

NOTICE OF THE 12TH (TWELFTH) ANNUAL GENERAL MEETING (AGM)

Notice is hereby given that the **12th (Twelfth)** Annual General Meeting (AGM) of the Members of **Axita Cotton Limited** will be held on **Tuesday, September 30, 2025 at 02:30 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 Survey No. 324 357 358 Kadi Thol Road Borisana, Mahesana, Kadi -382715, Gujarat, Bharat

ORDINARY BUSINESSES:

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS:

To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.
- b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Auditors thereon.

2. TO CONSIDER RE-APPOINTMENT OF MR. NILESH HASMUKHBHAI KOTHARI (DIN: 10587794):

To appoint a Director in place of Mr. Nilesh Hasmukhbhai Kothari (DIN: 10587794), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

3. APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION:

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

“**RESOLVED THAT** pursuant to provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**SEBI Listing Regulations**”) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and the applicable Accounting and Auditing Standards issued by the Institute of Chartered Accountants of India (**ICAI**), and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company (“**Board**”), the consent of the Members of the Company be and is hereby accorded for the appointment of M/s. P K N & Co., Chartered Accountants, (FRN: 137148W & Peer Review No.: 020163) (“**the Firm**”), be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s Mistry & Shah LLP, Chartered Accountants (Firm Registration No. 137148W/W100683) to hold the office for a period of five (5) consecutive the Financial Year from **2025-2026** to the Financial Year **2029-2030**, at a remuneration as may be mutually agreed between the Board of Directors /Audit Committee and the Statutory Auditors as per details set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the approval of the members be and is hereby accorded to the Board of Directors and/or Audit Committee to finalize and revise, as may be necessary, the terms and conditions of appointment, including remuneration, and to engage the Statutory Auditors for any other services, reports, certifications, or opinions, to the extent permissible under the Companies Act, 2013, SEBI Regulations, other applicable statutory or regulatory provisions, and the relevant Accounting and Auditing Standards issued by ICAI.

RESOLVED FURTHER THAT the Board and/or any Director of the Company, be and is hereby authorised, severally, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/ or otherwise considered by them to be in the best interest of the Company.”

SPECIAL BUSINESSES:

4. TO APPROVE VARIATION IN TERMS OF PAYMENT OF REMUNERATION TO MR. NITINBHAI GOVINDBHAI PATEL (DIN: 06626646), CHAIRMAN CUM MANAGING DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT, in partial modification of earlier resolution passed by the Members at the 10th Annual General Meeting held on *September 30, 2023*, and pursuant to the provisions of Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (**“the Act”**), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, permissions, and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded for the variation in the remuneration of Mr. Nitinbhai Govindbhai Patel (DIN: 06626646), Chairman cum Managing Director of the Company, with effect from *April 1, 2025* for the remaining tenure of his appointment i.e. up to *September 30, 2028*, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice and forming part thereof.

RESOLVED FURTHER THAT the approval of the members be and is hereby accorded to the Board of Directors and/or Audit Committee to alter, vary and modify any of the terms and conditions of the remuneration including salary, allowances and perquisites in accordance with and subject to the limits prescribed in Section 196, 197 and/or Schedule V of the Companies Act, 2013 or any amendment or any statutory modifications or re-enactment thereof.

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.”

5. TO APPROVE VARIATION IN TERMS OF PAYMENT OF REMUNERATION TO MR. KUSHAL NITINBHAI PATEL (DIN: 06626639), MANAGING DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT, in partial modification of earlier resolution passed by the Members of the Company through the postal ballot procedure on *July 19, 2024*, and pursuant to the provisions of Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (**“the Act”**), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, permissions, and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded for the variation in the remuneration payable to Mr. Kushal Nitinbhai Patel (DIN: 06626639), Managing Director of the Company, with effect from *April 1, 2025* for the remaining tenure of his appointment i.e. up to *April 22, 2029*, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice and forming part thereof.

RESOLVED FURTHER THAT the approval of the members be and is hereby accorded to the Board of Directors and/or Audit Committee to alter, vary and modify any of the terms and conditions of the remuneration including salary, allowances and perquisites in accordance with and subject to the limits prescribed in Section 196, 197 and/or Schedule V of the Companies Act, 2013 or any amendment or any statutory modifications or re-enactment thereof.

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. TO APPROVE THE APPOINTMENT OF SHRI PREMNARAYAN RAMANAND TRIPATHI, PROPRIETOR OF M/S. PRT & ASSOCIATES, COMPANY SECRETARY IN PRACTICE, AS SECRETARIAL AUDITOR OF THE COMPANY FOR A FIRST TERM OF FIVE YEARS:

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 204 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**SEBI Listing Regulations**”) and the applicable Secretarial Standards and Guidance Notes issued by the Institute of Company Secretaries of India (ICSI) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company (“**Board**”), the consent of the Members of the Company be and is hereby accorded for the appointment of Shri Premnarayan Ramanand Tripathi, proprietor of M/s. PRT & Associates, Company Secretaries in Practice (FCS **8851**, COP: **10029**, Peer Review No **3273/2023**) (“**the PRT & Asso.**”), as the Secretarial Auditors of the Company, for a period of five (5) consecutive the Financial Year from **2025-2026** to the Financial Year **2029-2030**, to conduct the Secretarial Audit of the Company in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, at such remuneration as may be mutually agreed between the Board of Directors/Audit Committee and the said Secretarial Auditors, as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the approval of the members be and is hereby accorded to the Board of Directors and/or Audit Committee to finalize and revise, as may be necessary, the terms and conditions of appointment, including remuneration, and to engage the Secretarial Auditors for any other services, reports, certifications, or opinions, to the extent permissible under the Companies Act, 2013, SEBI Regulations, other applicable statutory or regulatory provisions, and the relevant Secretarial Standards issued by ICSI.

RESOLVED FURTHER THAT the Board and/or any Director of the Company, be and is hereby authorised, severally, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/ or otherwise considered by them to be in the best interest of the Company.”

7. TO RATIFY THE REMUNERATION OF THE COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2025-2026:

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 **2025-2026**.

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.”

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

Date: August 25, 2025
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. 3:

APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION: ORDINARY RESOLUTION

M/s. P K N & Co., Chartered Accountants, having FRN: 137148W & Peer Review No.: 020163 (“the Firm”), be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s Mistry & Shah LLP, Chartered Accountants (Firm Registration No. 137148W/W100683) to hold the office for a term of 5(five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 17th Annual General Meeting of the Company to be held in the calendar year 2030

In Accordance with the provisions of the Companies Act, 2013 (“The Act”), M/s Mistry & Shah LLP, Chartered Accountants (Firm Registration No. 137148W/W100683) were appointed as the Statutory Auditors of the Company at the 11th AGM of the Company held on September 30, 2024 to hold the office till the conclusion of 17th AGM of the Company. M/s Mistry & Shah LLP, Chartered Accountants, Ahmedabad had tendered their resignation as the Statutory Auditors of the Company vide letter dated *August 11, 2025*. Based on the recommendations of the Audit Committee for appointment, remuneration and terms of appointment of the Statutory Auditors of the Company, the Board at its meeting held on *August 11, 2025* appointed M/s. P K N & Co., Chartered Accountants, (FRN: 137148W & Peer Review No.: 020163) (“the Firm”) as Statutory Auditors of the Company to fill the casual vacancy in the office of an auditor.

M/s. P K N & Co., Chartered Accountants, (FRN: 137148W & Peer Review No.: 020163) (“the Firm”), Ahmedabad have provided their consent and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and it is not disqualified to be appointed as statutory auditor in terms of the provisions of Section 139(1) and 141(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time.

M/s. P K N & Co., Chartered Accountants, (FRN: 137148W), established in 2020 in Ahmedabad, is a multi-disciplinary firm offering end-to-end professional services. Their core areas of work include audit and assurance, direct and indirect tax compliance and consultancy, accounting and bookkeeping, startup advisory, capital restructuring, and MSME consultancy. They assist their clients in managing statutory audits, internal audits, tax planning, GST compliance, investment structuring, and regulatory filings. The firm caters to a diverse client base across industries such as construction, manufacturing, banking, IT, and textiles. With a focus on quality, efficiency, and confidentiality, they deliver tailored solutions through a competent and committed team of professionals. The firm holds Peer Review Certificate bearing No.: 020163 issued by the Peer Review Board of the Institute of Chartered Accountants of India which is valid till March 31, 2028.

The terms of appointment include quarterly audit of standalone and consolidated financial results and annual audit of standalone and consolidated financial statements in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time along with the issuance of certificates in accordance with requirements of the Act, SEBI and RBI.

M/s. P K N & Co., Chartered Accountants, (FRN: 137148W & Peer Review No.: 020163) (“the Firm”), Ahmedabad will be paid an annual remuneration / fee of Rs. 6,00,000/- (Rupees Six Lakh Only) plus outlays and taxes as applicable from time to time, for the purpose of audit of the Company’s accounts. The power may be granted to the Board/Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision of the remuneration during the tenure of appointment, in such manner and to such extent as may be mutually agreed with the Statutory Auditors. The remuneration paid to the Statutory Auditors will be disclosed in the Corporate Governance Report as well as the Annual Financial Statements of the Company on an annual basis.

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.

There is no upward revision in the fees proposed to be paid to the proposed Auditors as compared to the fees paid to the outgoing Auditors.

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

a Name of the Statutory Auditor & Firm Registration Number (FRN)	M/s. P K N & Co., Chartered Accountants, (FRN: 137148W & Peer Review No.: 020163) ("the Firm"),
b Reason for change viz. Appointment or Resignation or Re-appointment or Death or otherwise and Basis of recommendation for Re-Appointment	Appointment of M/s. P K N & Co., Chartered Accountants, (FRN: 137148W & Peer Review No.: 020163) ("the Firm"), to Comply with provision of Section 139 the Companies Act, 2013.
c Date of Appointment / Reappointment / Cessation (as applicable) & Term of Appointment / Reappointment;	August 11, 2025 The Board of Directors and the Audit Committee, at their respective meetings held on August 11, 2025, has appointed M/s. P K N & Co., Chartered Accountants, (FRN: 137148W & Peer Review No.: 020163) as Statutory Auditor of the Company. M/s. P K N & Co. shall hold office till the conclusion of 12th Annual General Meeting of the Company, pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013.
d Brief Profile (in case of Appointment);	M/s. P K N & Co., Chartered Accountants, (FRN: 137148W & Peer Review No.: 020163), established in 2020 in Ahmedabad, is a multi-disciplinary firm offering end-to-end professional services. Their core areas of work include audit and assurance, direct and indirect tax compliance and consultancy, accounting and bookkeeping, startup advisory, capital restructuring, and MSME consultancy. They assist their clients in managing statutory audits, internal audits, tax planning, GST compliance, investment structuring, and regulatory filings. The firm caters to a diverse client base across industries such as construction, manufacturing, banking, IT, and textiles. With a focus on quality, efficiency, and confidentiality, They deliver tailored solutions through a competent and committed team of professionals.
e Proposed fees payable to the Statutory Auditor(s):	Rs. 6,00,000/- (Rupees Six Lakh Only) (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 **Monday, August 25, 2025** recommends the resolution set out **item no. 3** of the Notice for your approval as an **Ordinary Resolution**.

None of the Directors or Key Managerial Personnel of the Company and any relatives of such director or Key Managerial Personnel are, in any way, concerned or interested, in this resolution, financially or otherwise except to the extent of Equity Shares held by them in the Company.

ITEM NO. 4:

TO APPROVE REVISION IN TERMS OF PAYMENT OF REMUNERATION TO MR. NITINBHAI GOVINDBHAI PATEL (DIN: 06626646), MANAGING DIRECTOR OF THE COMPANY: SPECIAL RESOLUTION

The Members of the Company at the 10th Annual General Meeting held on September 30, 2023, had approved the re-appointment of Mr. Nitinbhai Govindbhai Patel (DIN: 06626646) as Chairman Cum Managing Director of the Company for a period of 5 (five) years with effect from October 1, 2023. and the terms of remuneration payable to him for a period up to September 30, 2028.

Since then, Mr. Nitinbhai Patel has continued to provide exemplary leadership, contributing significantly to the Company's growth, strategic initiatives, and operational success. To reflect his expanding role and contributions, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at their respective meetings held on *June 27, 2025* have proposed a revision in his remuneration effective from *April 1, 2025*, to remainder of their respective tenure subject to approval of members at the General Meeting, by altering the composition of the package of remuneration, as stated below:-

1. **Salary:** Rs. 6,00,000/- (Rupees Six Lakh Only) per month with effective from April 1, 2025. He shall be entitled to an annual increment at the rate of 20% w. e. f. April 1, 2026 per financial year on cumulative basis.
2. **Perquisites:** In addition to above salary, he shall be also entitled to following perquisites:-
 1. Vehicles - for self & family as per rules of the Company.
 2. Fuel Expenses & Toll charges.
 3. Accommodation on Lease.
 4. Expenses related to electricity, water, maintenance etc of the accommodation provided by the Company.
 5. Driver's Salary and Overtime & Night Charges of Drivers to be paid extra, if any.
 6. Vehicle's Insurance.
 7. Expenses related to Vehicle's maintenance.
 8. Communication Expenses which includes reimbursements of mobile bill, data card bill, internet bills, etc.
 9. Medical Reimbursement - Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical charges for self and family.
 10. Reimbursements related to meal expenditure
 11. Travel Expenses - for self & family as per rules of the Company.
 12. Insurance - Payment of Insurance Premium for Life insurance, Group Insurance, Personal Accident Insurance for such amount as may be considered appropriate by the Board.
 13. Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the rules of the Company. These will not be included in the computation of the ceiling on perquisites or remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity shall be payable as per the rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

14. Leave Travel Assistance, Leave on full pay and allowances as per rules of the Company. Leave accumulated but not availed may be allowed to encash as per rules of the Company.

3. Minimum Remuneration:

Notwithstanding anything herein contained, in the event of loss or inadequacy of profits in any financial year during the period of his office as the Managing Director, the Company will, subject to applicable laws and such sanctions and approvals as may be required, pay remuneration to Mr. Nitinbhai Govindbhai Patel as provided herein above.

4. Other Terms and Conditions:

Other terms and conditions of appointment of Mr. Nitinbhai Govindbhai Patel as Chairman cum Managing Director, as approved earlier by the Shareholders, will remain unchanged.”

The overall remuneration package shall be within the limits prescribed under Schedule V of the Companies Act, 2013 or any statutory modifications or re-enactments thereof.

Statutory information pursuant to provisions of the Schedule V:-

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

I. GENERAL INFORMATION:

(1) Nature of Industry in Brief: To carry on in India or abroad the business of manufacturing, processing, trading, importing, exporting, and dealing in all kinds of textile goods and fabrics, whether made from natural or synthetic materials, by handloom, powerloom, or other means including related activities such as spinning, dyeing, weaving, printing, and finishing. To undertake the cultivation, processing, packaging, storage, import, export, and marketing of agricultural and food products, organic or inorganic, perishable or non-perishable, such as grains, pulses, fruits, vegetables, dairy products, beverages, and processed foods, along with establishing necessary infrastructure like cold storage and allied facilities. The Company may also act as consultant or advisor in agriculture and food industries, including organic farming, hydroponics, and aeroponics, and provide support on government policies, market trends, pricing, and complete end-to-end solutions.

(2) Date or expected date of commencement of commercial production: The Company is already making the production.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

(4) Financial performance based on given indicators:

(Amount in Lakhs)		
PARTICULARS	YEAR ENDED 31.03.2025	YEAR ENDED 31.03.2024
Revenue From Operations	65,271.58	1,10,258.32
Other Income	140	240.23
Total Revenue (I+II)	65,411.58	1,10,498.55
Earnings Before Interest, Taxes, Depreciation and Amortization Expense	65,123.95	1,07,562.48
Finance Cost	93.89	80.30
Depreciation and Amortization Expense	108.59	125.57
Profit Before Tax (IV-V-VI)	85.15	2,730.20
Exceptional Item	(70.26)	-
Profit Before Tax (IV-V-VI)	155.41	2,730.20
Tax Expense:		
i. Current Tax Expense	41.53	698.48

PARTICULARS	YEAR ENDED 31.03.2025	YEAR ENDED 31.03.2024
ii. Deferred Tax Expenses	4.54	-1.84
Profit After Tax (VII-VIII)	109.34	2,033.56
Other Comprehensive Income for the Year	(20.19)	24.43
Total Comprehensive Income for the Year (IX+X)	89.15	2,057.99

- (5) **Foreign Investment and collaborations, if any:** No collaborations have been made by the Company with any of foreign entity.

II. INFORMATION ABOUT THE MANAGING DIRECTOR:

- (1) **Background Details:** Mr. Nitinbhai Govindbhai Patel, aged 60 years, is the Chairman and Managing Director of the Company. He has been associated with the Company since its inception and has served as Managing Director since July 16, 2013. He was re-appointed as Chairman cum Managing Director with effect from October 16, 2018.

A first-generation entrepreneur, Mr. Nitinbhai Govindbhai Patel laid the foundation of the Company and has played a pivotal role in its growth. He has been actively involved in the day-to-day operations, particularly in the manufacturing segment, since the beginning. His business journey began in 2007 with the establishment of a cotton seed oil and oil cake manufacturing plant, marking his entry into the oil industry. With over 19 years of rich experience in the cotton and oil industries, Mr. Nitinbhai Govindbhai Patel brings strong leadership, technical insight, and hands-on operational expertise to the Company.

- (2) **Past Remuneration:** In the financial year 2024-2025, Mr. Nitinbhai Govindbhai Patel was paid total remuneration of Rs. 30.00 Lakh per annum.

- (3) **Recognition or Awards:** Not Applicable

- (4) **Job Profile and his Suitability:** Mr. Nitinbhai Govindbhai Patel is responsible for the overall management and strategic expansion of the Company. As Chairman cum Managing Director, he plays a central role in overseeing the day-to-day operations, including procurement of raw materials such as Kapas by directly coordinating with agents and farmers. He remains actively engaged with plant supervisors to monitor production output, assess inventory levels, and set daily manufacturing targets for cotton bales. His extensive industry knowledge and hands-on experience have significantly contributed to the Company's growth and operational efficiency. Under his leadership, the Company continues to progress with a strong focus on performance, quality, and long-term sustainability.

- (5) **Remuneration Proposed:** As set out in *Item No. 3* of the Notice of the Annual General Meeting

- (6) **Comparative remuneration profile with respect to Industry, Size of the Company, Profile of the position and person:**

Taking into consideration the size of the Company, the profile of Mr. Nitinbhai Govindbhai Patel, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

- (7) **Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel:** Mr. Nitinbhai Govindbhai Patel has pecuniary relationship to the extent he is promoter - Managing Director - Shareholder of the Company. He is also father of Mr. Kushal Nitinbhai Patel, Managing Director of the Company.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the appointment of Mr Nitinbhai Govindbhai Patel, as Chairman cum Managing Director of the Company are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid until revised further with other terms and conditions remaining unchanged as per the resolution passed.

III. Other information:

(8) Reasons of loss or inadequate profits

The Company experienced stable performance until FY 2024-2025, however, it faced a significant downturn due to a sharp drop in export orders, primarily resulting from geopolitical tensions with Bangladesh and other neighboring countries. In addition, rising input costs, increased project expenses, and supply chain disruptions further impacted profitability. In response, the Company began diversifying into alternate business areas, including the export of food products such as spices and grains, to mitigate the adverse effects.

(9) Steps taken or proposed to be taken for improvement

To navigate the challenging business environment, the Company has undertaken strategic realignment initiatives. These include tapping into new markets, expanding operations in the food export sector, strengthening domestic sales networks, and enhancing supply chain stability. The Company is also focusing on import substitution by localizing critical components such as electronic controllers, thereby improving cost efficiency and operational flexibility.

(10) Expected increase in productivity and profits in measurable terms

With increasing domestic demand and promising traction in newly explored business segments such as spices and grain exports, the Company anticipates a positive momentum in both production and sales. Efforts to boost domestic cotton sales have also contributed to stabilizing operations. However, due to ongoing global uncertainties, providing precise profit projections remains challenging at this stage.

Mr. Nitinbhai Govindbhai Patel has been serving as the Chairman and Managing Director of the Company and has played a pivotal role in its growth and strategic direction. In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, his office is liable to retirement by rotation. Accordingly, he is due to retire at the relevant Annual General Meeting and being eligible, has offered himself for re-appointment.

It is pertinent to note that such re-appointment as a Director on retirement by rotation will not affect his current designation or terms of appointment as Managing Director. Upon re-appointment, Mr. Nitinbhai Govindbhai Patel shall continue to hold the office of Managing Director without any break or interruption. His re-appointment shall be deemed as continuation of his existing tenure, and shall not constitute a fresh appointment or result in termination of his previous term as Managing Director.

A detailed profile of Mr. Kushal Nitinbhai Patel, including his qualifications, experience, other Directorships, and shareholding in the Company, is annexed to this Notice as per applicable regulatory requirements.

The Board of Directors of the Company at its Meeting held on **Friday, June 27, 2025** recommends the resolution set out **item no. 4** of the Notice for your approval as a **Special Resolution**.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Nitinbhai Govindbhai Patel (Father), are concerned or interested, financially or otherwise.

ITEM NO. 5:

TO APPROVE VARIATION IN TERMS OF PAYMENT OF REMUNERATION TO MR. KUSHAL NITINBHAI PATEL (DIN: 06626639), MANAGING DIRECTOR OF THE COMPANY: SPECIAL RESOLUTION

The Members of the Company, through a Special Resolution passed via postal ballot on July 19, 2024, had approved the re-appointment of Mr. Kushal Nitinbhai Patel (DIN: 06626639) as Managing Director of the Company for a period of five (5) years with effect from April 23, 2023, along with the terms and conditions of his remuneration.

Since his re-appointment, Mr. Kushal Nitinbhai Patel has continued to provide strong and strategic leadership, playing a crucial role in steering the Company's growth, improving operational performance, and enhancing long-term value for stakeholders. To recognize his expanding responsibilities and sustained contribution to the business, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at their respective meetings held on June 27, 2025, have proposed a revision in his remuneration effective from April 1, 2025 to remainder of their respective tenure subject to approval of members at the General Meeting, by altering the composition of the package of remuneration, as stated below:-

5. **Salary:** Rs. 6,25,000/- (Rupees Six Twenty Five Thousand Only) per month with effective from April 1, 2025 (net of taxes). He shall be entitled to an annual increment at the rate of 20% w. e. f April 1, 2026 per financial year on cumulative basis. Since the salary to be paid will be net of tax, hence, the tax component on actual basis shall be paid by the Company.
6. **Perquisites:** In addition to above salary, he shall be also entitled to following perquisites:-
 - a) Vehicles - for self & family as per rules of the Company.
 - b) Fuel Expenses & Toll charges.
 - c) Accommodation on Lease.
 - d) Expenses related to electricity, water, maintenance etc of the accommodation provided by the Company.
 - e) Driver's Salary and Overtime & Night Charges of Drivers to be paid extra, if any.
 - f) Vehicle's Insurance.
 - g) Expenses related to Vehicle's maintenance.
 - h) Communication Expenses which includes reimbursements of mobile bill, data card bill, internet bills, etc.
 - i) Medical Reimbursement - Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical charges for self and family.
 - j) Reimbursements related to meal expenditure
 - k) Travel Expenses - for self & family as per rules of the Company.
 - l) Insurance - Payment of Insurance Premium for Life insurance, Group Insurance, Personal Accident Insurance for such amount as may be considered appropriate by the Board.
 - m) Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the rules of the Company. These will not be included in the computation of the ceiling on perquisites or remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity shall be payable as per the rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.
 - n) Leave Travel Assistance, Leave on full pay and allowances as per rules of the Company. Leave accumulated but not availed may be allowed to encash as per rules of the Company.

7. Minimum Remuneration:

Notwithstanding anything herein contained, in the event of loss or inadequacy of profits in any financial year during the period of his office as the Managing Director, the Company will, subject to applicable laws and such sanctions and approvals as may be required, pay remuneration to Mr. Kushal Nitinbhai Patel as provided herein above.

8. Other Terms and Conditions:

Other terms and conditions of appointment of Mr. Kushal Nitinbhai Patel as Managing Director, as approved earlier by the Shareholders, will remain unchanged."

The overall remuneration package shall be within the limits prescribed under Schedule V of the Companies Act, 2013 or any statutory modifications or re-enactments thereof.

Statutory information pursuant to provisions of the Schedule V:-

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

I. GENERAL INFORMATION:

- (1) Nature of Industry in Brief:** To carry on in India or abroad the business of manufacturing, processing, trading, importing, exporting, and dealing in all kinds of textile goods and fabrics, whether made from natural or synthetic materials, by handloom, powerloom, or other means including related activities such as spinning, dyeing, weaving, printing, and finishing. To undertake the cultivation, processing, packaging, storage, import, export, and marketing of agricultural and food products, organic or inorganic, perishable or non-perishable, such as grains, pulses, fruits, vegetables, dairy products, beverages, and processed foods, along with establishing necessary infrastructure like cold storage and allied facilities. The Company may also act as consultant or advisor in agriculture and food industries, including organic farming, hydroponics, and aeroponics, and provide support on government policies, market trends, pricing, and complete end-to-end solutions.
- (2) Date or expected date of commencement of commercial production:** The Company is already making the production.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- (4) Financial performance based on given indicators:**

(Amount in Lakhs)

PARTICULARS	YEAR ENDED 31.03.2025	YEAR ENDED 31.03.2024
Revenue From Operations	65,271.58	1,10,258.32
Other Income	140	240.23
Total Revenue (I+II)	65,411.58	1,10,498.55
Earnings Before Interest, Taxes, Depreciation and Amortization Expense	65,123.95	1,07,562.48
Finance Cost	93.89	80.30
Depreciation and Amortization Expense	108.59	125.57
Profit Before Tax (IV-V-VI)	85.15	2,730.20
Exceptional Item	(70.26)	-
Profit Before Tax (IV-V-VI)	155.41	2,730.20
Tax Expense:		
i) Current Tax Expense	41.53	698.48
ii) Deferred Tax Expenses	4.54	-1.84
Profit After Tax (VII-VIII)	109.34	2,033.56
Other Comprehensive Income for the Year	(20.19)	24.43
Total Comprehensive Income for the Year (IX+X)	89.15	2,057.99

- (5) Foreign Investment and collaborations, if any:** No collaborations have been made by the Company with any of foreign entity.

II. INFORMATION ABOUT THE MANAGING DIRECTOR:

- (1) Background Details:** Mr. Kushal Nitinbhai Patel, aged 38 years, holds Degree of Bachelor of Pharmacy from Gujarat University and he has an experience of more than 15 years in the family business with respect to production, planning and sales.

(2) Past Remuneration: In the financial year 2024-2025, Mr. Kushal Nitinbhai Patel was paid total remuneration of Rs. 29.90 Lakh per annum.

(3) Recognition or Awards: Not Applicable

(4) Job Profile and his Suitability: Mr. Kushal Nitinbhai Patel has continued to provide strong and strategic leadership, playing a crucial role in steering the Company's growth, improving operational performance, and enhancing long-term value for stakeholders.

(5) Remuneration Proposed: As set out in *Item No. 4* of the Notice of the Annual General Meeting

(6) Comparative remuneration profile with respect to Industry, Size of the Company, Profile of the position and person:

Taking into consideration the size of the Company, the profile of Mr. Kushal Nitinbhai Patel, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

(7) Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel:

Mr. Kushal Nitinbhai Patel has pecuniary relationship to the extent he is promoter - Managing Director - Shareholder of the Company. He is also son of Mr. Nitinbhai Govindbhai Patel, Chairman and Managing Director of the Company.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the appointment of Mr. Kushal Nitinbhai Patel, as Managing Director of the Company are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid until revised further with other terms and conditions remaining unchanged as per the resolution passed.

III. Other information:

(1) Reasons of loss or inadequate profits

The Company was performing well until FY 2024-2025, but witnessed a sharp decline in export orders due to geopolitical conflicts with Bangladesh and other neighboring countries. This, coupled with rising material costs, project cost escalation, and supply chain disruptions, led to losses. The Company has since diversified into food exports such as spices and grains to offset the impact.

(2) Steps taken or proposed to be taken for improvement

The Company has focused on business realignment by exploring new markets and expanding into sectors such as food exports, including spices and grains. Efforts have also been made to strengthen domestic sales channels, enhance supply chain resilience, and localize key components like electronic controllers to reduce import dependence and improve operational agility.

(3) Expected increase in productivity and profits in measurable terms

With rising domestic demand and encouraging response in newly ventured segments such as spice and grain exports, the Company expects an upward trend in production and sales. Strengthening domestic cotton sales has also played a role in stabilizing operations. Nevertheless, given the prevailing global uncertainties, it remains difficult to project profitability with precision at this stage.

Mr. Kushal Nitinbhai Patel, Managing Director, is liable to retire by rotation pursuant to the provisions of the Companies Act, 2013 and the Articles of Association of the Company. Upon his re-appointment as a Director at the ensuing General Meeting, he shall continue to hold the office of Managing Director without any interruption, and such re-appointment shall not be construed as a break in his existing tenure or terms of appointment as Managing Director.

A detailed profile of Mr. Kushal Nitinbhai Patel, including his qualifications, experience, other Directorships, and shareholding in the Company, is annexed to this Notice as per applicable regulatory requirements.

The Board of Directors of the Company at its Meeting held on **Friday, June 27, 2025** recommends the resolution set out **item no. 5** of the Notice for your approval as a **Special Resolution**.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Nitinbhai Govindbhai Patel (Father), are concerned or interested, financially or otherwise.

ITEM NO. 6:

TO APPROVE THE APPOINTMENT OF SHRI PREMNARAYAN RAMANAND TRIPATHI, PROPRIETOR OF M/S. PRT & ASSOCIATES, COMPANY SECRETARY IN PRACTICE, AS SECRETARIAL AUDITOR OF THE COMPANY FOR A FIRST TERM OF FIVE YEARS: ORDINARY RESOLUTION

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 (“**SEBI Listing Regulations**”), the appointment or re-appointment of a Secretarial Auditor - either an individual or a firm, is subject to shareholder approval at the Annual General Meeting (**AGM**). As per the amended provisions, an individual can be appointed for only one term of five consecutive years, and a firm for not more than two terms of five consecutive years.

Based on the Audit Committee's recommendation, the Board of Directors has approved the appointment of Shri Premnarayan Ramanand Tripathi, Proprietor of M/s. PRT & Associates, Company Secretaries in Practice (FCS **8851**, COP: **10029**, Peer Review No **3273/2023**) (“**the PRT & Asso.**”), as the Secretarial Auditor of the Company for a term of five consecutive years, from FY **2025-2026** to **2029-2030**. This appointment is subject to Shareholders’ approval at the forthcoming AGM.

In recommending PRT & Associates, the Audit Committee and the Board considered the firm’s prior audit experience, especially with large corporates, along with its technical competence, industry exposure, and ability to manage complex compliance requirements across diverse business operations.

Pursuant to Regulation 36(5) of SEBI Listing Regulations as amended, the credentials and terms of appointment of the PRT & Asso. are as under:

1. Name of the Cost Auditor & Firm Registration Number (FRN)	Mr. Premnarayan Ramanand Tripathi proprietor of M/s. PRT & Associates, Practicing Company Secretaries (FCS 8851, COP: 10029, Peer Review No 3273/2023)
2. 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 meetings held on June 27, 2025, evaluated the suitability of Mr. Premnarayan Ramanand Tripathi, Proprietor of M/s. PRT & Associates, Practicing Company Secretaries (FCS 8851, COP 10029, Peer Review No. 3273/2023), for re-appointment. Considering their capability to handle the Company’s broad business operations, the Board has recommended their re-appointment as Secretarial Auditors, subject to Members' approval at the upcoming AGM. PRT & Associates, established in 2011, is a well-regarded firm offering Secretarial and Legal Services. Led by founder CS Premnarayan Ramanand Tripathi and Ms. Binita Patel, the firm brings deep expertise across Corporate Law, Compliance, and Regulatory Matters.
3. Date of Appointment / Reappointment / Cessation (as applicable) & term of Appointment / Reappointment;	June 27, 2025 For Conducting Secretarial Audit of the Company for five consecutive financial years from 2025-2026 to 2029-2030.
4. Brief Profile (in case of Appointment);	PRT & Associates, established in 2011, is a comprehensive secretarial and legal services firm providing end-to-end solutions in compliance management, due diligence, secretarial audits, insolvency and bankruptcy matters, corporate agreement drafting, and representation before regulatory authorities. The firm was founded by CS Premnarayan

	Ramanand Tripathi, a seasoned professional with over 18 years of experience in corporate secretarial and legal functions, and is led operationally by Ms. Binita Patel, CEO, who brings 17 years of expertise in corporate law, M&A, FEMA compliance, and dispute resolution. They are supported by a skilled team of qualified associates with diverse professional backgrounds, ensuring delivery of practical, client-focused solutions across a wide range of industries.
5. Proposed fees payable to the Statutory Auditor(s):	Rs. 1,75,000/- (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.
6. 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 **Friday, June 27, 2025** recommends the resolution set out **item no. 7** of the Notice for your approval as an **Ordinary Resolution**.

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.

ITEM NO. 7:

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 2025-2026.

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

1. Name of the Cost Auditor & Firm Registration Number (FRN)	M/s. Reena Patadiya & Co., Cost Accountants, (Firm Registration No. 004346)
2. Reason for change viz. Appointment or Resignation or Re-appointment or Death or other-wise and Basis of recommendation for Re-Appointment	At their respective meetings held on June 27, 2025 , the Board of Directors and the Audit Committee evaluated various factors including the firm's capability to serve a diverse business landscape like that of the Company, industry-wide audit experience, market reputation, client base, technical expertise, and governance standards. Based on this assessment, they found M/s. Reena Patadiya & Co., Cost

	Accountants (Firm Registration No. 004346), suitable for re-appointment and accordingly recommended the same.
3. Date of Appointment / Reappointment / Cessation (as applicable) & term of Appointment / Reappointment;	June 27, 2025 For Conducting Cost Audit of the Company for the Financial year 2025-2026.
4. 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.
5. 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.
6. 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
7. 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 **Friday, June 27, 2025** recommends the resolution set out **item no. 7** of the Notice for your approval as an **Ordinary Resolution**.

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, Bharat

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

Date: August 25, 2025
Place: Kadi, Mahesana

Nitinbhai Govindbhai Patel
Chairman and Managing Director
DIN: 06626646

Information of Directors who are being appointed / re-appointment or whose remuneration is being proposed at this 12th AGM, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the Companies Act, 2013 and Secretarial Standards-2, as on the date of Notice:

Name of Director	Nitinbhai Govindbhai Patel	Kushal Nitinbhai Patel	Nilesh Hasmukhbhai Kothari																					
Directors Identification Number (DIN)	06626646	06626639	10587794																					
Date of Birth	January 27, 1965	November 27, 1988	May 21, 1970																					
Age	60 Years	38 Years	55 Years																					
Qualification	H.S.C (Higher Secondary Class)	Bachelor of Pharmacy, Gujarat University.	Post Graduate and LLB																					
Nature of his Expertise in specific functional areas	Experience of More than 16 years into Oil Industries and more than 13 years in Cotton Industries	Experience of More than 15 years in the family business with respect to production, planning, and sales	Experience of more than 30 years into different field such as international trade of Agro commodities, Warehousing, Accounting, Finance & Forex Management.																					
Date of first Appointment on the Board of the Company	July 16, 2013	July 16, 2013	April 23, 2024																					
Date of Appointment / Re-appointment (at current term)	September 30, 2023	April 23, 2024	April 23, 2024																					
Shareholding in Axita Cotton Limited	92170376 number of Equity Shares	36245829 number of Equity Shares	Nil																					
Listed entities form which the person has resigned in the past three years	Nil	Yuranus Infrastructure Limited	Nil																					
Terms and conditions of re-appointment	As per resolution at item no. 3 of this 12 th AGM Notice.	As per resolution at item no. 4 of this 12 th AGM Notice.	As per resolution at item no. 2 of this 12 th AGM Notice. Re-appointment, retire by rotation, in terms of Section 152 of the Companies Act, 2013.																					
Remuneration last drawn	Rs. 30.00 Lakh in the financial year 2024-2025.	Rs. 31.74 Lakh in the financial year 2024-2025.	Rs. 7.16 Lakh in the financial year 2024-2025.																					
Number of Meetings of the Board attended during the year	7 out of 7 Board Meeting attended during the financial year 2024-2025.	6 out of 7 Board Meeting attended during the financial year 2024-2025.	5 out of 7 Board Meeting attended during the financial year 2024-2025.																					
List of Directorship held in Listed Companies (including this Company)	Axita Cotton Limited, Yuranus Infrastructure Limited	Axita Cotton Limited,	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)	<table><tr><td>Name of Company</td><td>Chairman</td><td>Member</td></tr><tr><td></td><td>AC</td><td>SRC</td></tr><tr><td>Axita Cotton Limited</td><td>-</td><td>1</td></tr><tr><td>Yuranus Infrastructure Limited</td><td>-</td><td>1</td></tr></table>	Name of Company	Chairman	Member		AC	SRC	Axita Cotton Limited	-	1	Yuranus Infrastructure Limited	-	1	<table><tr><td>Name of Company</td><td>Chairman</td><td>Member</td></tr><tr><td></td><td>AC</td><td>SRC</td></tr><tr><td>Axita Cotton Limited</td><td>-</td><td>1</td></tr></table>	Name of Company	Chairman	Member		AC	SRC	Axita Cotton Limited	-	1	Nil
Name of Company	Chairman	Member																						
	AC	SRC																						
Axita Cotton Limited	-	1																						
Yuranus Infrastructure Limited	-	1																						
Name of Company	Chairman	Member																						
	AC	SRC																						
Axita Cotton Limited	-	1																						
Relationships between Directors inter-se	With Directors & KMP of the Company: Father of our Promoter, Director Mr. Kushal Nitinbhai Patel	With Directors & KMP of the Company: Son of our Promoter, Chairman cum Managing Director Mr. Nitinbhai Govindbhai Patel	Not related to any Directors & KMP of the Company.																					
Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24, dated June 20, 2018.	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.	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.	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 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and circular No. 9/2024 dated September 19, 2024, (“**MCA Circulars**”) and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 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 12th Annual General Meeting (“**AGM**”) of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the **12th AGM** through VC / OAVM only. The detailed procedure for participation in the Meeting through VC/OAVM is as per **note no. 28** and available at the Company’s website www.axitacotton.com.
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 12th 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. In accordance with the MCA Circulars and the said SEBI Circulars, the **12th AGM Notice** along with the Annual Report of the Company for the financial year ended **March 31, 2025**, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the “**RTA**”), i.e., **M/s. MUFG Intime India Private Limited** (Formerly known as “**Link Intime India Private Limited**”) or the Depository Participant(s) as on Cut-off date i.e. **Friday, August 29, 2025**. The **12th AGM Notice** and the Annual Report for the financial year ended **March 31, 2025** is available on the websites of the Company viz., www.axitacotton.com. and 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, where Equity Shares of the Company are listed. The **12th AGM Notice** shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. Pursuant to regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended {SEBI (LODR) Regulations}, the Company has sent letter mentioning weblink to access the **12th AGM Notice** along with the Annual Report 2025, to those member(s) who have not registered their email address(es) either with any Depository or RTA or with the Company of the Company as on the cut-off date.
9. Pursuant to regulation 36(1)(c) SEBI (LODR) Regulations Members, as on the cut-off date, desirous of obtaining hard copy of the said **12th AGM Notice** along with the Annual Report 2025, 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.
10. **THERE BEING NO PHYSICAL SHAREHOLDERS IN THE COMPANY, THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS OF THE COMPANY WILL NOT BE CLOSED.**

11. **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 12th 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.
12. **For the unclaimed dividend for the previous financial years**, Members are requested to claim the said dividend, the 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.
13. Members seeking any information with regard to the accounts or any matter to be placed at the **12th 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, 2025** 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 **12th AGM**.
14. 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.
15. In case of joint holders attending the 12th AGM together, only holder whose name appearing first will be entitled to vote.
16. 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, **M/s. MUFG Intime India Private Limited** (Formerly known as "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.
17. **Intimate Changes in Members Details**, 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 **/s. MUFG**

Intime India Private Limited (Formerly known as “Link Intime India Private Limited”), (Company’s Registrar and Transfer Agents) in case the shares are held by them in physical form.

18. 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.
19. 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.

20. 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.
21. 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. /s. **MUFG Intime India Private Limited** (Formerly known as “Link Intime India Private Limited”).

Members are requested to send the following details/documents to the Company’s Registrar & Share Transfer Agent, /s. **MUFG Intime India Private Limited (Formerly known as “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 under “**GENERAL SHAREHOLDER INFORMATION**” section and on the website of the RTA at <https://web.in.mpms.mufg.com/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. ISR-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 No. ISR-3, Form No. SH-13 or Form No. SH-14**, as the case may be.
 - The said forms can be downloaded from the Company's website at www.axitacotton.com under "GENERAL SHAREHOLDER INFORMATION" section and on the website of the RTA at <https://web.in.mpms.mufig.com/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 mumbai@in.mpms.mufig.com 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., **Form No. ISR-1, Form No. ISR-2, Form No. ISR-3, Form No. SH-13, Form No. SH-14** and the said SEBI Circular are available on <https://web.in.mpms.mufig.com/client-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.

22. PROCESS FOR REGISTERING E-MAIL ADDRESS:

- i) **One-time registration of e-mail address with RTA for receiving the 12th AGM Notice along with the Annual Report 2024-2025 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 **12th AGM Notice** along with the Annual Report 2025 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 **August 29, 2025**.
 - **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.in.mpms.mufig.com/KYC-downloads.html> / Email at mumbai@in.mpms.mufig.com

- (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 **12th AGM Notice along with the Annual Report 2024-2025** and e-Voting credentials.
- After successful submission of the e-mail address, NSDL will e-mail a copy of this 12th AGM Notice along with the Annual Report 2024-2025 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.
23. Members are requested to notify any changes in their address to the Company's Registrar & Share Transfer Agent, /s. **MUFG Intime India Private Limited (Formerly known as "Link Intime India Private Limited")**, C-101, 1st Floor, 247 Park, Lal Bahadur, Shastri Maarg, Vikhroli (West), Mumbai-400 083, Maharashtra.
24. 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.

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

The remote e-voting period begins on **September 27, 2025** at **09:00 A.M.** and ends **September 29, 2025** 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, 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Monday, September 23, 2025**.

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 prompt you to enter your existing User ID and Password. After successful authentication,

Type of shareholders	Login Method
	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. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- 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 provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links

Type of shareholders	Login Method
	provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for EASI / EASIEST, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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.
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 12th AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the **12th AGM** is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the **12th 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 **12th AGM**.
3. Members who have voted through Remote e-Voting will be eligible to attend the **12th AGM**. However, they will not be eligible to vote at the **12th 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 **12th AGM** shall be the same person mentioned for Remote e-voting.

CONTACT DETAILS:

E-Voting Agency & VC / OAVM	NATIONAL SECURITIES DEPOSITORY LIMITED (NSDL) Email: evoting@nsdl.com NSDL help desk: 022 - 4886 7000 Address: NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 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
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Company	AXITA COTTON LIMITED Registered Office Address: Survey No. 324, 357, 358, Borisana, Kadi - Thol Road, Kadi, Mahesana - 382715, Gujarat, Bharat Tel No. +91 63587 47514; Website: www.axitacotton.com ; E-mail: investor.relations@axita.in
Registrar and Transfer Agent	MUFG Intime India Private Limited (Formerly known as "Link Intime India Private Limited") Address: C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, Maharashtra, Bharat Tel No.: +91-022-4918 6000; Fax: +91 022 4918 6060 Email: mumbai@in.mpms.mufg.com , Website: www.in.mpms.mufg.com
Scrutinizer	Mr. Premnarayan R. Tripathi, Proprietor of M/s. PRT & Associates Company Secretary in Practice Address: 606, 6 th Floor, Shivalik Square, Nr. Adani CNG Pump, 132 Ft. Ring Road, New Vadaj, Ahmedabad-380013, Gujarat, Bharat M. No.: +91 8980026497 Email: premnarayan.cs@gmail.com

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

1. Member will be provided with a facility to attend the **12th 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
