

## **NOTICE OF 6TH ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 6th (Sixth) Annual General Meeting (AGM) of the Members of Axita Cotton Limited ("the Company") will be held on Friday September 27 2019 at 12:30 P.M. at the registered office of the Company at Servey No. 324 357 358 Kadi Thol Road Borisana Kadi Mahesana- 382715 Gujarat to transact the following businesses:

### **Ordinary Businesses:-**

#### **1. Adoption of Financial Statements:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2019, together with the Reports of Board of Directors and the Auditor thereon.

#### **2. Appointment of Mr. Nitinbhai Govindbhai Patel (DIN: 06626646) as director liable to retire by rotation:**

To appoint a Director in place of Mr. Nitinbhai Govindbhai Patel (DIN: 06626646) who retires by rotation and being eligible seeks re-appointment.

Explanation: Based on the terms of appointment executive directors and the non-executive are subject to retirement by rotation. Mr. Nitinbhai Govindbhai Patel (DIN: 06626646) who was appointed as Chairman cum Managing Director for the current term and is the longest-serving member on the Board retires by rotation and being eligible seeks re-appointment.

To the extent that Mr. Nitinbhai Govindbhai Patel (DIN: 06626646) is required to retire by rotation he would need to be reappointed as such. Therefore shareholders are requested to consider and if thought fit to pass the following resolution as an ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act 2013 the approval of the members of the Company be and is hereby accorded to the reappointment of Mr. Nitinbhai Govindbhai Patel (DIN: 06626646) as such to the extent that he is required to retire by rotation."

#### **3. Appointment of Statutory Auditors and fix their remuneration:**

Appointment of M/s. Mistry & Shah, Chartered Accountants Ahmedabad (Firm registration number: 122702W) as Statutory Auditor of the Company to hold office as such from the conclusion of 6<sup>th</sup> (Sixth) Annual General Meeting till the conclusion of 11<sup>th</sup> (Eleventh) Annual General Meeting of the Company and to authorize the Board of Directors to fix their fees in consultation with the Auditor:

Explanation: Under Section 139 of the Companies Act, 2013 ('the Act') and the Rules made thereunder, every Company shall, at the first annual general meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting. Further, section also provides for rotation of the statutory auditors on completion of the maximum term permitted under the said section.

The Company has received written consent from M/s. Mistry & Shah, Chartered Accountants Ahmedabad (Firm registration number: 122702W) and also received certificate to the effect that they are eligible and qualified to be appointed as such and have not incurred any disqualification cited under Section 141(3) of the act.

In line with the requirements of the Act, the Audit Committee has proposed and the Board of Directors has recommended the appointment of M/s. Mistry & Shah, Chartered Accountants Ahmedabad (Firm registration number: 122702W) as the statutory auditors of the Company to hold office for a period of five consecutive years from the conclusion of 6<sup>th</sup> (Sixth) Annual General Meeting of the Company till the conclusion of 11<sup>th</sup> (Eleventh) Annual General Meeting of the Company to be held in the calendar year 2024. Accordingly, the appointment of M/s. Mistry & Shah, Chartered Accountants Ahmedabad (Firm registration number: 122702W) is being placed before the shareholders for their approval by way of an Ordinary Resolution.

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions if any of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force), M/s. Mistry & Shah, Chartered Accountants Ahmedabad (Firm registration number: 122702W) be and are hereby appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years i.e. from the conclusion of 6<sup>th</sup> (Sixth) Annual General Meeting of the Company till the conclusion of 11<sup>th</sup> (Eleventh) Annual General Meeting of the Company to be held in the calendar year 2024 at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee in consultation with the Statutory Auditor.

**RESOLVED FURTHER THAT** any Director of the Company or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts deeds things matters and to execute all such documents as may be required to give effect to this Resolution."

### **Special Businesses:**

#### **4. Approval of the Material Related Party Transactions with Axita Exports Private Limited:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act 2013 ("Act") and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended till date and other applicable provisions of the act, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into the contract(s)/arrangement(s)/transaction(s) with Axita Exports Private Limited, a related party within the meaning of Section 2(76) of the Companies Act 2013 for Purchase of Raw Materials, Purchase of Products, Sale of Raw Material and Sale of Products on such terms and conditions as the Board of Directors may deem fit up to a maximum aggregate value of ₹ 150 Crore for the financial year 2019-20 provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors (including a Committee thereof) be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution."

#### **5. Approval of the Material Related Party Transactions with Aditya Oil Industries:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act 2013 ("Act") and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended till date and other applicable provisions of the act, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into the contract(s)/arrangement(s)/transaction(s) with Aditya Oil Industries, a related party within the meaning of Section 2(76) of the Companies Act 2013 for Purchase of Raw Materials, Purchase of Products, Sale of Raw Material and Sale of Products on such terms and

conditions as the Board of Directors may deem fit up to a maximum aggregate value of ₹ 150 Crore for the financial year 2019-20 provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors (including a Committee thereof) be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution.”

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

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

**Date:** August 28, 2019  
**Place:** Kadi Mahesana

**Kushal Nitinbhai Patel**  
**Managing Director**  
**DIN 06626639**

**Notes for Shareholders for Annual General Meeting (AGM):**

- The relative Explanatory Statement pursuant to Section 102 of the Companies Act 2013 (“Act”) setting out material facts concerning the special business under Item No. 4 to 5 of the Notice is annexed hereto.
- A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company.  
 A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights then such proxy shall not act as a proxy for any other person or shareholder. The instrument appointing the proxy duly completed must be deposited at the Company’s registered office not less than 48 hours before the commencement of the meeting (on or before September 25 2019 12:30 p.m.). A proxy form for the AGM is enclosed. Proxies submitted on behalf of limited companies societies etc. must be supported by appropriate resolutions / authority as applicable.
- Members/Proxies should bring their Attendance slip duly signed and completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
- Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- In case of joint holders attending the meeting together only holder whose name appearing first will be entitled to vote.
- The Register of Members and Share Transfer Books of the Company will be closed from Saturday September 21 2019 to Friday September 27 2019 (both days inclusive) same will be re-opened from Saturday September 28 2019 onwards.
- The route map showing directions to reach the venue of the 6th AGM is provided at the end of this Notice.
- The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company’s website viz. www.axitacotton.com.
- The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act 2013 will be available for inspection by the members at the Annual General Meeting.
- The Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act 2013 will be available for inspection by the members at the Annual General Meeting.
- Members seeking any information with regard to the accounts are requested to write to the Company at least seven days prior so as to enable the Management to keep the information ready at the Annual General Meeting.
- In pursuance of the provisions of Section 108 of the Act and the Rules framed there under as amended from time to time the Company is exempted from giving the Members the facility to cast their vote electronically through the remote e-voting services on the resolutions set forth in this Notice. However voting through permitted mode under the Companies Act 2013 will be allowed at the venue of Annual General Meeting.
- All documents specifically referred to in this Notice are opened for inspection at the registered office of the Company between 02.00 p.m. and 04.00 p.m. on all working days (except Saturdays Sundays and Holidays) up to the date of AGM.
- The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) are as follows:

<b>Name of Director</b>	Nitinbhai Govindbhai Patel (DIN 06626646)
<b>Date of Birth</b>	January 27 1965
<b>Date of Initial Appointment</b>	July 16 2013
<b>Date of Appointment (at current term)</b>	October 16 2018
<b>Educational Qualifications</b>	S.S.C (Senior Secondary Class)
<b>Expertise in specific functional areas - Job profile and suitability</b>	11 years into Oil Industries and more than 8 years in Cotton Industries

<b>Name of Director</b>	Nitinbhai Govindbhai Patel (DIN 06626646)
<b>Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)</b>	Axita Exports Private Limited
<b>Memberships / Chairmanships of committees of other public companies**</b>	Nil
<b>Shareholding in the Company:</b>	1785500 Number of Equity Shares
<b>Inter-se Relationship with other Directors.</b>	With Directors & KMP of the Company: Father of our Promoter cum Managing Director Mr. Kushal Nitinbhai Patel Brother of our Promoter cum Whole-Time Director Mr. Amitbhai Govindbhai Patel Uncle of our Chief Financial Officer Ms. Riya Amit Patel.

15. The Company has not declared any dividend. Further the Company does not have any unpaid or unclaimed dividend amount outstanding as on the closure of financial year 2018-19. Therefore the Company is not required to upload the details of Unpaid and unclaimed dividend amounts.

Further during the year the Company has not transferred any amount to fund established under Section 125 of the Companies Act 2013.

**Specific Attention of the Members is drawn to the followings:**

- The members who holds shares of the Company in Physical form are informed that the company is in process of updating records of the shareholders in order to reduce the physical documentation as far as possible. In line with new listing agreement it is mandatory for all the investors including transferors to complete their KYC information. Hence members are requested to update and intimate their PAN phone no. e-mail id and such other information to the Company's Registrars and Transfer Agents Link Intime India Private Limited ("LIPL"). Members are further requested to update their current signature in Link Intime India Private Limited (LIPL) system.
- To prevent fraudulent transactions members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number name of the bank and branch details MICR code and IFSC code mandates nominations power of attorney change of address change of name e-mail address contact numbers etc. to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.
- The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Link Intime India Private Limited (LIPL).
- Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact Link Intime India Private Limited (LIPL) for assistance in this regard.
- Members holding shares in physical form in identical order of names in more than one folio are requested to send to Link Intime India Private Limited (LIPL) the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
- As per the provisions of Section 72 of the Act the facility for making nomination/nominations is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the Link Intime India Private Limited (LIPL). Members holding shares in physical form may submit the same to Link Intime India Private Limited (LIPL). Members holding shares in electronic form may submit the same to their respective depository participant.
- The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and Link Intime India Private Limited (LIPL) to enable us to send you the communications via email.

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

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

**Date:** August 28, 2019  
**Place:** Kadi Mahesana

**Kushal Nitinbhai Patel**  
**Managing Director**  
**DIN 06626639**

## EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act 2013 and Secretarial Standard 2 on General Meetings)

### Item No. 4: Approval of the Material Related Party Transactions with Axita Exports Private Limited:

Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder provided that any related party transaction will require prior approval of shareholders through ordinary resolution if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Axita Exports Private Limited is related parties with reference to the Company within the meaning of Clause (76) of section 2 of the Companies Act 2013.

The value of proposed aggregate transactions with Axita Exports Private Limited is likely to exceed the said threshold limit during the financial year 2019-20.

Accordingly transaction(s) entered with Axita Exports Private Limited comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder.

Hence approval of the shareholders is being sought by way of Ordinary Resolution as per our related party transactions policy for the said Related Party Transaction(s) proposed to be entered by our Company with Axita Exports Private Limited in the financial year 2019-20.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act 2013 and the rules made thereunder and as amended from time to time due to the reason that transactions with related party are in the ordinary course of business and at the arm's length basis the same is being sought as an abundant precautionary measure.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules 2014 as amended till date particulars of the transactions with Axita Exports Private Limited are as follows:

Sl.	Particulars	Remarks
1.	Name of Related Parties	Axita Exports Private Limited
2.	Name of the Director or KMP who is related	Mr. Kushal Nitinbhai Patel & Mr. Nitinbhai Govindbhai Patel
3.	Nature of Relationship	Mr. Kushal Nitinbhai Patel is promoter & managing director of Axita Cotton Limited as well as Axita Exports Private Limited. Mr. Kushal Nitinbhai Patel holds 1998524 number of Equity Shares (Majority Stake) in Axita Cotton Limited and holds 152000 number of Equity Shares (Majority Stake) in Axita Exports Private Limited. Mr. Nitinbhai Govindbhai Patel is Promoter & Chairman cum Managing Director of Axita Cotton Limited and Promoter & Managing Director in Axita Exports Private Limited. Mr. Nitinbhai Govindbhai Patel holds 1785500 number of Equity Shares in Axita Cotton Limited and holds 98000 number of Equity Shares in Axita Exports Private Limited.
4.	Monetary Value	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed Rs. 150 Crores in the F.Y. 2019-20 with Axita Exports Private Limited.
5.	Nature materials terms and particulars of the Contracts/arrangements/	Purchase and Sale of Products and Raw Materials and these are dependent on the requirement of both companies for its products and raw materials from time to time and the ability to supply. However such transactions would be in ordinary course of the Company's business and at the arm's length basis.
6.	Any advance paid or received for the contracts/arrangements	As per industry norms customs and usages.
7.	Tenure of contracts /arrangement	F.Y. 2019-20
8.	Any other information relevant or important for the members to take a decision on the proposed resolution.	Nil

Except Mr. Kushal Nitinbhai Patel & Mr. Nitinbhai Govindbhai Patel, their relatives and entire Promoters' Group, none of other Director(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution.

**Since, entire Promoters and Promoters' Group may construe as Related Party to this transaction, all entities falling under the definition of Promoters and Promoters' Group of the Company shall abstain from voting for this resolution.**

The Board of Directors recommends passing of the resolution as set out item no. 4 of this Notice as Ordinary Resolution.

### Item No. 5: Approval of the Material Related Party Transactions with Aditya Oil Industries:

Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder provided that any related party transaction will require prior approval of shareholders through ordinary resolution if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Aditya Oil Industries is related parties with reference to the Company within the meaning of Clause (76) of section 2 of the Companies Act 2013.

The value of proposed aggregate transactions with Aditya Oil Industries is likely to exceed the said threshold limit during the financial year 2019-20.

Accordingly transaction(s) entered with Aditya Oil Industries comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder.

Hence approval of the shareholders is being sought by way of Ordinary Resolution as per our related party transactions policy for the said Related Party Transaction(s) proposed to be entered by our Company with Aditya Oil Industries in the financial year 2019-20.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act 2013 and the rules made thereunder and as amended from time to time due to the reason that transactions with related party are in the ordinary course of business and at the arm's length basis the same is being sought as an abundant precautionary measure.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules 2014 as amended till date particulars of the transactions with Aditya Oil Industries are as follows:

Sl.	Particulars	Remarks
1.	Name of Related Parties	Aditya Oil Industries
2.	Name of the Director or KMP who is related	Mr. Kushal Nitinbhai Patel & Mr. Nitinbhai Govindbhai Patel & Mr. Amitkumar Govindbhai Patel
3.	Nature of Relationship	Mr. Kushal Nitinbhai Patel is promoter & managing director of Axita Cotton Limited and he is partner of Aditya Oil Industries. Mr. Kushal Nitinbhai Patel holds 1998524 number of Equity Shares (Majority Stake) in Axita Cotton Limited and holds 30.00% of Profit/Loss Sharing ratio as Partner in Aditya Oil Industries. Mr. Nitinbhai Govindbhai Patel is Promoter & Chairman cum Managing Director of Axita Cotton Limited and Partner of Aditya Oil Industries. Mr. Nitinbhai Govindbhai Patel holds 1785500 number of Equity Shares in Axita Cotton Limited and holds 30.00% of Profit/Loss Sharing ratio as Partner in Aditya Oil Industries. Mr. Amitkumar Govindbhai Patel is promoter & whole-time director of Axita Cotton Limited and he is partner of Aditya Oil Industries. Mr. Amitkumar Govindbhai Patel holds 712200 number of Equity Shares in Axita Cotton Limited and holds 40.00% of Profit/Loss Sharing ratio as Partner in Aditya Oil Industries.
4.	Monetary Value	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed Rs. 150 Crores in the F.Y. 2019-20 with Aditya Oil Industries.
5.	Nature materials terms and particulars of the Contracts/arrangements/	Purchase and Sale of Products and Raw Materials and these are dependent on the requirement of both for its products and raw materials from time to time and the ability to supply. However such transactions would be in ordinary course of the Company's business and at the arm's length basis.
6.	Any advance paid or received for the contracts/arrangements	As per industry norms customs and usages.
7.	Tenure of contracts/arrangement	F.Y. 2019-20
8.	Any other information relevant or important for the members to take a decision on the proposed resolution.	Nil

Except Mr. Kushal Nitinbhai Patel, Mr. Nitinbhai Govindbhai Patel and Mr. Amitkumar Govindbhai Patel and their relatives and entire Promoters' Group, none of other Director(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution.

*Since, entire Promoters and Promoters' Group may construe as Related Party to this transaction, all entities falling under the definition of Promoters and Promoters' Group of the Company shall abstain from voting for this resolution.*

The Board of Directors recommends passing of the resolution as set out item no. 5 of this Notice as Ordinary Resolution.

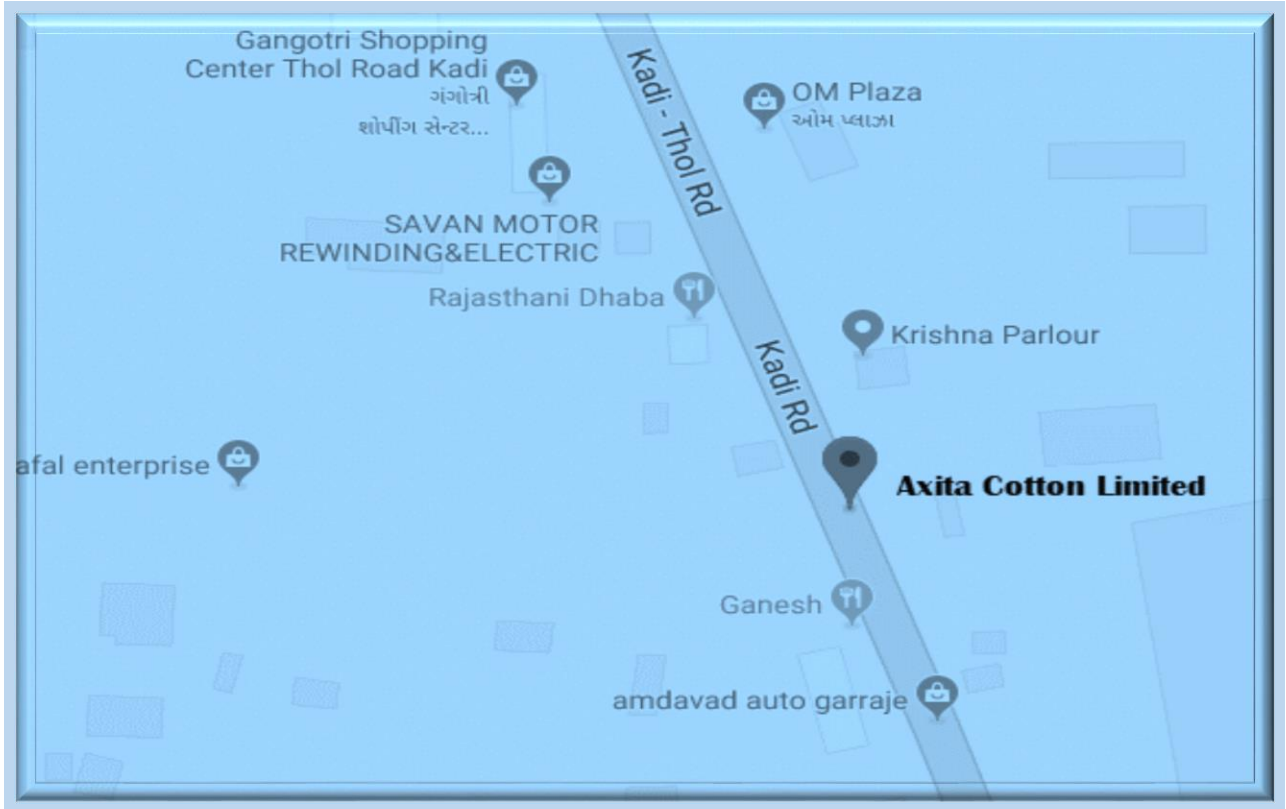
**Registered office:**  
Servedy No. 324 357 358,  
Kadi Thol Road, Borisana Kadi,  
Mahesana - 382715 Gujarat

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

Date: August 28, 2019  
Place: Kadi Mahesana

**Kushal Nitinbhai Patel**  
Managing Director  
DIN 06626639

## ROUTE MAP TO THE VENUE OF 6TH ANNUAL GENERAL MEETING



### **AXITA COTTON LIMITED**

Servey No. 324 357 358 Kadi Thol Road Borisana Kadi Mahesana - 382 715 Gujarat (India).

### **FOR QUERIES, CONTACT US:**

**Mobile Number:** +91 63587 47514

**Email Id:** [cs@axitacotton.com](mailto:cs@axitacotton.com)

**AXITA COTTON LIMITED**

CIN: L17200GJ2013PLC076059

Registered office: Servey No. 324 357 358, Kadi Thol Road, Borisana, Kadi, Mahesana - 382 715, Gujarat (India).

Web site: www.axitacotton.com; Email: cs@axitacotton.com; Mob. No.: +91 - 63587 47514

**ATTENDANCE SLIP**

Regd. Folio No./DP Id No./Client Id No.*	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS) (Applicable for investor holding shares in electronic form.)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the 6th Annual General Meeting of the Members of Axita Cotton Limited held on Friday, September 27, 2019 at 12:30 P.M. at the registered office of the Company situated at Servey No. 324 357 358, Kadi Thol Road, Borisana, Kadi, Mahesana - 382 715, Gujarat (India).

Member's/Proxy's Name in Block Letters \_\_\_\_\_

Member's/Proxy's Signature \_\_\_\_\_

**Notes:** Please fill up this attendance slip and hand it over at the entrance of the venue of meeting. Members are requested to bring their copies of the Annual Report to the AGM.

----- Please tear here -----

**PROXY FORM**

(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 Rules made there under)

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No/Client Id	

I/We, being the member (s) of.....shares of the above named company, hereby appoint

- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 6th Annual General Meeting of the Members of Axita Cotton Limited to be held on Friday, September 27, 2019 at 12:30 P.M. at the registered office of the Company situated at Servey No. 324 357 358, Kadi Thol Road, Borisana, Kadi, Mahesana - 382 715, Gujarat (India) and/or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
<b>Ordinary businesses</b>				
1.	Adoption of Financial Statements.			
2.	Appointment of Mr. Nitinbhai Govindbhai Patel (DIN: 06626646) as director liable to retire by rotation.			
3.	Appointment of Statutory Auditor			
<b>Special Businesses</b>				
4.	Approval of the Material Related Party Transactions with Axita Exports Private Limited.			
5.	Approval of the Material Related Party Transactions with Aditya Oil Industries.			

Signed this.....day of....., 2019

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp of  
not less  
than ₹1

**Notes:**

- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before September 25, 2019 at 12:30 P.M.)
- It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.