitinbhai Patel (DIN: 06626639) as such to the extent that he is required to retire by rotation.”

4. TO RE-APPOINT M/S. MISTRY & SHAH LLP, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. W100683) AS STATUTORY AUDITORS OF THE COMPANY:

To re appoint M/s. Mistry & Shah LLP, Chartered Accountants (Firm Registration No. W100683) as Statutory Auditors of the Company to hold office from the conclusion of the 11th Annual General Meeting to the conclusion of the 16th Annual General Meeting and to authorize Board of Directors to fix their remuneration

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

“**RESOLVED THAT**, in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013, M/s. Mistry & Shah LLP, Chartered Accountants (Firm Registration No. W100683), be and are hereby re-appointed as the Auditors of the Company from the conclusion of this Meeting to hold such office for a period of four years till the conclusion of the 16th Annual General Meeting at a remuneration as decided by for the financial year 2028-2029, payable in one or more instalments, plus goods and services tax as applicable and reimbursement of out-of-pocket expenses incurred.”

SPECIAL BUSINESSES:

5. TO RATIFY THE REMUNERATION OF THE COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2024-2025:

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

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded to ratify the remuneration of Rs. 35,000 (Rupees Thirty five thousand) plus applicable taxes thereon, besides reimbursement of out of pocket expenses on actuals incurred in connection therewith, payable to Ms. Reena K. Patadiya (ACMA and M.Com.) a Proprietor of Proprietorship firm M/s. Reena Patadiya & Co. (PAN BJFPP1420A and Firm Registration No. 004346), appointed by the Board of Directors as Cost Auditors of the Company, based on recommendations of Audit Committee, to conduct the audit of the applicable cost records of the Company for the Financial Year 2024-2025.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

6. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH KPR SPORTS & MEDIA PRIVATE LIMITED:

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 Regulation 2(1)(zb), 2(1)(zc), 23 and other applicable regulations if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“**SEBI Listing Regulations**”), Section 2(76) and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Article of Association of the Company and the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and as approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company for entering into the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s)/ loan transaction(s)/ Sale or purchase of goods or material/availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with **KPR Sports & Media Private Limited**, a subsidiary Company and a related party within the meaning of Section 2(76) of the Companies Act 2013, as mentioned in detail in Explanatory Statement annexed herewith notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Company thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution without required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

7. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH NG ORGANICS PRIVATE LIMITED:

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 Regulation 2(1)(zb), 2(1)(zc), 23 and other applicable regulations if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“**SEBI Listing Regulations**”), Section 2(76) and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Article of Association of the Company and the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and as approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company for entering into the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s)/ loan transaction(s)/ Sale or purchase of goods or material/availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with **NG Organics Private Limited**, a related party within the meaning of Section 2(76) of the Companies Act 2013, as mentioned in detail in Explanatory Statement annexed herewith notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee of the Company thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution without required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

8. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH AKPR INFRASTRUCTURE PRIVATE LIMITED:

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 Regulation 2(1)(zb), 2(1)(zc), 23 and other applicable regulations if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“**SEBI Listing Regulations**”), Section 2(76) and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Article of Association of the Company and the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and as approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company for entering into the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s)/ loan transaction(s)/ Sale or purchase of goods or material/availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with **AKPR Infrastructure Private Limited**, a related party within the meaning of Section 2(76) of the Companies Act 2013, as mentioned in detail in Explanatory Statement annexed herewith notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee of the Company thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution without required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

9. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH AXITA GREEN HYDROGEN PRIVATE LIMITED:

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 Regulation 2(1)(zb), 2(1)(zc), 23 and other applicable regulations if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (**“SEBI Listing Regulations”**), Section 2(76) and other applicable provisions of the Companies Act, 2013 (**“Act”**) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Article of Association of the Company and the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and as approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company for entering into the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s)/ loan transaction(s)/ Sale or purchase of goods or material/availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with **Axita Green Hydrogen Private Limited**, a related party within the meaning of Section 2(76) of the Companies Act 2013, as mentioned in detail in Explanatory Statement annexed herewith notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee of the Company thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution without required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

10. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH WHITEWING SOFTWARE PRIVATE LIMITED:

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 Regulation 2(1)(zb), 2(1)(zc), 23 and other applicable regulations if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (**“SEBI Listing Regulations”**), Section 2(76) and other applicable provisions of the Companies Act, 2013 (**“Act”**) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time

being in force) and in accordance with the provisions of the Memorandum and Article of Association of the Company and the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and as approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company for entering into the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s)/ loan transaction(s)/ Sale or purchase of goods or material/availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with **Whitewing Software Private Limited**, a related party within the meaning of Section 2(76) of the Companies Act 2013, as mentioned in detail in Explanatory Statement annexed herewith notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "**Board**") which term shall be deemed to include the Audit Committee of the Company thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution without required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

Registered office:
Survey No. 324 357 358, Kadi Thol Road,
Borisana Kadi, Mahesana - 382715 Gujarat,
India

Date: September 05, 2024
Place: Kadi, Mahesana

For and on behalf of Board of Directors
Axita Cotton Limited
CIN: L17200GJ2013PLC076059

Nitinbhai Govindbhai Patel
Chairman and Managing Director
DIN: 06626646

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 4:

TO RE-APPOINT M/S. MISTRY & SHAH LLP, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. W100683) AS STATUTORY AUDITORS OF THE COMPANY: ORDINARY RESOLUTION

During the financial year 2019-2020, M/s Mistry & Shah, Chartered Accountants, Ahmedabad a partnership firm (FRN: 122702W) was appointed as the Statutory Auditors of the Company to fill the casual vacancy due to the resignation of M/s. Manish Dave & Co., Chartered Accountants, Ahmedabad.

Their appointment was duly approved by the shareholders at the Extra Ordinary General Meeting held on Friday, April 12, 2019.

As M/s Mistry & Shah, Chartered Accountants, Ahmedabad a partnership firm (FRN: 122702W) appointment was to fill the casual vacancy their tenure of appointment comes to an end with the Sixth (6th) Annual General Meeting. They being eligible in terms of the provisions of Section 139, 141, 142, 143 of the Companies Act, 2013, read with the Companies (Audit and Auditors) rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have given their consent and the eligibility letter, dated August 16, 2019, to be the Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the provisions of Sections 139, 141, 142, 143 & other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, the Board of Directors of the Company, based on the recommendations of the Audit Committee, the Members at the Sixth (6th) Annual General Meeting (“AGM”) of the Company held on September 27, 2019, had approved appointment of M/s Mistry & Shah, Chartered Accountants, Ahmedabad a partnership firm (FRN: 122702W), as the Statutory Auditors of the Company to hold office for the five (5) consecutive years from the conclusion of the Sixth (6th) AGM till the conclusion of the Eleventh (11th) AGM of the Company to be held in the year 2024. Later to the year 2019, M/s Mistry & Shah, Chartered Accountants, Ahmedabad a partnership firm (FRN: 122702W) was converted to Limited Liability Partnership Firm (“LLP”) vide certificate of Incorporation on April 29, 2020 and name was amended to M/s Mistry & Shah. LLP, Chartered Accountants (Firm Registration No. 122702W / W100683).

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company (“Board”) has, based on the recommendation of the Audit Committee, in its meeting held on September 05, 2024 proposed the reappointment of M/s Mistry & Shah. LLP, Chartered Accountants (Firm Registration No. 122702W/W100683), as the Statutory Auditors of the Company, for the second (2nd) consecutive term of Four (4) years from the conclusion of this of the Eleventh (11th) AGM till the conclusion of Sixteenth (16th) AGM of the Company to be held in the year 2029, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

M/s Mistry & Shah LLP, Chartered Accountants (Firm Registration No. 122702W/W100683) have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder. The Board, in consultation with the Audit Committee shall approve revisions in the remuneration of the Statutory Auditors for the remaining part of the tenure. Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

Additional information about the Statutory Auditors pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided below: -

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| a Name of the Statutory Auditor & Firm Registration Number (FRN) | M/s Mistry & Shah. LLP (LLPIN: AAS-3892), Chartered Accountants, (Firm Registration No. 122702W / W100683) |
| b Reason for change viz. Appointment or Resignation or Re-appointment or Death or otherwise and Basis of recommendation for Re-Appointment | The Board of Directors and the Audit Committee, at their respective meetings held on <i>September 05, 2024</i> , have considered various parameters like capability to serve a widespread business landscape as that of the Company, audit experience across the industries, market standing of the firm, clientele served, technical knowledge, governance standards, etc., and found M/s Mistry & Shah. LLP, Chartered Accountants (Firm Registration No. 122702W / W100683), suitable for this re-appointment and accordingly, recommended the same. |
| c Date of Appointment / Reappointment / Cessation (as applicable) & Term of Appointment / Reappointment; | Re-appointment as Statutory Auditors of the Company. The term of the current Statutory Auditors M/s Mistry & Shah. LLP (LLPIN: AAS-3892), Chartered Accountants, (Firm Registration No. 122702W / W100683) is expiring at the conclusion of the ensuing 11 th Annual General Meeting. Therefore, it is proposed to re-appointment as Statutory Auditors of the Company, if approved, the term will be of Four (4) years from the conclusion of the 11 th Annual General Meeting till the conclusion of the 16 th Annual General Meeting of the Company. |
| d Brief Profile (in case of Appointment); | M/s Mistry & Shah. LLP (LLPIN: AAS-3892), Chartered Accountants, (Firm Registration No. 122702W / W100683) has over 20 years standing with multi industry and multi-disciplinary experience. The firm operates through an office in Ahmedabad (Gujarat) and a branch in Mansa (Gujarat). They have clients across industries in India as well as overseas. Website: www.mistryandshah.com |
| e Proposed fees payable to the Statutory Auditor(s): | Rs. 6,00,000 (plus taxes) which includes annual certification charges but excludes out-of-pocket expenses & tax audit fees. Fees will be generally billed in a manner consistent with the progress of audit / engagements. |
| f In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change: | Not Applicable |
| g Disclosure of relationships between Directors (in case of appointment of a director). | Not Applicable |

The Board of Directors of the Company at its Meeting held on **Thursday, September 05, 2024** recommends the resolution set out *item no. 4* of the Notice for your approval as an *Ordinary Resolutions*.

None of the Directors and Key Managerial Personnel of the Company or their relatives may deemed to be concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their shareholding in the Company, if any.

ITEM NO. 5:
TO RATIFY THE REMUNERATION OF THE COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2024-2025:

Pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded to ratify the remuneration of Rs. 35,000 (Rupees Thirty five thousand) plus applicable taxes thereon, besides reimbursement of out of pocket expenses on actuals incurred in connection therewith, payable to Ms. Reena K. Patadiya (ACMA and M.Com.) a Proprietor of Proprietorship firm M/s. Reena Patadiya & Co. (PAN BJFPP1420A and Firm Registration No. 004346), appointed by the Board of Directors as Cost Auditors of the Company, based on recommendations of Audit Committee, to conduct the audit of the applicable cost records of the Company for the Financial Year 2024-2025.

The Proprietorship firm, have confirmed that they hold a valid certificate of practice under Section 6(1) of the Cost and Works Accountants Act, 1959.

Additional information about the Statutory Auditors pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided below: -

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|---|---|
| a Name of the Cost Auditor & Firm Registration Number (FRN) | M/s. Reena Patadiya & Co., Cost Accountants, (Firm Registration No. 004346) |
| b Reason for change viz. Appointment or Resignation or Re-appointment or Death or other wise | The Board of Directors and the Audit Committee, at their respective meetings held on <i>September 05, 2024</i> , have considered various parameters like capability to serve a widespread business landscape as that of the Company, audit experience across the industries, market standing of the firm, clientele served, technical knowledge, governance standards, etc., and found M/s. Reena Patadiya & Co., Cost Accountants, (Firm Registration No. 004346), suitable for this re-appointment and accordingly, recommended the same. |
| c Date of Appointment / Reappointment / Cessation (as applicable) & term of Appointment / Reappointment; | Appointment as a Cost Auditors of the Company. The term of the current Statutory Auditors M/s. Reena Patadiya & Co., Cost Accountants, (Firm Registration No. 004346), if approved, the term will be of for Financial Year 2024-2025. |
| d Brief Profile (in case of Appointment); | The Proprietorship firm was established in the year 2012 by the Proprietorship Ms. Reena Kantilal Patadiya, and the Firm is engaged in providing various compliance & consulting services since 2012. It provide services in the field of Cost Audit & Cost Compliance, Cost Implementation , Internal Controls Structure Set-Up, Direct and Indirect Taxes, Internal and Statutory Audit, Corporate and Allied Laws Consultancy, Management consultancy Services. |
| e Proposed fees payable to the Statutory Auditor(s): | Rs. 35,000/- (plus taxes) which includes annual certification charges but excludes out-of-pocket expenses & tax audit fees. Fees will be generally billed in a manner consistent with the progress of audit / engagements. |
| f In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change: | Not Applicable |
| g Disclosure of relationships between Directors (in case of appointment of a director). | Not Applicable |

The Board of Directors of the Company at its Meeting held on **Thursday, September 05, 2024** recommends the resolution set out *item no. 5* of the Notice for your approval as an *Ordinary Resolutions*.

None of the Directors and Key Managerial Personnel of the Company or their relatives may deemed to be concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their shareholding in the Company, if any.

ITEM NO. 6 to 10:

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS: ORDINARY RESOLUTIONS

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee, even if such transactions are in the ordinary course of business of the concerned Company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

In the financial year 2024-2025, the Company, propose to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company, either directly or along with its subsidiary(ies). All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transactions shall be on arms' length basis and in the ordinary course of business of the Company.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is provided herein below:

ANNEXURE TO THE EXPLANATORY STATEMENT:

Resolution No: 6 & 7

| Sl. | Particulars | Details of contracts / arrangements / transactions | |
|-----|--|--|--|
| 1. | Name of Related Parties | KPR Sports & Media Private Limited | NG Organics Private Limited |
| 2. | Name of the Director or KMP who is related | None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise in the <i>Item No. 6</i> of the Notice, except Mr. Kushal Nitinbhai Patel, Mr. Nitinbhai Govindbhai Patel are deemed to be concerned or interested in the transaction entered between this Company with <i>KPR Sports & Media Private Limited</i> (" <i>KPR</i> ") being common directorship. | None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise in the <i>Item No. 7</i> of the Notice, except Mr. Kushal Nitinbhai Patel, Mr. Nitinbhai Govindbhai Patel are deemed to be concerned or interested in the transaction entered between this Company with <i>NG Organics Private Limited</i> being common directorship. |

| Sl. | Particulars | Details of contracts / arrangements / transactions | |
|-----|--|---|--|
| 3. | Nature of relationship with the Company including nature of its concern or interest (financial or otherwise) | <p>KPR Sports & Media Private Limited is an entity over which controlling Axita Cotton Limited or KMP(s) has control or significant influence.</p> <p>KPR Sports & Media Private Limited is a subsidiary of Axita Cotton Limited. Hence, KPR Sports & Media Private Limited and Axita Cotton Limited are related parties.</p> | <p>Mr. Kushal Nitinbhai Patel is Promoter & Managing Director of Axita Cotton Limited and Promoter & Director NG Organics Private Limited Mr. Kushal Nitinbhai Patel holds 60162965 number of Equity Shares in Axita Cotton Limited and holds 525000 number of Equity Shares in NG Organics Private Limited</p> <p>Mr. Nitinbhai Govindbhai Patel is Promoter & Chairman Cum Managing Director of Axita Cotton Limited and Promoter & Director of NG Organics Private Limited. Mr. Nitinbhai Govindbhai Patel holds 90546572 number (Majority Stake) of Equity Shares in Axita Cotton Limited and holds 525000 number of Equity Shares in NG Organics Private Limited.</p> |
| 4. | Monetary Value | <p>The Company estimates that monetary value of transactions subject to a maximum of <i>Rs. 10 Crore p.a.</i> through contracts / arrangements for the period of 3 Financial Years i.e. FY 2024-25 to FY 2026-27</p> <p>The interest on the outstanding cumulative loan / debt securities will be charged in compliance with the provisions of the Companies Act, 2013.</p> | <p>The Company estimates that monetary value of transactions subject to a maximum of <i>Rs. 50 Crore p.a.</i> through contracts / arrangements for the period of 3 Financial Years i.e. FY 2024-25 to FY 2026-27</p> <p>The interest on the outstanding cumulative loan / debt securities will be charged in compliance with the provisions of the Companies Act, 2013.</p> |
| 5. | Nature materials terms and particulars of the Contracts/ arrangements | The Company proposes to enter into such Transaction(s)/Contract(s)/Arrangement(s)/ Agreement(s)/ loan transaction(s)/ Sale or purchase of goods or material/availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se. | |
| 6. | Any advance paid or received for the contracts/arrangements | As per industry norms, customs and usages. | |
| 7. | Tenure of contracts / arrangement | The above arrangements are continuing business transactions. Approval of the Board is being sought for transactions during the Three (3) Financial years (i.e. from 2024-25 till Financial Year 2026-27) | |
| 8. | The percentage of the Axita Cotton Limited's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction | 0.00% of 1104.39 Cr. the total annual turnover of Company for the financial year 2023-2024. | 0.00% of 1104.39 Cr. the total annual turnover of Company for the financial year 2023-2024. |
| 9. | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given | Not Applicable | |

| Sl. | Particulars | Details of contracts / arrangements / transactions |
|-----|---|---|
| | by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: nature of indebtedness, cost of funds and tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT. | |
| 10. | Justification as to why the RPTs are in the interest of the listed entity | The proposed RPTs: <ol style="list-style-type: none"> will ensure uninterrupted supply of quality Goods/material from the Company which will cater to the specific requirements of customers based on their evaluation of the raw material; are in the business interest of the Company due to cost-effectiveness, close proximity of raw material, quality and just in time sourcing needs; The proposed transactions will aid the growth of the Company's business. |
| 11. | A copy of the valuation or other external party report, if any such report has been relied upon; | Not applicable as the transactions do not contemplate any valuation. |
| 12. | A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered e-mail address of the shareholders; | Not applicable |
| 13. | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis | Not applicable |
| 14. | Any other information relevant or important for the members to take a decision on the proposed resolution | The terms and conditions, including pricing are determined based on industry peer comparison. Factors such as timeliness and quality, delivery lead time, quantity, etc. are also considered before deciding on the procurement. Compliance with arm's length principles is ensured based on the applicable transfer pricing regulations. |

Resolution No: 8 & 9

| Sl. | Particulars | Details of contracts / arrangements / transactions | |
|-----|--|---|---|
| 1. | Name of Related Parties | AKPR Infrastructure Private Limited | Axita Green Hydrogen Private Limited |
| 2. | Name of the Director or KMP who is related | None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise in the <i>Item No. 8</i> of the Notice, except Mr. Kushal Nitinbhai Patel, Mr. Nitinbhai Govindbhai Patel are deemed to be concerned or interested in the transaction entered between this Company with AKPR Infrastructure Private Limited (" AKPR ") being common directorship. | None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise in the <i>Item No. 9</i> of the Notice, except Mr. Kushal Nitinbhai Patel, Mr. Nitinbhai Govindbhai Patel are deemed to be concerned or interested in the transaction entered between this Company with Axita Green Hydrogen Private Limited being common directorship. |
| 3. | Nature of relationship [including nature of its interest (financial or otherwise)] | Mr. Kushal Nitinbhai Patel is Promoter & Managing Director of Axita Cotton Limited and Promoter & Director AKPR Infrastructure Private Limited . Mr. Kushal Nitinbhai Patel holds 60162965 number of Equity Shares in Axita Cotton Limited and holds 5000 number of Equity Shares in AKPR Infrastructure Private Limited . Mr. Nitinbhai Govindbhai Patel is Promoter & Chairman cum Managing Director of Axita Cotton Limited and Promoter & Director of AKPR Infrastructure Private Limited . Mr. Nitinbhai Govindbhai Patel holds 90546572 number (Majority Stake) of Equity Shares in Axita Cotton Limited and holds 5000 number of Equity Shares in AKPR Infrastructure Private Limited | Mr. Kushal Nitinbhai Patel is Promoter & Managing Director of Axita Cotton Limited and Promoter & Director Axita Green Hydrogen Private Limited . Mr. Kushal Nitinbhai Patel holds 60162965 number of Equity Shares in Axita Cotton Limited and holds 5000 number of Equity Shares in Axita Green Hydrogen Private Limited Mr. Nitinbhai Govindbhai Patel is Promoter & Chairman Cum Managing Director of Axita Cotton Limited and Promoter & Director of Axita Green Hydrogen Private Limited . Mr. Nitinbhai Govindbhai Patel holds 90546572 number (Majority Stake) of Equity Shares in Axita Cotton Limited and holds 5000 number of Equity Shares in Axita Green Hydrogen Private Limited . |
| 4. | Monetary Value | The Company estimates that monetary value of transactions subject to a maximum of <i>Rs. 10 Crore p.a.</i> through contracts / arrangements for the period of 3 Financial Years i.e. FY 2024-25 to FY 2026-27 The interest on the outstanding cumulative loan / debt securities will be charged in compliance with the provisions of the Companies Act, 2013. | The Company estimates that monetary value of transactions subject to a maximum of <i>Rs. 10 Crore p.a.</i> through contracts / arrangements for the period of 3 Financial Years i.e. FY 2024-25 to FY 2026-27 The interest on the outstanding cumulative loan / debt securities will be charged in compliance with the provisions of the Companies Act, 2013. |
| 5. | Nature materials terms and particulars of the Contracts/ arrangements | The Company proposes to enter into such Transaction(s)/Contract(s)/Arrangement(s)/ Agreement(s)/ loan transaction(s)/ Sale or purchase of goods or material/availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se. | |

| Sl. | Particulars | Details of contracts / arrangements / transactions | |
|-----|---|---|---|
| 6. | Any advance paid or received for the contracts/arrangements | As per industry norms, customs and usages. | |
| 7. | Tenure of contracts / arrangement | The above arrangements are continuing business transactions. Approval of the Board is being sought for transactions during the Three (3) Financial years (i.e. from 2024-25 till Financial Year 2026-27) | |
| 8. | The percentage of the Axita Cotton Limited's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction | 0.00% of 1104.39 Cr. the total annual turnover of Company for the financial year 2023-2024. | 0.00% of 1104.39 Cr. the total annual turnover of Company for the financial year 2023-2024. |
| 9. | <p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i) details of the source of funds in connection with the proposed transaction;</p> <p>ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: nature of indebtedness, cost of funds and tenure;</p> <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p> | Not Applicable | |
| 10. | Justification as to why the RPTs are in the interest of the listed entity | <p>The proposed RPTs:</p> <ol style="list-style-type: none"> will ensure uninterrupted supply of quality Goods/material from the Company which will cater to the specific requirements of customers based on their evaluation of the raw material; are in the business interest of the Company due to cost-effectiveness, close proximity of raw material, quality and just in time sourcing needs; <p>The proposed transactions will aid the growth of the Company's business.</p> | |
| 11. | A copy of the valuation or other external party report, if any such report has been relied upon; | Not applicable as the transactions do not contemplate any valuation. | |
| 12. | A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered | Not applicable | |

| Sl. | Particulars | Details of contracts / arrangements / transactions |
|-----|--|---|
| | e-mail address of the shareholders; | |
| 13. | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis | Not applicable |
| 14. | Any other information relevant or important for the members to take a decision on the proposed resolution | The terms and conditions, including pricing are determined based on industry peer comparison. Factors such as timeliness and quality, delivery lead time, quantity, etc. are also considered before deciding on the procurement. Compliance with arm's length principles is ensured based on the applicable transfer pricing regulations. |

Resolution No: 10

| Sl. | Particulars | Details of contracts / arrangements / transactions |
|-----|--|--|
| 1. | Name of Related Parties | Whitewing Software Private Limited |
| 2. | Name of the Director or KMP who is related | None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise in the <i>Item No. 10</i> of the Notice, except Mr. Kushal Nitinbhai Patel, Mr. Nitinbhai Govindbhai Patel are deemed to be concerned or interested in the transaction entered between this Company with Whitewing Software Private Limited (" Whitewing ") being common Promoter. |
| 3. | Nature of relationship [including nature of its interest (financial or otherwise)] | Mr. Kushal Nitinbhai Patel is Promoter & Managing Director of Axita Cotton Limited and Promoter of Whitewing Software Private Limited . Mr. Kushal Nitinbhai Patel holds 60162965 number of Equity Shares in Axita Cotton Limited and holds 5000 number of Equity Shares in Whitewing Software Private Limited . Mr. Nitinbhai Govindbhai Patel is Promoter & Chairman cum Managing Director of Axita Cotton Limited and Promoter of Whitewing Software Private Limited . Mr. Nitinbhai Govindbhai Patel holds 90546572 number (Majority Stake) of Equity Shares in Axita Cotton Limited and holds 5000 number of Equity Shares in Whitewing Software Private Limited |
| 4. | Monetary Value | The Company estimates that monetary value of transactions subject to a maximum of <i>Rs. 10 Crore p.a.</i> through contracts / arrangements for the period of 3 Financial Years i.e. FY 2024-25 to FY 2026-27 The interest on the outstanding cumulative loan / debt securities will be charged in compliance with the provisions of the Companies Act, 2013. |
| 5. | Nature materials terms and particulars of the Contracts/arrangements | The Company proposes to enter into such Transaction(s)/Contract(s)/Arrangement(s)/ Agreement(s)/ loan transaction(s)/ Sale or purchase of goods or material/availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se. |
| 6. | Any advance paid or received for the contracts/arrangements | As per industry norms, customs and usages. |
| 7. | Tenure of contracts / arrangement | The above arrangements are continuing business transactions. Approval of the Board is being sought for transactions during the Three (3) Financial years (i.e. from 2024-25 till Financial Year 2026-27) |
| 8. | The percentage of the Axita Cotton Limited's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction | 0.00% of 1104.39 Cr. the total annual turnover of Company for the financial year 2023-2024. |

| Sl. | Particulars | Details of contracts / arrangements / transactions |
|-----|---|---|
| 9. | <p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i) details of the source of funds in connection with the proposed transaction;</p> <p>ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: nature of indebtedness, cost of funds and tenure;</p> <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p> | Not Applicable |
| 10. | Justification as to why the RPTs are in the interest of the listed entity | <p>The proposed RPTs:</p> <ol style="list-style-type: none"> will ensure uninterrupted supply of quality Goods/material from the Company which will cater to the specific requirements of customers based on their evaluation of the raw material; are in the business interest of the Company due to cost-effectiveness, close proximity of raw material, quality and just in time sourcing needs; <p>The proposed transactions will aid the growth of the Company's business.</p> |
| 11. | A copy of the valuation or other external party report, if any such report has been relied upon; | Not applicable as the transactions do not contemplate any valuation. |
| 12. | A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered e-mail address of the shareholders; | Not applicable |
| 13. | Percentage of the counterparty's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis | Not applicable |
| 14. | Any other information relevant or important for the members to take a decision on the proposed resolution | The terms and conditions, including pricing are determined based on industry peer comparison. Factors such as timeliness and quality, delivery lead time, quantity, etc. are also considered before deciding on the procurement. Compliance with arm's length principles is ensured based on the applicable transfer pricing regulations. |

The Board of Directors of the Company at its Meeting held on **Thursday, September 05, 2024** has approved the above proposal and recommends the passing of the proposed Ordinary Resolutions under **item no. 6 to 10** in the Notice, by Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their shareholding in the Company, if any.

Registered office:
Survey No. 324 357 358, Kadi Thol Road,
Borisana Kadi, Mahesana - 382715 Gujarat,
India

For and on behalf of Board of Directors
Axita Cotton Limited
CIN: L17200GJ2013PLC076059

Date: September 05, 2024
Place: Kadi, Mahesana

Nitinbhai Govindbhai Patel
Chairman and Managing Director
DIN: 06626646



ANNEXURE TO THE EXPLANATORY STATEMENT:

| | | | | | |
|---|---|-----------------|---------------|----------------------|---|
| Name of Director | Kushal Nitinbhai Patel | | | | |
| Directors Identification Number (DIN) | 06626639 | | | | |
| Date of Birth | November 27, 1988 | | | | |
| Age | 35 Years | | | | |
| Qualification | holds Degree of Bachelor of Pharmacy from Gujarat University. | | | | |
| Nature of his expertise in specific functional areas | Experience of More than 14 years in the family business with respect to production, planning, and sales | | | | |
| Date of first Appointment on the Board of the Company | July 16, 2013 | | | | |
| Date of Appointment / Re-appointment (at current term) | To be reappointed, subject to approval of shareholders | | | | |
| Shareholding in Axita Cotton Limited | 9,05,46,572 Shares as on as on March 31, 2024 | | | | |
| Listed entities from which the person has resigned in the past three years | Nil | | | | |
| Terms and conditions of re-appointment | In terms of Section 152 of the Companies Act, 2013. Mr. Kushal Nitinbhai Patel as a Managing Director and is liable to retire by rotation | | | | |
| Remuneration last drawn | Rs. 49.25 Lakh | | | | |
| Number of Meetings of the Board attended during the year | 6 | | | | |
| List of Directorship held in Listed Companies (including this Company) | Axita Cotton Limited, Yuranus Infrastructure Limited | | | | |
| Membership / Chairmanship in Committees of Listed Companies as on date (As per Regulation 17A and 26(1) of Listing Regulations) | Name of Company | Chairman | Member | | |
| | | AC | SRC | AC SRC | |
| | Axita Cotton Limited | - | - | 1 | 1 |
| | Yuranus Infrastructure Limited | - | - | 1 | 1 |
| Relationships between Directors inter-se | With Directors & KMP of the Company: Son of our Promoter, Chairman cum Managing Director Mr. Nitinbhai Govindbhai Patel | | | | |
| Information as required pursuant to Per Exchange Circular No. LIST/COMP/14/2018-19 Dated June 20, 2018 w.r.t. Enforcement of SEBI Orders Regarding Appointment of Directors by Listed Companies | He is not debarred from holding the Office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority. | | | | |

NOTES

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and latest being 09/2023 dated September 25, 2023 (“MCA Circulars”) and Circular no. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/ HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 issued by the Securities Exchange Board of India (“SEBI Circular”) prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said circulars, the 11th Annual General Meeting (“AGM”) of the Members will be held through VC/OAVM on **Monday, September 30, 2024 at 02:00 P.M. IST.**
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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 this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. **ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE 11th AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
3. Information regarding appointment/ reappointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) is annexed hereto.
4. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
5. Instructions and other information for members for attending the AGM through VC / OAVM are given in this Notice under Note No. 32.
6. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. **There being no physical shareholders in the Company**, the Register of Members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Cut-off date i.e. **Monday, September 23, 2024** shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of this Annual General Meeting (AGM). Any recipient of the Notice, who has no voting rights as on Cut-off date, shall treat this Notice as intimation only.
8. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to scsandcollp@gmail.com with copies marked to the Company at cs@axitacotton.com and to National Securities Depository Limited (NSDL) at evoting@nsdl.co.in.
9. For the unclaimed dividend for the financial year 2023-2024, Members are requested to claim the said dividend, details of which are available on the Company’s corporate website at www.axitacotton.com. Pursuant to Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the dividend which remains unclaimed for seven (7) consecutive years will be due for transfer to the Investor Education and Protection Fund of the Central Government.
10. In conformity with the regulatory requirements, the Notice of this 11th AGM and the Report and Accounts 2023 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Members desirous of obtaining physical copies of the said Notice and the Report and Accounts 2023 are required to send a request to the Company, mentioning their name and DP ID & Client ID / folio number, through e-mail at cs@axitacotton.com or by post to ACL.

11. Members seeking any information with regard to the accounts or any matter to be placed at the **11th AGM** or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at cs@axitacotton.com on or before **Monday, September 23, 2024** so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the **11th AGM**.
12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
13. In case of joint holders attending the 11th AGM together, only holder whose name appearing first will be entitled to vote.
14. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below
 In case the Shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "**RTA**"/ **Depositories**, log in details for e-voting are being sent on the registered email address.
 In case the shareholder has not registered his/her/their email address with the **Company/its RTA/Depositories**, the following instructions to be followed:
 - a) In case shares are held in **physical mode**, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@axitacotton.com.
 - b) In case shares are held in **demat mode**, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@axitacotton.com.
 - c) Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining **User ID** and **Password** by proving the details mentioned in above Point (a) or (b) as the case may be.
 - d) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants.
 - e) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited "**RTA**" C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai-400083, Maharashtra, , E-Mail ID : rnt.helpdesk@linkintime.co.in by due procedure, to enable servicing of Notices / Documents electronically to their e-mail address.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Link Intime India Private Limited, (Company's Registrar and Transfer Agents) in case the shares are held by them in physical form.
16. 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 for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
17. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has

entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

NOTE: OUR 100% EQUITY SHARES ARE DEMAT MODE.

18. To support the “**Green Initiative**”, we request the Members of the Company to register their E-mail Ids with their DP or with the Share Transfer Agent of the Company, to receive documents / notices electronically from the Company in lieu of physical copies. Please note that, in case you have already registered your E-mail Id, you are not required to re-register unless there is any change in your E-mail Id. Members holding shares in physical form are requested to send E-mail at cs@axitacotton.com to update their E-mail Ids.
19. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market for transaction of transfer, transmission / transposition and deletion of name of deceased holder 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 the Registrar & Share Transfer Agent of the Company i.e. Link Intime India Private Limited.

UPDATION OF MANDATE FOR RECEIVING DIVIDEND DIRECTLY IN BANK ACCOUNT THROUGH ELECTRONIC CLEARING SYSTEM OR ANY OTHER MEANS IN A TIMELY MANNER:

Members are requested to send the following details/documents to the Company’s Registrar & Share Transfer Agent, **Link Intime India Private Limited, C-101, 1st Floor, 247 Park, Lal Bahadur, Shastri Maarg, Vikhroli (West), Mumbai-400 083, Maharashtra.**

- Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pincode, and the following details relating to the bank account in which the dividend is to be received. The said form is available on the Company’s website at www.axitacotton.com and on the website of the RTA at <https://liiplweb.linkintime.co.in/KYC-downloads.html>
 - i) Name of Bank and Bank Branch;
 - ii) Bank Account Number;
 - iii) 11-digit IFSC Code; and
 - iv) 9-digit MICR Code.
- Original copy of cheque bearing the name of the Member or first holder, in case shares are held jointly. In case, name of the holder is not available on the cheque, kindly submit the following documents:
 - i) Cancelled cheque in original
 - ii) Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch;
 - iii) Self-attested copy of the PAN Card; and
 - iv) Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Further, Members are requested to refer to process detailed on <https://liiplweb.linkintime.co.in/KYC-downloads.html> and proceed accordingly.

- **Nomination facility:** As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be.
- The said forms can be downloaded from the Company’s website at www.axitacotton.com and on the website of the RTA at <https://liiplweb.linkintime.co.in/KYC-downloads.html>. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the RTA at rnt.helpdesk@linkintime.co.in in case the shares are held in physical form, quoting their folio no(s).
- **Norms for furnishing of PAN, KYC, Bank details and Nomination:** Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRS_RTAMB/P/CIR/2021/655 and

SEBI/HO/MIRSD/MIRS_RTAMB/P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. **The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, such folios shall be frozen by the RTA.**

- **However, the security holders of such frozen folios shall be eligible:**
 - i) To lodge any grievance or avail any service, only after furnishing the complete documents/details as mentioned above;
 - ii) To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.
- The forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI Circular are available on <https://liiplweb.linkintime.co.in/KYC-downloads.html>. **In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest.** The Company has completed the process of sending letters to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

Further, Members holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of their folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025.

20. PROCESS FOR REGISTERING E-MAIL ADDRESS:

- i) **One-time registration of e-mail address with RTA for receiving the AGM Notice, Annual Report & Annual Accounts 2023-2024 and to cast votes electronically:**
 - The Company has made special arrangements with RTA and NSDL for registration of e-mail address of those Members (holding shares in electronic) who wish to receive the AGM Notice, Annual Report & Annual Accounts for FY 2023-2024 and cast votes electronically.
 - Eligible Members whose e-mail addresses are not registered with the Company/DPs are required to provide the same to RTA on or before 5.00 p.m. (IST) on **September 23, 2024**.
 - **Process to be followed for one-time registration of e-mail address (for shares held in physical form or in electronic form) is as follows:**
 - (a.) Visit the link: on <https://web.linkintime.co.in/kyc-downloads.html> / Email at rnt.helpdesk@linkintime.co.in
 - (b.) Select the name of the Company from drop-down: Axita Cotton Limited.
 - (c.) Enter details in respective fields such as DP ID and Client ID (if shares held in electronic form)/Folio no. and Certificate no. (if shares held in physical form), Shareholder name, PAN, mobile number and e-mail ID.
 - (d.) System will send OTP on mobile no. and e-mail ID.
 - (e.) Enter OTP received on mobile no. and e-mail ID and submit.
 - (f.) The system will then confirm the e-mail address for the limited purpose of service of AGM Notice along with Annual Report 2023-2024 and e-Voting credentials.
 - After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Annual Report & Annual Accounts FY2023-2024 along with the e-Voting user ID and password to the Members. In case of any queries, Members may write to cs@axitacotton.com or evoting@nsdl.co.in.

- 21. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at <https://axitacotton.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India

Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

22. The Annual Report along with the Notice of AGM will be available on Company's website on www.axitacotton.com.
23. Members of the Company holding shares in dematerialised form as on Benpos date i.e. **Friday, August 30, 2024** will receive 11th Annual Report for the financial year 2023-2024 through electronic mode.
24. As per the MCA General Circular No. 20/2020 dated 5th May, 2020 & General Circular No. 02/2020 dated 13th January, 2021 and General Circular No. 02/2022 dated May 05, 2022 and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 & Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, the Annual Report will be sent through electronic mode to only those Members whose E-mail Ids are registered with the Registrar & Share Transfer Agent of the Company / Depository Participant.
25. Members are requested to notify any changes in their address to the Company's Registrar & Share Transfer Agent, **Link Intime India Private Limited, C-101, 1st Floor, 247 Park, Lal Bahadur, Shastri Marg, Vikhroli (West), Mumbai-400 083, Maharashtra.**
26. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
27. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on Friday, September 27, 2024 at 09:00 A.M. and ends Sunday, September 29, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 23, 2024, 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, September 23, 2024.

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will |

| Type of shareholders | Login Method |
|--|---|
| | <p>prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible Companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service |

| Type of shareholders | Login Method |
|--|--|
| | <p>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.</p> <p>3. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “**Initial password**” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “**Terms and Conditions**” by selecting on the check box.
8. Now, you will have to click on “**Login**” button.
9. After you click on the “**Login**” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scsandcollp@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@axitacotton.com
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@axitacotton.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 11TH AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the **11th AGM** is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the **11th 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 in the **11th AGM**.
3. Members who have voted through Remote e-Voting will be eligible to attend the **11th AGM**. However, they will not be eligible to vote at the **11th AGM**.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the **11th AGM** shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the **11th AGM** through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@axitacotton.com. The same will be replied by the Company suitably.

Notes

[Redacted content]