

AXITA COTTON LIMITED
CIN: L17200GJ2013PLC076059

Registered Office: Servey No. 324 357 358 Kadi Thol Road Borisana
Kadi Mahesana-382715 (Gujarat).

Telephone: +91 63587 47514; **Website:**www.axitacotton.com; **Email:**cs@axitacotton.com.

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with
Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') (as amended from time to time) ('the rules'), Secretarial Standard-2 on General Meeting (the "SS-2"), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and other applicable laws and regulations and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), Notice is hereby given that the resolutions appended to this notice is proposed to be passed by the members of Axita Cotton Limited ('the Company') as Ordinary Resolutions by means of Postal Ballot through remote electronic voting (remote e-voting). Proposed resolution, along with explanatory statement pertaining to the said resolution, pursuant to Section 102(1) of the Companies Act, 2013 read with applicable regulations of SEBI (ICDR) Regulations, 2018, setting out the information and material facts, is appended herewith for your consideration.

In terms of the circulars issued by the Ministry of Corporate Affairs, Government of India (the "MCA") vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 (the "MCA Circulars") read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, issued by SEBI and in view of the continuing COVID-19 pandemic requiring social distancing, companies were advised to take all decisions requiring members' approval, other than items of ordinary businesses or businesses where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. Further, in compliance with the said MCA Circulars, hard copy of Postal Ballot Notice, Postal Ballot Forms and pre-paid self-addressed business envelope, will not be sent to the shareholders for this Postal Ballot. The Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system.

The Board of Directors of the Company now proposes to obtain the consent of the shareholders by way of Postal Ballot for the matters as considered in the Resolution appended below. Proposed resolution, along with explanatory statement pertaining to the said resolution, pursuant to Section 102(1) of the Companies Act, 2013, setting out the information and material facts, is appended herewith for your consideration.

In light of the MCA Circulars, for remote e-voting for this postal ballot, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the remote e-voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company by email through their registered email address to cs@axitacotton.com, providing requisite details like Name of Shareholder, PAN No., DP/Client ID, folio no. and certificate no (in case of physical shareholding). Member who does not receive the Postal Ballot Notice may send an e-mail to cs@axitacotton.com and obtain a copy of Postal Ballot Notice.

The Company has engaged the services of National Security Depository Limited (NSDL) to provide remote e-voting facility to the Members of the Company. Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through remote e-voting only. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting their votes through NSDL e-Voting system.

The remote e-voting facility is available at the link: <https://www.evoting.nsdl.com> from **Wednesday, December 01, 2021 (09:00 A.M.) and will end on Thursday, December 30, 2021(05:00 P.M.)**. Please refer to the instructions for casting votes through remote e-voting given in this Notice and the manner in which e-voting has to be carried out Only members entitled to vote are entitled to vote through the remote e-voting facility provided the Company through NSDL e-Voting system.

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The board of directors of the company has appointed M/s SCS and Co LLP, Firm of Practicing Company Secretaries (Firm Unique Code: -L2020GJ008700) as Scrutinizer (hereinafter referred to as the "Scrutinizer") for conducting the postal ballot through remote e-voting process in a fair and transparent manner.

The scrutinizer will submit the report to the Chairman after the completion of scrutiny of votes recorded through remote e-voting. The results of voting by means of remote e-voting will be announced on or before Saturday, January 01, 2022 at the Registered Office of the Company and also by placing the same on the company's website - www.axitacotton.com and communicated on the same day to stock exchange, registrar and share transfer agent and e-voting agency.

By order of the Board of Directors,
Axita Cotton Limited

Sd/-
Kushal Nitinbhai Patel
Managing Director
DIN: 06626639

Place: Kadi, Mehsana
Date: November 27, 2021

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SPECIAL BUSINESS

ITEM NO. 1:

TO APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION:

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any of the Companies Act, 2013 (the ‘Act’) and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of Concerned Registrar of Companies, and such other approvals as may be required in this regard, the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from the present ₹14,00,00,000/- (Rupees Fourteen Crores Only) divided into 1,40,00,000 (One Crores Forty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

“V. The Authorised Share Capital of the Company is ₹ 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.”

ITEM NO. 2:

TO CONSIDER AND APPROVE THE ISSUANCE OF BONUS SHARES:

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

RESOLVED THAT in accordance with Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to all other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules, circulars and notifications for the time being in force and subject to regulations/guidelines issued by the Securities and Exchange Board of India (SEBI) (as amended from time to time), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reserve Bank of India (RBI) and on recommendation of the Board of Directors (hereinafter referred to as ‘the Board’) and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent and the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, for capitalization of ₹ 6,55,20,000/- (Rupees Six Crores Fifty Five Lakhs Twenty Thousand Only) out of entire sum outstanding to the credit of the Securities Premium account and remaining from Credit balance of Profit and loss account as per the Audited Financial Statements of the Company as on March 31, 2021, or such other amount as may be considered necessary by the Board for the purpose of issue of 65,52,000 (Sixty Five Lakhs Fifty Two Thousand) Bonus Equity Shares of ₹ 10/- (Rupees Ten only) each, credited as fully paid-up to the existing holders of the Equity Shares of the Company, whose names appear on the Register of Members maintained by the Company/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on record date as determined by the Board, in the proportion of 1:2 i.e.1 (One) Bonus Equity Shares of ₹ 10/- (Rupees Ten only) each, for every 2 (Two) existing fully paid-up Equity Shares of ₹ 10/- (Rupees Ten only) each held by Member/ Beneficial Owner and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid-up capital of the Company.

RESOLVED FURTHER THAT the Bonus equity Shares so allotted shall be subject to the Memorandum and the Articles of Association of the Company and shall rank pari-passu in all respects with the fully paid-up Equity Shares of the Company.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Equity Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members, held with their respective Depository Participants and in the case of Members who hold Equity

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Shares in physical form, the Share Certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a duly constituted Committee thereof, be and is hereby authorized to take necessary steps for listing of such Equity Shares on the Stock Exchange where the securities of the Company are listed, as per the applicable guidelines, rules and regulations.

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

By order of the Board of Directors,
Axita Cotton Limited

Sd/-
Kushal Nitinbhai Patel
Managing Director
DIN: 06626639

Place: Kadi, Mehsana
Date: November 27, 2021

Notes:

1. Pursuant to Section 102(1) of the Companies Act 2013 and Secretarial Standard 2 on General Meeting, an explanatory Statement setting out material facts relating to the proposed resolutions are appended to this notice.
2. In compliance with the provisions of Sections 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to all members of the Company. The Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating remote e-voting.
3. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on **Friday, November 26, 2021** by email to those members who have registered their email IDs with the Company / Depository. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on **Friday, November 26, 2021**. Member who does not receive the postal ballot notice may send an email to cs@axitacotton.com or may apply to NSDL at evoting@nsdl.co.in and obtain a copy of postal ballot notice. The copy of postal ballot notice may also be downloaded from website of Company at www.axitacotton.com and website of e-Voting Agency at www.evoting.nsdl.com.
4. On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid self-addressed business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
 - (a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@axitacotton.com.
 - (b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@axitacotton.com.
 - (c) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
5. The Shareholders are requested to note that 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.

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6. Any query/grievance may please be addressed to Mr. Deepakkumar Chaubisa, Company Secretary with respect to the voting by remote electronic means at: Email id: cs@axitacotton.com or to NSDL at evoting@nsdl.co.in.
7. The members have to vote through remote e-voting platform only.
8. The Portal for remote E-voting will remain open for the Members for exercising their remote e-voting during **Wednesday, December 01, 2021 (09:00 A.M.) and will end on Thursday, December 30, 2021 (05:00 P.M.) (Both days inclusive)**. During this period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on **Friday, November 26, 2021 ('cut-off date')**, may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again. Please note that remote E-voting module shall be disabled for voting by NSDL after the last date and time.
9. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
10. The Scrutinizer's decision on the validity of the voting shall be final.
11. A copy of the Postal Ballot Notice is also available on the website of the Company viz. www.axitacotton.com and e-voting website viz. www.evoting.nsdl.com and at the corporate announcement section of the website of the BSE Limited on which the equity shares of the Company are currently listed.
12. The Board of Directors have appointed M/s SCS and Co LLP, Firm of Practicing Company Secretaries (Firm Unique Code:-L2020GJ008700) as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner and to receive and scrutinize the votes received through remote e-voting platform. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.
13. The Resolution will be taken as passed effectively on **Thursday, December 30, 2021** being last date for voting, if the result of the voting indicates that the requisite votes, as required for Ordinary Resolutions, had received assent to the Resolution. The result of the voting will be declared on or before **Saturday, January 01, 2022** at the Registered Office of the Company. The result of the voting will also be posted on the Company's website www.axitacotton.com and communicated on the same day to stock exchange, registrar and share transfer agent and e-voting agency.
14. Resolution approved by the members through Postal Ballots /remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.
15. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.

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INSTRUCTIONS FOR CASTING VOTES BY 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"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login,

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Type of shareholders	Login Method
(holding securities in demat mode) login through their depository participants	you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-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 above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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***

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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

STEP 2. CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM.

How to 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 scsandcollp@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "Physical User Reset Password" option available on www.evoting.nsdl.com to reset the password.

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CONTACT DETAILS

Company	AXITA COTTON LIMITED Registered Office Address: Servey No. 324 357 358 Kadi Thol Road Borisana Kadi Mahesana-382715, Gujarat. Tel No.: +91 63587 47514; Website: www.axitacotton.com ; E-mail: cs@axitacotton.com
Registrar and Transfer Agent	LINK INTIME INDIA PRIVATE LIMITED Address: C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra, India Tel No.: +91-022-4918 6000; Fax: +91 022 4918 6060 Email: mumbai@linkintime.co.in , Website: www.linkintime.co.in
E-Voting Agency & VC / OAVM	National Securities Depository Limited (NSDL) Email: evoting@nsdl.co.in NSDL help desk: 1800 1020 990 and 1800 22 44 30 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
Scrutinizer	M/s SCS and Co LLP, Firm of Practicing Company Secretaries Email: scsandcollp@gmail.com ; Tel No.: +91 079 40051702

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@axitacotton.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@axitacotton.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

AXITA COTTON LIMITED
CIN: L17200GJ2013PLC076059

Registered Office: Servey No. 324 357 358 Kadi Thol Road Borisana
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EXPLANATORY STATEMENT

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

ITEM NO. 1:

TO APPROVE INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION:

In order to broad base capital structure of the Company and to enable the Company to issue Bonus shares, it is proposed to increase the authorised share capital of the Company from ₹ 14,00,00,000/- (Rupees Fourteen Crores Only) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores Only) Equity Shares of ₹ 10/- (Rupees Ten Only), by way of creation of an additional 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of ₹10/- (Rupees Ten only) each, ranking *paripassu* in all respect with existing equity shares of the company, aggregating to ₹16,00,00,000/- (Rupees Sixteen Crores only).

As a consequence of increase of authorized share capital of the Company, the existing authorised share capital clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly.

The proposed increase of authorized share capital requires the approval of members of the Company in general meeting under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The Draft amended Memorandum of Association has been placed on the website of the Company - www.axitacotton.com or Members' Inspection.

Therefore, the Board recommends the resolution hereof for approval of the shareholders as Ordinary Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

ITEM NO. 2

The Board of Directors at its meeting held on Saturday, November 27, 2021, subject to consent of the members of the Company, approved and recommended issue of bonus equity shares in ratio of 1:2 (i.e.1 (One) bonus equity shares of ₹ 10/- for every 2 (two) fully paid up equity share of ₹ 10/- each held) to the shareholders as on the record date as may be decided by the Board of Directors after approval of Shareholders.

This bonus allotment will rationalize the paid-up capital of the company with the funds employed in the company. The fully paid-up Bonus Shares shall be distributed to the Members of your Company, whose names appear on the Register of Members maintained by the Company/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the Record Date as determined by the Board of Directors of the Company.

The Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

The Existing issued, subscribed and Paid-Up Equity Share Capital pre Bonus is ₹13,10,40,000 (Rupees Thirteen Crores Ten Lakhs Forty Thousand Only) divided into 1,31,04,000 (One Crore Thirty One Lakh Four Thousand Only) Equity Shares of ₹10 each.

The existing issued, subscribed and paid-up Equity Share Capital of the Company shall be increased after capitalization of ₹ 6,55,20,000/- (Rupees Six Crores Fifty Five Lakhs Twenty Thousand Only) out of entire sum outstanding to credit balance of securities premium account and remaining from credit Balance of Profit & Loss account as per the audited accounts of the company for the financial year ended March 31, 2021.

The Paid-Up Equity Share Capital post Bonus Issue will be ₹ 19,65,60,000/- (Rupees Nineteen Crores Sixty Five Lakhs Sixty Thousand Only) divided into 1,96,56,000 (One Crore Ninety Six Lakhs Fifty Six Thousand Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each.

As per the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for issuance of Bonus Shares to the members of the Company by way of passing Ordinary Resolution.

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The Board recommends the matter and the resolution set out under Item No. 2 of this postal ballot notice for the approval of the Members by way of passing Ordinary Resolution.

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.

By order of the Board of Directors,
Axita Cotton Limited

Sd/-

Kushal Nitinbhai Patel
Managing Director
DIN: 06626639

Place: Kadi, Mehsana

Date: November 27, 2021