



AXITA COTTON LIMITED

CIN: L17200GJ2013PLC076059

Registered office: Servey No. 324 357 358, Kadi Thol Road, Borisana, Kadi, Mahesana – 382 715, Gujarat.

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

NOTICE OF

EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting No. (EOGM NO. 02/2019-20) (“EoGM”) of the members of Axita Cotton Limited will be held on Friday, December 13, 2019 at 04:00 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 to transact the following Special businesses;

1. To increase the Authorised Share Capital of the Company and consequent alteration of Clause V of the Memorandum of Association of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 61 read with Section 13, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from ₹ 7,00,00,000/- (Rupees Seven Crore only) divided into 7000000 (Seventy Lakh) equity shares of ₹ 10/- each to ₹ 14,00,00,000/- (Rupees Fourteen Crore only) divided into 14000000 (One Crore Forty Lakh) equity shares of ₹ 10/- each by creating additional 7000000 (Seventy Lakh) equity shares of ₹ 10/- each ranking pari passu in all respect with the existing equity shares of the Company;

RESOLVED FURTHER THAT, the consent of the members of the Company be and is hereby accorded for substituting existing Clause V of the Memorandum of Association of the Company with the following clause:

“**V.** The Authorised Share Capital of the Company is ₹ 14,00,00,000/- (Rupees Fourteen Crore only) divided into 14000000 (One Crore Forty Lakh) equity shares of ₹ 10/- (Rupees Ten only) each.”

RESOLVED FURTHER THAT any Director of the Company or the Key Managerial Personnel (“KMPs”) of the Company, be and are hereby severally authorized to file, sign, verify and execute all such forms (including e-forms), papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to the aforementioned resolutions.”

2. Issue of Bonus Equity Shares:

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

“**RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the

Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such - approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company (“the Board”, which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of a sum of ₹ 6,55,20,000 (Rupees Six Crore Fifty Five Lakhs Twenty Thousand only) from and out of the securities premium account and/or any other permitted reserves/ surplus of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares of ₹ 10/- (Rupees Ten only) each, credited as fully paid to eligible members of the Company holding fully paid-up equity shares of ₹ 10/- (Rupees Ten only) each of the Company whose names appear in the Register of Members on a “Record Date” to be determined by the Board for this purpose, in the proportion of 1 (One) new fully paid-up equity share of ₹ 10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up equity shares of ₹ 10/- (Rupees Ten only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member;

RESOLVED FURTHER THAT the bonus shares so allotted shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the fully paid-up equity shares of the Company as existing on the Record Date and shall be entitled to participate in full in any dividends and any other corporate action declared after the New Equity Shares are allotted;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT in the case of members who hold shares in dematerialized form, the bonus



AXITA COTTON LIMITED

CIN: L17200GJ2013PLC076059

Registered office: Servey No. 324 357 358, Kadi Thol Road, Borisana, Kadi, Mahesana – 382 715, Gujarat.

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

equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities;

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Portfolio Investors (FPIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the BSE Limited (SME Segment) where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

**By order of the Board
For, Axita Cotton Limited
--sd--**

**Deepak Chaubisa
Company Secretary
Mem. No.: 45536**

Date: November 14, 2019
Place: Kadi

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of businesses to be transacted at the (EOGM NO. 02/2019-20) Extra-ordinary General Meeting (EOGM), as set out under Item Nos. 1 and 2 above is annexed hereto.
2. A Member entitled to attend and vote at the Extra-ordinary General Meeting (EOGM) is entitled to appoint a proxy to attend and vote instead of himself 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, in order to be effective, must be deposited at the Company's

Registered Office, duly completed and signed, not less than 48 (Forty-Eight) Hours before the commencement of the EOGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.

3. Members/Proxies should bring their Attendance slip duly 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.
4. 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.
5. In case of joint holders attending the meeting together, only whose name appearing first will be entitled to vote.
6. The route map showing directions to reach the venue of the EOGM is annexed at the end of this Notice and uploaded on the website of the Company.
7. 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.
8. 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.
9. 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,



AXITA COTTON LIMITED

CIN: L17200GJ2013PLC076059

Registered office: Servey No. 324 357 358, Kadi Thol Road, Borisana, Kadi, Mahesana – 382 715, Gujarat.

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

- 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”).
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to 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.
 11. As per the provisions of Section 72 of the Act, the facility for making nomination 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 LIPL. Members holding shares in physical form may submit the same to LIPL. Members holding shares in electronic form may submit the same to their respective depository participant.
 12. 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 LIPL to enable us to send you the communications via email.
 13. The Notice of the EOGM 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 will also be available on the Company’s website viz. www.axitacotton.com.
 14. 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 Extra-ordinary General Meeting.
 15. 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 Extra-ordinary General Meeting.
 16. Pursuant to exemption granted under Section 108 of the Act and the Rules framed there under, as amended from time to time, to the Companies referred to in Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (earlier Chapter XB of the SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2009), the voting shall be carried out at the Extra-ordinary General Meeting through declaration of Poll in terms of Section 109 of the Companies Act, 2013 and requirement of Stock Exchange.
 17. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, December 6, 2019, shall be entitled to vote at the EOGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 18. The Results of businesses transacted at the Extra-ordinary General Meeting shall be placed on the website of the Company www.axitacotton.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

EXPLANATORY STATEMENT

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

Item No. 1

With a view to issue bonus equity shares to the shareholders of the Company, it is necessary to increase the existing authorised share capital of the Company from ₹ 7,00,00,000 to ₹ 14,00,00,000 and the same needs to be approved by way of an Special Resolution.

Pursuant to Sections 61 read with Sections 13 and 64 of the Companies Act, 2013, the consent of the shareholders of the Company is required to increase in the authorised share capital.

Accordingly, the Board of the Company, vide its resolution passed at the Board meeting held on November 14, 2019 has approved to increase the authorised share capital of the Company and seeks the approval of members for the same.

The Board recommends the resolution as set out in Item No. 1 above to be passed by the members of the Company as Special Resolution.

None of Directors, KMPs of the Company and their relatives are, in any way, concerned or interested in the resolution, except to the extent of their shareholding in the Company, if any.

Item No. 2

The Board of Directors at its meeting held on November 14, 2019, subject to consent of the members of the Company, approved and recommended issue of bonus equity shares of ₹ 10/- (Rupees Ten only) each credited as fully paid to eligible members of the Company in the proportion of 1 (One) new fully paid-up equity share of ₹ 10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up equity shares of ₹ 10/- (Rupees Ten only) each by capitalizing a sum of ₹ 6,55,20,000 (Rupees



AXITA COTTON LIMITED

CIN: L17200GJ2013PLC076059

Registered office: Servey No. 324 357 358, Kadi Thol Road, Borisana, Kadi, Mahesana – 382 715, Gujarat.

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

Six Crore Fifty Five Lakhs Twenty Thousand only) from and out of the securities premium account and/or any other permitted reserves/ surplus of the Company, as may be considered appropriate.

Article 71 of the Articles of Association of the Company permits capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

The Board commends the Ordinary Resolution as proposed in this Notice for approval by the members. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution set out in this Notice except to the extent of their shareholding in the Company, if any.

By order of the Board
For, Axita Cotton Limited

--sd--

Deepak Chaubisa
Company Secretary
Mem. No.: 45536

Date: November 14, 2019

Place: Kadi

ROUTE MAP TO THE VENUE OF EXTRA-ORDINARY GENERAL MEETING



AXITA COTTON LIMITED

Venue : Servey No. 324 357 358, Kadi Thol Road, Borisana, Kadi, Mahesana - 382 715, Gujarat
Day & Date : Friday, December 13, 2019
Time : 04:00 P.M.

FOR QUERIES CONTACT US:

Mobile Number : +91 63587 47514
Email Id : cs@axitacotton.com



AXITA COTTON LIMITED

CIN: L17200GJ2013PLC076059

Registered office: Servey No. 324 357 358, Kadi Thol Road, Borisana, Kadi, Mahesana – 382 715, Gujarat.

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 Extra-ordinary General Meeting NO. 02/2019-20 of the Members of Axita Cotton Limited held on Friday, December 13, 2019 at 04:00 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.

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.

-----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 Extra-ordinary General Meeting NO. 02/2019-20 of the Members of Axita Cotton Limited to be held on Friday, December 13, 2019 at 04:00 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 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
Special businesses				
1.	To increase the Authorised Share Capital of the Company and consequent alteration of Clause V of the Memorandum of Association of the Company.			
2.	Issue of Bonus Equity Shares.			

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

Signature of shareholder

Signature of Proxy holder(s)

Note:

- 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 Extra-ordinary General Meeting (on or before Wednesday, December 11, 2019 at 04:00 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.

Affix Revenue Stamp of not less than ₹ 1



AXITA COTTON LIMITED

CIN: L17200GJ2013PLC076059

Registered office: Servey No. 324 357 358, Kadi Thol Road, Borisana, Kadi, Mahesana – 382 715, Gujarat.

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

This Page is Intentionally Kept Blank