

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

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 pursuant to and in compliance with the provisions of sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "**Rules**") and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard-2 on General Meetings (the "**SS-2**"), read with the General Circular No. 14/2020 dated 8th April 2020, the General Circular No. 17/2020 dated 13th April 2020, the General Circular No. 09/2023 dated 25th September, 2023, the General Circular No. 9/2024 dated 19th September 2024 and the General Circular No. 03/2025 dated 22nd September 2025 issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and other applicable laws and regulations, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), to the Members of **Axita Cotton Limited** (the "**ACL**", "**Company**") that it is proposed to transact the following businesses by the Members of the Company through Postal Ballot by remote e-voting process only ("**remote e-voting**").

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 Mr. Premnarayan R. Tripathi, Proprietor of M/s. PRT & Associates Company Secretary in Practice (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 **Monday, March 23, 2026**, 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 **Sunday, February 22, 2026** and ends at 5.00 p.m. IST on **Monday, March 23, 2026**.

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, on the website of NSDL at 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. **Monday, March 23, 2026**.

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

Date: February 16, 2026

Place: Kadi, Mahesana

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SPECIAL BUSINESS**Item No. 1:****TO APPROVE ADDITION AND ALTERATION IN MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATIONS OF THE COMPANY:**

To consider and if thought fit, to pass the following resolution as a *Special Resolution*:

RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions, approval of the Members be and is hereby accorded to alter/amend the existing Object Clause III(A) of the Memorandum of Association of the Company by insertion / addition of following new sub-clause iii(A)(4) after existing sub clause iii(A)(3):

4. To carry on the business of general merchants, traders, dealers, wholesalers, retailers, consultants, experts, buyers, sellers, exporters, importers, distributors, agents, sales representatives, and commodity traders, including by way of trading, hedging, or otherwise, and to act as traders in all commodities and commodity derivatives in goods of every kind and description, including textiles and fibres such as cotton, cotton yarn, synthetic yarn, silk, rayon, wool, nylon, man-made fibres, polyester, canvas; paper and paper products; all types of agricultural commodities, whether organic or inorganic, perishable or non-perishable, including seeds, soybeans, wheat, rice and rice products, maize, grains, pulses, and dal; and all types of non-agricultural commodities including metals, bullion, gold, gold ornaments, silver, silver utensils, copper, and other metals; and to deal in all virtual digital assets, including all non-fungible tokens (NFTs), central bank digital currencies (CBDCs), and any other digital or virtual assets as may be recognized under applicable laws from time to time; and to provide services relating to commodities, commodity derivatives, and digital assets, including to buy, sell, hold, deal in, convert, modify, add value to, transfer, or otherwise dispose of such commodities, derivatives, and assets.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board including any Committee of the Board, KMPs and/or person authorised by the Board, be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board including any Committee of the Board, KMPs and/or person authorised by the Board, be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

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Item No. 2:**TO APPROVE THE ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013:**

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the Members be and is hereby accorded for adoption of the new set of Memorandum of Association of the Company by replacing the existing set of Memorandum of Association by deleting Clause III (C) - “Other Objects of the Company not included in 'A' And 'B' above” and accordingly Memorandum of Association will no longer carry Other Objects.

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (A), III (B) and Clause IV of the Memorandum of Association of the Company, be renamed and read as under:

Clause III (A): The objects to be pursued by the Company on its incorporation are

Clause III (B): Matters which are necessary for furtherance of the objects specified in Clause III (A)

Clause IV: The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED FURTHER THAT the words “Companies Act, 1956” be substituted with the words “Companies Act, 2013” whenever appears in the existing Memorandum of Association of the Company.

RESOLVED FURTHER THAT the relevant section of Companies Act, 1956 shall be read in line with the relevant section of Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board including any Committee of the Board, KMPs and/or person authorised by the Board, be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

Item No. 3:**TO AUTHORISE COMPANY TO CHARGE FOR SERVICE OF DOCUMENTS TO MEMBERS UNDER SECTION 20 OF THE COMPANIES ACT, 2013:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made thereunder, and upon receipt of a specific request from a Member for delivery of any document through a particular mode, the Company be and is hereby authorised to charge and recover, in advance, a fee of Rs. 200/- (Rupees Two Hundred Only) per document, in addition to reimbursement of the actual expenses incurred by the Company for delivery of such document, for sending the document to the Member in the requested mode.

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RESOLVED FURTHER THAT such estimated fees and expenses shall be paid by the Member at least ten (10) days in advance of the proposed dispatch of the document and no request for delivery through a particular mode shall be entertained after the dispatch of the document by the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board including any Committee of the Board, KMPs and/or person authorised by the Board, be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

**By order of the Board of Directors,
Axita Cotton Limited**

Sd/-

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

Date: February 16, 2026

Place: Kadi, Mahesana

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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, February 13, 2026** (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 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
 - 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
 - iii. Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (i) or (ii) as the case may be.
 - 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.

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- 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, February 13, 2026** 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 csprtandassociates@gmail.com with a copy marked to 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 **Sunday, February 22, 2026** and ends at 5.00 p.m. IST on **Monday, March 23, 2026**. 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 **Monday, March 23, 2026**. 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, 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 and www.bseindia.com respectively, and on the website of NSDL Limited at 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.
 17. IEPFA Campaign "**Saksham Niveshak**" - A 100-Day Drive to Facilitate Dividend Claims and KYC Updates

The Company is participating in the "**Saksham Niveshak**" initiative of the Investor Education and Protection Fund Authority, Ministry of Corporate Affairs (**MCA**). The campaign aims to enhance shareholder awareness and facilitate the timely updation of KYC details such as PAN, bank account particulars, contact information, and nomination, and to facilitate claim of any unpaid or unclaimed dividends.

As per the IEPF Rules and the Act, shares on which dividends remain unclaimed for seven consecutive years are liable to be transferred to the Investor Education and Protection Fund (**IEPF**). Shareholders are therefore advised to claim any unpaid dividends and update their KYC details, to prevent such transfer.

For shares held in demat form: Contact your Depository Participant (DP).

For shares held in physical form: Submit the applicable ISR forms along with supporting documents to the Company's Registrar and Transfer Agent. (Not Applicable)

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NOTE: OUR 100% EQUITY SHARES ARE DEMAT MODE.

18. IMPORTANT INFORMATION FOR SHAREHOLDERS ON SEBI-MANDATED PAN, KYC AND NOMINATION REQUIREMENTS

SEBI, vide its Master Circular No. [SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025](#), has prescribed common and simplified norms for processing investor service requests by Registrar and Share Transfer Agents ("RTA") and norms for furnishing Permanent Account Number (PAN), KYC details (including contact details, bank account details and specimen signature) and nomination details.

In terms of the said Master Circular, it is mandatory for all shareholders, whether holding shares in physical form or in dematerialised form, to ensure that their PAN, KYC details, bank account details, mobile number and email address are duly registered and updated with the Registrar and Share Transfer Agent ("RTA") or the respective Depository Participants ("DPs"), as applicable.

Members holding shares in physical form, and members holding shares in dematerialised form but whose bank details, mobile number, email address or other KYC details are not registered or are incomplete / outdated, shall be eligible to lodge grievances or avail investor service requests only after registration and verification of such details, in accordance with SEBI directions.

Further, any payments including dividend, interest or other corporate action / corporate event benefits in respect of such folios or demat accounts shall be made only through electronic mode and only after the requisite PAN, KYC, bank and contact details are duly registered and validated.

Accordingly, members holding shares in physical form are requested to submit the requisite details in the prescribed forms to the Company's RTA. Members holding shares in dematerialised form are requested to register and/or update their PAN, KYC, bank account details, mobile number, email address and nomination details with their respective Depository Participants (DPs).

Further, pursuant to SEBI Circular No. [SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024](#), members who have not opted for nomination are encouraged, in their own interest, to provide their choice of nomination to ensure smooth transmission of shares and to prevent accumulation of unclaimed assets in the securities market.

The Company shall not be responsible for any delay or non-receipt of dividend or other corporate benefits arising due to non-registration or incomplete / incorrect updation of PAN, KYC, bank or contact details by the members.

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

The voting period begins on 09:00 A.M. IST, on *Sunday, February 22, 2026* and ends at 5.00 P.M. IST on *Monday, March 23, 2026*. 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, February 13, 2026* 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 9th 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 are 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

AXITA COTTON LIMITED

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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.

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- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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 with a copy marked to 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 EVEN, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com.

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Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email 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.
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. 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 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>NATIONAL SECURITIES DEPOSITORY LIMITED (NSDL) Email: evoting@nsdl.com NSDL help desk: 022 - 4886 7000 Address: NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 You may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com</p>
Company	<p>AXITA COTTON LIMITED Registered Office Address: Survey No. 324, 357, 358, Borisana, Kadi - Thol Road, Kadi, Mahesana - 382715, Gujarat, Bharat Tel No.: +91 63587 47514; Website: www.axitacotton.com; E-mail: investor.relations@axita.in</p>
Registrar and Transfer Agent	<p>MUFG Intime India Private Limited (Formerly known as "Link Intime India Private Limited") Address: C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, Maharashtra, Bharat Tel No.: +91-022-4918 6000; Fax: +91 022 4918 6060 Email: mumbai@linkintime.co.in, Website: www.linkintime.co.in</p>
Scrutinizer	<p>Mr. Premnarayan R. Tripathi, Proprietor of M/s. PRT & Associates Company Secretary in Practice Address: 606, 6th Floor, Shivalik Square, Nr. Adani CNG Pump, 132 Ft. Ring Road, New Vadaj, Ahmedabad-380013, Gujarat, Bharat M. No.: +91 8980026497 Email: premnarayan.cs@gmail.com</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 ADDITION AND ALTERATION IN MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATIONS OF THE COMPANY:**

The existing Object Clause of the MOA defines the scope of business activities that the Company can undertake. The proposed addition is intended to provide the Company with greater operational flexibility and to enable it to diversify its business activities in line with emerging market opportunities, evolving economic conditions, and regulatory developments. The Board believes that the proposed change will allow the Company to utilize its resources efficiently, explore new avenues for growth, and strengthen its long-term strategic position, thereby enhancing value for the Company and its shareholders.

The proposed addition is intended to provide the Company with greater operational flexibility and enable it to diversify its business activities in line with emerging market opportunities, evolving economic conditions, and regulatory developments. It also positions the Company to respond effectively to new and evolving market trends and economic opportunities, strengthen its business portfolio and reduce dependency on a single line of activity, improve operational and financial flexibility enabling timely and strategic investment decisions, and pursue growth opportunities in emerging sectors permitted under applicable laws.

Pursuant to Sections 4, 13, and other applicable provisions of the Companies Act, 2013, the alteration of the Object Clause of the MOA requires the approval of the Members by way of a *Special Resolution*.

The Board of Directors, at their meeting held on *Monday, February 16, 2026*, have approved the adoption of the new Memorandum of Association and recommended the same for approval of the Members.

None of the Director(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their equity shareholdings held by them in the Company.

Accordingly, the Board recommends the *Special Resolution* set out at *Item No. 1* of the Notice for approval by the Members.

Item No. 2:**TO APPROVE THE ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013:**

The existing Memorandum of Association (“MOA”) of the Company was framed in accordance with the provisions of the Companies Act, 1956, which has since been repealed and replaced by the Companies Act, 2013.

The Companies Act, 2013 has introduced significant changes in the format and contents of the Memorandum of Association. Notably, the concept of bifurcating the Object Clause into “Main Objects,” “Incidental or Ancillary Objects,” and “Other Objects” has been dispensed with. Consequently, the “Other Objects” clause, i.e., Clause III (c), is no longer applicable under the new Act.

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In order to align the existing Memorandum of Association with the requirements of the Companies Act, 2013, it is proposed to adopt a new set of Memorandum of Association in conformity with Table A of Schedule I to the Act. The proposed MOA includes, inter alia:

- Deletion of Clause III (c) i. e. "Other Objects of the Company not included in 'A' and 'B' above";
- Renaming and reclassification of Object Clauses in accordance with the format prescribed under the Companies Act, 2013;
- Substitution of references to the "Companies Act, 1956" with "Companies Act, 2013"; and
- Aligning all statutory references to ensure consistency with the provisions of the Companies Act, 2013.

Pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, adoption of a new Memorandum of Association requires the approval of the Members by way of a Special Resolution.

The Board of Directors, at their meeting held on *Monday, February 16, 2026*, have approved the adoption of the new Memorandum of Association and recommended the same for approval of the Members.

None of the Director(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their equity shareholdings held by them in the Company.

Accordingly, the Board recommends the *Special Resolution* set out at *Item No. 2* of the Notice for approval by the Members.

Item No. 3:**TO AUTHORISE COMPANY TO CHARGE FOR SERVICE OF DOCUMENTS TO MEMBERS UNDER SECTION 20 OF THE COMPANIES ACT, 2013:**

Pursuant to the provisions of Section 20 of the Companies Act, 2013 and the rules made thereunder, a company may serve documents, notices, and other communications to its Members either physically or through electronic mode. The proviso to Section 20(2) further allows a Company to charge a Member in advance for delivery of any document through a specific mode, if the Member requests delivery by a mode other than that normally adopted by the Company. Such charges are intended to cover the estimated actual expenses of dispatch.

In order to facilitate Members who may request delivery of documents through a particular mode, it is proposed to seek the consent of the Members to authorise the Board of Directors to provide such facility. Requests for delivery through a specific mode will be entertained only if received by the Company at least ten (10) days prior to the proposed dispatch of the document.

This measure also aligns with the ongoing transition to the digital era, encouraging Members to opt for digital copies of documents, thereby reducing the reliance on physical printing and stationary. Promoting electronic delivery supports the Company's efforts to increase its green footprint, reduce carbon emissions, and contribute to environmental sustainability, while still providing Members with the flexibility to receive physical copies if specifically requested. The Board believes that this initiative will foster responsible and eco-friendly practices among Members, while ensuring that the Company can recover actual expenses in cases where physical delivery is requested.

The Board of Directors, at their meeting held on *Monday, February 16, 2026*, have approved and recommended the same for approval of the Members.

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None of the Promoter(s), Director(s), Manager(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution, except to the extent of their equity shareholdings held by them in the Company.

Accordingly, the Board recommends the *Ordinary Resolution* set out at *Item No. 3* of the Notice for approval by the Members.

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

Date: February 16, 2026
Place: Kadi, Mahesana