

## AXITA COTTON LIMITED

CIN: L17200GJ2013PLC076059

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

**Corporate Office:** Rannade House, First Floor, Opp. Sankalp Grace 3, Near Ishan Bunglows, Shilaj, Ahmedabad - 380059, Gujarat, Bharat

### POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Secretarial Standard 2 on General Meetings]

Dear Member(s),

**NOTICE** is hereby given that the resolution as set out below is proposed for approval by the Members of **Axita Cotton Limited** (the "**Company**") by means of Postal Ballot, only by way of e-voting process ("**e-voting**") being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 108 and 110 of the Companies Act, 2013 (the "**Act**") and other applicable provisions of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "**Rules**") and other applicable rules made thereunder, Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 09/2023 dated September 25, 2023, General Circular Nos. 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs ("**MCA**") read together with previous circulars issued by MCA in this regard ("**MCA Circulars**"), and Circular Nos. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India ("**SEBI**") read together with previous circulars issued by SEBI in this regard ("**SEBI Circulars**") and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

In compliance with the requirements of the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those shareholders whose email address is registered with **M/s. MUFG Intime India Private Limited** (Formerly known as "Link Intime India Private Limited") ("**RTA**"), the Company's Registrar and Share Transfer Agent, and / or the Depository Participant(s) and the hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed **M/s. PRT & Associates (FCS 8851, COP: 10029, PEER REVIEW NO 3273/2023)**, as the Scrutinizer for conducting the Postal Ballot (E-Voting Process) in a fair and transparent manner.

As per the MCA Circulars, physical copies of this Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e- Voting only. Members are requested to carefully read the instructions mentioned under the head "General information and instructions relating to e-voting" in this Notice and record their assent ("**FOR**") or dissent ("**AGAINST**") on the proposed resolution through the e-voting process not later than 5:00 P.M. (IST) on **Friday, April 25, 2025**, failing which it will be considered that no reply has been received from the Member. The e-voting period commences at 09:00 A.M. IST on **Thursday, March 27, 2025** and ends at 5.00 p.m. IST on **Friday, April 25, 2025**.

The Company has engaged the services of National Securities Depository Limited (hereinafter referred to as "**NSDL**" or "**Service Provider**") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at [www.axitacotton.com](http://www.axitacotton.com), on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to the National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot i.e. **Friday, April 25, 2025**.

By order of the Board of Directors,  
Axita Cotton Limited  
Sd/-  
Nitinbhai Govindbhai Patel  
Chairman & Managing Director  
DIN: 06626646

**Date:** February 10, 2025

**Place:** Kadi, Mahesana

**AXITA COTTON LIMITED**

CIN: L17200GJ2013PLC076059

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

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**SPECIAL BUSINESS****Item No. 1:****TO APPROVE APPOINTMENT OF MS. SHOBHA BHARTI (DIN: 05318463) AS AN NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:***To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**;*

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the "**Act**") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (including any statutory modification(s) or reenactment (s) thereof for the time being in force), based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, **Ms. Shobha Bharti (DIN: 05318463)** (Registration Number: IDDB-DI-202109-023597), who has been appointed as an Additional Director of the Company in the capacity of Non-Executive Independent Director with effect from **February 10, 2025** and who has submitted a declaration of independence as provided under Section 149(6) of the Act and applicable rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and who has submitted a declaration to that effect and declaration under Section 164 of the Companies Act, 2013 declaring that she is not disqualified to become the Director and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act from a member proposing her candidature for the office of an Independent Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term of 5 (Five) years effective from **February 10, 2025 to February 09, 2030**, on such terms and conditions as detailed in the explanatory statement annexed hereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms with the Registrar of Companies and issue appointment letter to **Ms. Shobha Bharti (DIN: 05318463)** and filing of other necessary forms and documents with the Registrar of Companies."

**Date:** February 10, 2025**Place:** Kadi, Mahesana

By order of the Board of Directors,  
Axita Cotton Limited  
Sd/-  
**Nitinbhai Govindbhai Patel**  
Chairman & Managing Director  
DIN: 06626646

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### NOTES:

1. The Explanatory Statement pursuant to *Section 102* of the Companies Act, 2013 ("**Act**") read with *Rule 22* of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), each as amended, and *Regulation 36* of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, setting out the material facts relating to the proposed resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ("**Notice**").
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on **Friday, March 21, 2025** (the "**Cut-Off Date**") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, with **M/s. MUFG Intime India Private Limited** (Formerly known as "Link Intime India Private Limited") ("**RTA**"), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purposes only.
3. It is clarified that if a member fails to provide or update the relevant email ID to the Company or to the DP, as the case may be, the Company will not be in default for not delivering the Notice via email. The availability of this Notice on the Company's website at [www.axitacotton.com](http://www.axitacotton.com) and on the website of the Stock Exchanges shall be deemed to be the issuance of this Notice to all the Shareholders whose email IDs are not registered with the Company.
4. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e- voting system only.
5. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)- 2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
6. It is however, clarified that all members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company Registrar and Share Transfer Agent or Depositories) shall be entitled to vote in relation to the resolutions in accordance with the process specified hereinafter in this Notice.
7. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e- voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA by following the procedure given below:
  - i. 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 [investor.relations@axita.in](mailto:investor.relations@axita.in)
  - ii. 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 [investor.relations@axita.in](mailto:investor.relations@axita.in)
  - iii. Alternatively, member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (i) or (ii) as the case may be.

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- iv. 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.
- v. 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, MUFG Intime India Private Limited (Formerly known as "Link Intime India Private Limited") to enable servicing of notices / documents electronically to their e-mail address.
8. It is clarified that for permanent registration of e-mail address, the members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings through the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.
9. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on **Friday, March 21, 2025** being the Cut-Off date for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-Off date, can cast their vote electronically.
10. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
11. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the *Board Resolution / Authority Letter, Power of Attorney* together with *attested Specimen Signature(s)* of the duly *Authorised Representative(s)*, to the Scrutinizer by e-mail to [csprandassociates@gmail.com](mailto:csprandassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
12. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
13. Postal Ballot (e-voting) period commences from 09:00 A.M. IST, on **Thursday, March 27, 2025** and ends at 5.00 p.m. IST on **Friday, April 25, 2025**. At the end of the e-voting period, the facility shall forthwith be blocked and e-voting shall not be allowed beyond the said date and time.
14. The proposed resolution, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be **Friday, April 25, 2025**. The resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
15. This Notice shall also be available on the website of the Company at [www.axitacotton.com](http://www.axitacotton.com), websites of the stock exchanges where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively, and on the website of NSDL Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
16. Shareholders holding shares in electronic mode may reach out to the respective Depository Participant(s), where the Demat account is being held for updating the email IDs and mobile number.

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The voting period begins on 09:00 A.M. IST, on Thursday, March 27, 2025 and ends at 5.00 P.M. IST on Friday, April 25, 2025. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date viz., Friday, March 21, 2025 may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

- ❖ Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e voting facility to its shareholders, in respect of all shareholders' resolution. Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.
- ❖ Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- ❖ In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts /websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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### THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

#### 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 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.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>"Login"</b> which is available under <b>'Shareholder/Member'</b> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**




App Store





Google Play



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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
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.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33



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- (B) **Login Method 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](https://www.evoting.nsdl.com/).



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- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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.

### HOW TO CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM?

#### Step 2: Cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 [csprtandassociates@gmail.com](mailto:csprtandassociates@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).

## AXITA COTTON LIMITED

CIN: L17200GJ2013PLC076059

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

**Corporate Office:** Rannade House, First Floor, Opp. Sankalp Grace 3, Near Ishan Bungalows, Shilaj, Ahmedabad - 380059, Gujarat, Bharat

**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 [investor.relations@axita.in](mailto:investor.relations@axita.in).
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 [investor.relations@axita.in](mailto:investor.relations@axita.in). If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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.

### CONTACT DETAILS

E-Voting Agency & VC / OAVM	<p><b>NATIONAL SECURITIES DEPOSITORY LIMITED (NSDL)</b>  Email: <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a>  NSDL help desk: 022 - 4886 7000  Address: NSDL, 4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013  You may refer the <b>Frequently Asked Questions (FAQs)</b> for Shareholders and e-voting user manual for Shareholders available at the download section of <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a></p>
Company	<p><b>AXITA COTTON LIMITED</b>  <b>Registered Office Address:</b> Survey No. 324, 357, 358, Borisana, Kadi - Thol Road, Kadi, Mahesana - 382715, Gujarat, Bharat  Tel No. +91 63587 47514;  Website: <a href="http://www.axitacotton.com">www.axitacotton.com</a>;  E-mail: <a href="mailto:investor.relations@axita.in">investor.relations@axita.in</a></p>
Registrar and Transfer Agent	<p><b>MUFG Intime India Private Limited</b>  (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: <a href="mailto:mumbai@linkintime.co.in">mumbai@linkintime.co.in</a>,  Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a></p>
Scrutinizer	<p><b>Mr. Premnarayan R. Tripathi,</b>  Proprietor of M/s. PRT &amp; Associates  Company Secretary in Practice  Address: 606, 6<sup>th</sup> Floor, Shivalik Square, Nr. Adani CNG Pump, 132 Ft. Ring Road, New Vadaj, Ahmedabad-380013, Gujarat, Bharat  M. No.: +91 8980026497  Email: <a href="mailto:premnarayan.cs@gmail.com">premnarayan.cs@gmail.com</a></p>

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**EXPLANATORY STATEMENT****(Pursuant to Section 102(1) of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Secretarial Standard 2 on General Meetings)****Item No. 1:****TO APPROVE APPOINTMENT OF MS. SHOBHA BHARTI (DIN: 05318463) AS AN INDEPENDENT DIRECTOR OF THE COMPANY: SPECIAL RESOLUTION**

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee ("NRC"), in its meeting held on Monday, February 10, 2025, approved the appointment of Ms. Shobha Bharti (DIN: 05318463) as an Additional Director, designated as Non-Executive Independent Director of the Company effective from February 10, 2025 subject to the approval of the Members.

**Background and Profile of Ms. Shobha Bharti is as follows:**

Ms. Shobha Bharti is an experienced and results-oriented Company Secretary with more than 12 years of expertise in Company Secretarial Services, Listing Compliance, Corporate Governance, and Corporate Affairs. She has a deep understanding of the Company's Strategic Goals and Plans, and her ability to make thoughtful and effective decisions, especially in challenging situations, makes her a valuable asset to our Organization's Growth and Governance.

Additionally, Ms. Bharti's experience with Managing Board Meetings and Translating Governance Principles into practical, effective processes is a huge asset. This aligns perfectly with the Company's Goals of strengthening our Governance Framework and ensuring we operate at the highest standards. The Board noted that **Ms. Shobha Bharti's** background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

The Company has received all statutory disclosures / declarations from Ms. Shobha Bharti, including the following:

- a) Consent in writing to act as Director in Form DIR-2, pursuant to Section 152(5) of the Act read with Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (the "Appointment Rules");
- b) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;
- c) A declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations;
- d) A declaration to the effect she has registered herself with the Indian Institute of Corporate Affairs for inclusion of her name in the Data Bank as per the Rule 6 of the Appointment Rules.
- e) A declaration that she is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

Based on the above declarations, Ms. Shobha Bharti fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Rules made thereunder and SEBI Listing Regulations and is independent of the management.

The Company has also received a notice in writing from a member under Section 160(1) of the Act, proposing her candidature to the office of Independent Director.

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In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members. Further, as per Regulation 17(1C) of the Listing Regulations approval of shareholders for appointment or re-appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier, and as per Regulation 25(2A) of the Listing Regulations, appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the appointment of Ms. Shobha Bharti as a Non-Executive Independent Director requires approval of the Members by passing a special resolution.

In consideration of the above, the Resolution seeks approval of the Members by way of a Special Resolution for Appointment of Ms. Shobha Bharti as a Non-Executive Independent Director of the Company for the first term of 5 (Five) years effective from February 10, 2025 to February 09, 2030 pursuant to Sections 149, 150, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation.

Ms. Shobha Bharti will be entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board and Committees as approved by the Board of Directors from time to time and reimbursement of expenses for participation in the Board/Committee meetings.

A copy of the letter of appointment, setting out the terms and conditions of her appointment will be available for electronic inspection by the Members.

The Board of Directors accordingly recommends the Special resolution as set out at Item No. 1 of the Notice for the approval of the Members.

Disclosures as required under Regulation 36(3) of the Listing Regulations and SS-2 issued by ICSI are annexed to this Notice.

Save and except Ms. Shobha Bharti and her relatives who are deemed to be interested in the aforesaid resolution, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1.

**By order of the Board of Directors,  
Axita Cotton Limited  
Sd/-**

**Nitinbhai Govindbhai Patel  
Chairman & Managing Director  
DIN: 06626646**

**Date:** February 10, 2025

**Place:** Kadi, Mahesana

## AXITA COTTON LIMITED

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INFORMATION PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013, REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND THE SECRETARIAL STANDARDS - 2 ON GENERAL MEETINGS, IN RESPECT OF DIRECTORS SEEKING APPOINTMENT AND/OR RE-APPOINTMENT AND / OR VARIATION IN TERMS OF APPOINTMENT ARE PROVIDED HEREIN BELOW.

Name of Director	Ms. Shobha Bharti		
Category of Director	Non-Executive Independent Director		
Director Identification Number (DIN)	05318463		
Age / DOB	June 18, 1981		
Date of first appointment	February 10, 2025		
Qualification, Brief resume / Experience (including expertise in specific functional area, skills and capabilities required for the role)	As detailed in explanatory statement above.		
Terms and Conditions of Appointment / Re-appointment	As detailed in this Notice along with explanatory statement in Item No. 1 of this Notice.		
Remuneration last drawn (including sitting fees, if any)	Not Applicable		
Remuneration proposed to be paid	Entitled to Sitting Fees for Board & Committee Meetings attended and Commission as per the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations.		
Shareholding in the Company as on date of Notice (including shareholding as Beneficial Owner)	Nil		
Number of Equity Shares held in the Company for any other person on a beneficial basis	Nil		
Relationship with other Directors/Key Managerial Personnel/Managers	None		
Number of Board meetings attended during the year	Not Applicable		
Directorship of other Boards as on date of Notice and Membership / Chairmanship of Committees of the other Boards of Listed Companies as on date of Notice (As per Regulation 17A and 26(1) of Listing Regulations)	Name of Company	Designation	Committee Position
	Yuranus Infrastructure Limited	Independent Director	1. Audit Committee-Member 2. Nomination & Remuneration Committee-Member 3. Stakeholders Relationship Committee- Member
Relationships between Directors inter-se	Not related to any Directors & KMP of the Company.		
Information as required pursuant to NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 & BSE Circular No. LIST/COMP/14/2018-19 June 20, 2018 dated June 20, 2018	The Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.		
Listed entities from which he resigned in the past three years	Nil		