



## 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 (as amended from time to time) ('the rules'), Regulation 277 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and other applicable laws and regulations, Notice is hereby given that the resolutions appended to this notice is proposed to be passed by the members as Special Resolutions through Postal Ballot only by Voting through electronic means ("remote e-voting"). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

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, 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, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), and relevant circulars issued by SEBI and in view of the prevailing extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies were advised to take all decisions requiring members' approval, other than items of ordinary business or business 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.

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 Thursday, February 24, 2022 (09:00 A.M.) and will end on Friday, March 25, 2022 (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. The Board of Directors of the Company has appointed M/s SCS and Co LLP, Practicing Company Secretary (Firm Unique



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Code: -L2020GJ008700) as Scrutinizer for conducting the postal ballot and 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, March 26, 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/-

Nitinbhai Govindbhai Patel  
Chairman Cum Managing Director  
DIN: 06626646

Place: Kadi, Mehsana  
Date: February 22, 2022

### SPECIAL BUSINESSES

1. **MIGRATION OF COMPANY'S PRESENT LISTING FROM SME PLATFORM OF BSE LIMITED ("BSE") TO THE MAIN BOARD OF BSE LIMITED AS WELL AS ON MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE"):**

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

**"RESOLVED THAT** in accordance with the provisions of Section 110 of the Companies Act, 2013 as amended read with Rule 22 of Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 277 of SEBI (ICDR) Regulations, 2018 and other applicable provisions of Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and other applicable provisions, if any, of the Companies Act 2013, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited as well as on Main Board of National Stock Exchange of India Limited.

**RESOLVED FURTHER THAT** any of the Directors of the Company or Chief Financial Officer or Company Secretary be and are hereby authorized jointly and/or severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to BSE Limited (BSE), National Stock Exchange of India Limited (NSE), Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited (BSE) as well as Main Board of National Stock Exchange of India Limited (NSE).

**RESOLVED FURTHER THAT** Directors of the Company be and are hereby authorized jointly and/or severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

*Note: In accordance with Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the below mentioned Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*



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### 2. INCREASING THE BORROWING POWERS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 UP TO ₹ 500 CR.

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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof or re-enactment thereof, for the time being in force) and any rules and regulations made thereunder and in supersession of earlier resolution passed, the consent of the members of the Company be and is hereby accorded by way of special resolution, to the Board of Directors of the Company ("Board") for borrowing from time to time, as it may think fit, any sum or sums of money in any currency on such terms and conditions as the Board may deem fit, by way of loans, issuance of bonds, notes, debentures or other securities whether convertible into equity shares or not, from banks, financial or other institution(s), investors, mutual fund(s), or any other persons, up to an aggregate amount of ₹ 500 Crores (Five Hundred Crores) notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose."

"**RESOLVED FURTHER THAT** the Board or (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) or such person as may be authorized by the Board in this regards, be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deeds, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution including execution of all such documents, instruments and writing, as may be required."

### 3. CREATION OF CHARGES, MORTGAGES, HYPOTHECATION ON THE IMMOVABLE AND MOVABLE PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(A) OF THE 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 Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof), any rules and regulations made thereunder and in supersession of earlier resolution passed, consent of the members of the Company be and is hereby accorded by way of a special resolution to the Board of Directors ("Board") of the Company to pledge, mortgage, lien, hypothecate and/or create charge, whether fixed or floating (in addition to any other hypothecation, pledge, lien, mortgage, charges created/to be created by the Company), in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the immovable properties and movable assets (both tangible and intangible) of the Company, both present and future, and the whole or substantially the whole of the undertaking(s) or any properties of the Company where so ever situated, in favour of banks, financial institutions, investors, debenture holders or any other lenders and their agents or trustees (together, the "Lenders") to secure any borrowings, debentures, financial assistance or financial indebtedness availed by the Company or any third party from time to time (including without limitation, the due payment of the principal and/or together with interest, at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, remuneration of the agent(s), trustee(s), prepayment premium, all other costs, charges and expenses and all other monies payable by the Company) (together, the "Financial Indebtedness") in terms of the financing documents, or any other documents, entered into or to be entered into between the Company and any Lender(s) in respect of the Financial Indebtedness, on such terms and conditions as may be agreed between the Company and any Lender(s), provided that the maximum extent of the Financial Indebtedness secured by the assets of the Company does not exceed ₹ 500 Crores (Five Hundred Crores) at any time."



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“RESOLVED FURTHER THAT the pledge, mortgage, lien, hypothecation and/or charge created or to be created and all agreements, deeds, instruments or documents executed or to be executed and all acts necessary in terms of this resolution required to be done by the Company or the Board are hereby approved, confirmed and ratified.”

“RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) or any Director of the Company be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.”

4. **TO GIVE LOANS, INTER CORPORATE DEPOSITS, GIVE GUARANTEES IN CONNECTION WITH LOANS MADE BY ANY PERSON OR BODY CORPORATE AND ACQUIRE BY WAY OF SUBSCRIPTION, PURCHASE OR OTHERWISE THE SECURITIES OF ANY OTHER BODY CORPORATE IN EXCESS OF THE LIMITS PRESCRIBED IN SECTION 186 OF THE 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 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment or modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary and in supersession of earlier resolution passed, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of ₹ 500 Crores (Rupees Five Hundred Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company.

**RESOLVED FURTHER THAT** the Board of Directors (including a Committee thereof constituted for this purpose) or any Director of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution and to make, sign and execute, on behalf of the Company, such deed, documents, agreements, undertakings and all other necessary papers as may be required; to accept modifications to the same as may be necessary and to do all such acts, deeds and things that may be required or considered necessary or incidental for the same;

**RESOLVED FURTHER THAT** the Company Secretary or any Director of the Company be and is hereby authorized to fill necessary forms with the Registrar of Companies, to make necessary entries in the Statutory registers of the Company and to do all such acts/ deeds/ things as may deem fit to give effect to this resolution.”

5. **APPOINTMENT OF MR. KUNJAL SONI (DIN: 08160838) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the



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applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), Mr. Kunjal Soni (DIN : 08160838), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as an Independent Director, not liable to retire by rotation and to hold office for a term up to February 21, 2027.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### 6. APPOINTMENT OF MR. VINOD RANA (DIN: 08160972) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), Mr. Vinod Rana (DIN : 08160972), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as an Independent Director, not liable to retire by rotation and to hold office for a term up to February 21, 2027.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Sd/-

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

**Place: Kadi, Mehsana  
Date: February 22, 2022**





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### Notes:

1. Pursuant to Section 102(1) of the Companies Act 2013 and Secretarial Standard II on General Meeting, an explanatory Statement setting out material facts relating to the proposed resolution is 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 engaged the services of National Security Depository Limited (NSDL) for facilitating remote e-voting to the Members through NSDL e-Voting system.
3. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Friday, February 18, 2022 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, February 18, 2022.
4. On account of threat posed by COVID-19 and in terms of the MCA 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:
  - 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). Post successful registration of the e-mail address, the shareholder would get soft copy of this Notice and the procedure for remote e-voting along with the user-id and the password to enable e-voting for this postal ballot. In case of any queries, shareholder may write to the Company at cs@axitacotton.com. 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 and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, having its office at C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai – 400 083, India (Tel: +91 22 4918 6000; Fax: +91 22 4918 6060).
  - 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, Link Intime India Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
5. Any query/grievance may please be addressed to Mr. Deepak Kumar Chaubisa, Company Secretary with respect to the voting by remote electronic means at: Email id: cs@axitacotton.com or to e-voting agency at evoting@nsdl.co.in.
6. The members have to vote through remote e-voting platform only.
7. The Portal for remote E-voting will remain open for the Members for exercising their votes through remote e-voting during Thursday, February 24, 2022 (09:00 A.M.) and will end on Friday, March 25, 2022 (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, February 18, 2022 ('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 National Security Depository Limited (NSDL) after the last date and time.
8. 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.
9. The Scrutinizer's decision on the validity of the voting shall be final.
10. A copy of the Postal Ballot Notice is also available on the website of the Company viz. [www.axitacotton.com](http://www.axitacotton.com) and e-voting website of National Security Depository Limited (NSDL) viz. [www.evoting.nsdl.com](http://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 listed.



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11. The Board of Directors have appointed M/s SCS and Co LLP, Practicing Company Secretary (Firm Unique Code: - L2020GJ008700) as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner and to scrutinize the votes received through NSDL e-Voting System. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.
12. The Resolutions will be taken as passed effectively on Friday, March 25, 2022, being last date for voting, if the result of the voting indicates that the requisite votes, as required for Special resolutions in accordance with Companies Act, 2013 and / or SEBI ICDR Regulations, have been received assenting to the Resolution. The result of the voting will be declared on or before Saturday, March 26, 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, and e-voting agency.
13. All documents referred to in this Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the closure of the remote e-voting period. Members seeking to inspect such documents can send an email to cs@axitacotton.com.
14. Resolutions approved by the members through 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.

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### INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on **Thursday, February 24, 2022 (09:00 A.M.)** and will end on **Friday, March 25, 2022 (05:00 P.M.)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **cut-off date i.e. Friday, February 18, 2022** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, February 18, 2022**.

#### **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>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: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> 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 re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li><li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 “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.</li></ol> |





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| <p>Individual Shareholders holding securities in demat mode with CDSL</p>                                     | <ol style="list-style-type: none"> <li>4. 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>5. 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.</li> <li>6. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>7. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol> |
| <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. Once login, 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 <b>e-Voting service provider-NSDL</b> 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](http://www.cdslindia.com).

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43</p> |

### **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.*



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

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<br>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<br>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<br>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](http://www.evoting.nsdl.com).
  - 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.co.in](mailto: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.



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### 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.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to NSDL at evoting@nsdl.co.in

### **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 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.co.in](mailto: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.



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### EXPLANATORY STATEMENT

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

#### ITEM NO. 1:

#### **MIGRATION OF COMPANY'S PRESENT LISTING FROM SME PLATFORM OF BSE LIMITED ("BSE") TO THE MAIN BOARD OF BSE LIMITED AS WELL AS ON MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE"): SPECIAL RESOLUTION**

The Company's present paid up equity capital is ₹ 19,65,60,000 /- (divided in to 1,96,56,000 Equity Shares of ₹ 10/- each).

Further at present Market Capitalization of the Company on SME Platform of BSE is more than ₹ 25 Crores and hence eligible to migrate to the Main Board as per the procedures laid down under Regulation 277 of SEBI (ICDR) Regulations, 2018. Moreover, our Company also fulfills the requisite criteria of BSE for migration w.r.t. paid up capital and market capitalization. Our Company also fulfills the requisite criteria of NSE for migration of company from SME platform of BSE to Main Board of BSE as well as on Main Board of National Stock Exchange of India Limited ("NSE").

Our company already passed the special resolution on January 14, 2021 through postal ballot for migration of our company from SME Platform of BSE to the Main Board of BSE. However, we had not made application for migration with the BSE. At present, we seek the shareholders approval for getting our company listed on Main Board of BSE as well as on NSE.

The Company made Public Issue of 17,52,000 Equity Shares of Face Value of ₹10 Each at an issue price of ₹ 60 Per Equity share (including a share premium of ₹ 50 Per Equity Share (The "Issue Price") aggregating To ₹ 1051.20 Lakh. The amount raised through public issue i.e. ₹ 1051.20 Lakh which has been deployed on the objects. Equity Share of our company are listed on SME Platform of BSE since January 10, 2019. Company has completed a period of 3 years on SME Platform of BSE and over these 3 years period the Company gained a good experience of compliances, Board procedures, Corporate governance practices on account of SME listing and the company is geared up for moving on to the main board of BSE and main Board of NSE.

Also listing on the Main Board of BSE and NSE will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. Moreover, trading of Equity Shares will happen for even 1 (One) Equity Share instead of present one lot size of 3000 equity shares; i.e. present equity shareholders will get better leverage in trading of equity shares of the Company.

The members are therefore requested to accord their approval for the migration of the Company's present listing from SME Platform of BSE to Main Board of BSE and Main Board of NSE as set out in the resolution.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

***Members may please note that in accordance with Regulation 277 of SEBI (ICDR) Regulations, 2018; the Special Resolutions set out in this item shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.***

Pursuant to Section 102 of Companies Act, 2013, the Board or Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution, however in accordance with Regulation 277 of SEBI (ICDR) Regulations, 2018 votes casted by promoter and promoter group will not be considered for Voting in the aforesaid resolution.



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### ITEM NO. 2 & 3

#### **INCREASING THE BORROWING POWERS UNDER SECTION 180(1) (C) OF THE COMPANIES ACT, 2013 UP TO ₹ 500 CR.- SPECIAL RESOLUTION**

**AND**

#### **CREATION OF CHARGES, MORTGAGES, HYPOTHECATION ON THE IMMOVABLE AND MOVABLE PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013- SPECIAL RESOLUTION**

The members of the Company through Extra-Ordinary General Meeting held on October 18, 2018 has approved by way of a Special Resolution under Section 180(1)(c) of the Companies Act, 2013, borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 100 Crores (Rupees One Hundred Crores). The Board of Directors of a Company shall not, except with the consent of Company by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid up capital and its free reserves as per the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") and its rules thereunder.

Under the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a company may with the consent of the shareholders, create charge/ mortgage/hypothecation on the Company's assets, both present and future, in favour of the lenders, to secure the repayment of money(ies) borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

In accordance with the same, the shareholders of the Company had accorded their consent in EGM held on October 18, 2018 to the Board of Directors to create charge(s)/mortgage(s)/ hypothecation on the Company's assets both present and future, in favour of the lenders/ trustees for the holders of debentures/bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's bankers in the ordinary course of business), for an amount not exceeding ₹ 100 Crores (Rupees One Hundred Crores).

Due to various business requirements and future expansion plans of the Company, the available limit as on date shall not be adequate for securing the current and future borrowings, if any.

The Company may, from time to time, need to provide security, by way of creating mortgage, charge or any other security interest on its movable and immovable properties, both present and future, for the loans sanctioned by financial institutions/banks, etc. and for raising funds by way of secured debts or any other instruments. This requires approval of the shareholders by way of Special Resolution to authorize the Board to-

*"sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the company, or where the company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking,"*

(Explanation: "Undertaking" has been defined as an undertaking in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the Company during the preceding financial year).

Therefore, it is proposed to seek fresh approval of members by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to authorize the Board of Directors of the Company to create charge/mortgage/hypothecation on the assets of the Company, both present and future, to secure the borrowings for an amount not exceeding ₹ 500 crores (Rupees Five Hundred Crores only).

The borrowings of the Company are in general required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board of Directors / any of it's authorised Committee of the Company from time to time, in consultation with the lender(s).





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It is therefore, necessary for the members to pass a Special Resolution under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, as set out at Item No. 2 and Item No. 3 of the Notice, to enable the Board of Directors to borrow money upto ₹ 500 Crores (Rupees Five Hundred Crores) and inter alia, authorised the Board to secure its borrowing by mortgage / charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company.

The Board recommends the Special Resolution as per the accompanying Notice, for approval by the Shareholders of the Company. None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

### ITEM NO. 4

#### **TO GIVE LOANS, INTER CORPORATE DEPOSITS, GIVE GUARANTEES IN CONNECTION WITH LOANS MADE BY ANY PERSON OR BODY CORPORATE AND ACQUIRE BY WAY OF SUBSCRIPTION, PURCHASE OR OTHERWISE THE SECURITIES OF ANY OTHER BODY CORPORATE IN EXCESS OF THE LIMITS PRESCRIBED IN SECTION 186 OF THE COMPANIES ACT 2013**

As per Section 186 (2) of the Companies Act, 2013, No Company shall directly or indirectly – (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition of securities of any body corporate as provided under Section 186 (2) of the Companies Act, 2013, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required.

The Members of the Company in their Extraordinary General Meeting held on October 18, 2018, approved limit u/s 186 of the Companies Act, 2013 an amount not exceeding ₹ 100 Crores.

Members may note that in order to make optimum use of funds available with the Company and also to achieve long term strategic and support its business activities, the Board at its meeting held on 22/02/2022 proposed seeking Members approval, for enhancement of limit u/s 186 of the Companies Act, 2013 by upto ₹ 500 crore by authorising the Board to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company upto ₹ 500 crore.

In view of long term business plans of the Company, which requires the Company to make sizeable loans/investments and issue guarantees to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the existing limits.

The Board of Directors recommends the Special Resolution as set out at Item No. 4 of the accompanying Postal Ballot Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their Shareholding in the Company, if any.

### ITEM NO. 5

#### **APPOINTMENT OF MR. KUNJAL SONI (DIN:-08160838) AS AN INDEPENDENT DIRECTOR OF THE COMPANY- SPECIAL RESOLUTION**

The Board of Directors of the Company, based on the recommendation of the Human Resources, Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, had approved the appointment of Mr. Kunjal Soni (DIN:-08160838) as



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an Additional Director, it is proposed to regularize the appointment of Mr. Kunjal Soni (DIN:-08160838) as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from February 22, 2022.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Kunjal Soni (DIN:-08160838) would require the approval of the members of the Company by May 22, 2022.

Mr. Kunjal Soni is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. The Company has also received declaration from Mr. Kunjal Soni that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and Listing Regulations.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Kunjal Soni for the office of a Director of the Company.

In the opinion of the Board, Mr. Kunjal Soni fulfil the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Kunjal Soni is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience of Mr. Kunjal Soni and his educational qualification, appointment of Mr. Kunjal Soni as an Independent Director is in the interest of the Company. In the opinion of the Nomination and Remuneration Committee and the Board, the appointment of Mr. Kunjal Soni (DIN:-08160838) would be beneficial to the Company considering his vast experience.

Details of Mr. Kunjal Soni are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings .

Copy of the letter of appointment of Mr. Kunjal Soni setting out the terms and conditions of appointment shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to [cs@axitacotton.com](mailto:cs@axitacotton.com).

The Board recommends the Special Resolution as per the accompanying Notice, for approval by the Shareholders of the Company. None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

### ITEM NO. 6

#### **APPOINTMENT OF MR. VINOD RANA (DIN: 08160972) AS AN INDEPENDENT DIRECTOR OF THE COMPANY- SPECIAL RESOLUTION**

The Board of Directors of the Company, based on the recommendation of the Human Resources, Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, had approved the appointment of Mr. Vinod Rana (DIN : 08160972) as an Additional Director, it is proposed to regularize the appointment of Vinod Rana (DIN : 08160972) as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from February 22, 2022.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Vinod Rana would require the approval of the members of the Company by May 22, 2022.

Mr. Vinod Rana is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. The Company has also received declaration from Mr. Vinod Rana that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and Listing Regulations.



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The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Vinod Rana for the office of a Director of the Company.

In the opinion of the Board, Mr. Vinod Rana fulfil the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Vinod Rana is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience of Mr. Vinod Rana and his educational qualification, appointment of Mr. Vinod Rana as an Independent Director is in the interest of the Company. In the opinion of the Nomination and Remuneration Committee and the Board, the appointment of Mr. Vinod Rana (DIN: 08160972) would be beneficial to the Company considering his vast experience.

Details of Mr. Vinod Rana are provided in the “Annexure” to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Copy of the letter of appointment of Mr. Vinod Rana setting out the terms and conditions of appointment shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to [cs@axitacotton.com](mailto:cs@axitacotton.com).

The Board recommends the Special Resolution as per the accompanying Notice, for approval by the Shareholders of the Company. None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

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

**Place: Kadi, Mehsana  
Date: February 22, 2022**



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### ANNEXURE TO THE NOTICE DATED FEBRUARY 22, 2022

| Name   | Mr. Kunjal Soni  | Mr. Vinod Rana  |
|--|--|---|
| Age  | 30 Years   | 31 Years  |
| Qualification  | Company Secretary, Bachelor of Law, B.com, Diploma in business Management with E- commerce   | Company Secretary, B.com  |
| Experience (including expertise in specific functional area) / Brief Resume                                      | He is Company Secretary by profession and has 6 years experience in the field of Corporate Laws & Finance.   | He is Company Secretary by profession and has 5 years of experience in the field of Corporate Laws.   |
| Terms and Conditions of Appointment  | As per the resolution set out in this Notice read with the Statement hereto.   | As per the resolution set out in this Notice read with the Statement hereto.  |
| Remuneration last drawn (including sitting fees, if any)   | -  | -   |
| Remuneration proposed to be paid   | He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.  | He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings  |
| Date of First appointment on the Board   | February 22, 2022  | February 22, 2022   |
| Shareholding in the Company as on date of notice   | NIL  | NIL   |
| Relationship with other Directors / Key Managerial Personnel   | Not related to any other Director / Key Managerial Personnel   | Not related to any other Director / Key Managerial Personnel  |
| Number of meetings of the Board attended during the Financial year (FY 2021-22)                                  | NA   | NA  |
| Directorships of other Boards as on date of notice   | Scarnose International Limited-Director  | NA  |
| Membership / Chairmanship of Committees of other Boards as on date of notice                                     | NIL  | NIL   |
| Listed Companies from which Proposed Director has resigned in the past Three Years                               | NIL  | NIL   |
| Skills and Capabilities required for the role and the manner in which the Proposed Person meets such requirement | Mr. Kunjal Soni has extensive experience in Corporate Laws. Mr. Kunjal Soni is serving as Company Secretary & Compliance Officer position in Shri Jagdamba Polymers Limited. His Current experience enables him to provide the Board with valuable insights on a board range of business, corporate laws issues. Mr. Kunjal Soni has overall experience of 6 years' including 3 years in Technical | Mr. Vinod Rana has extensive experience in Corporate Laws. Mr. Vinod Rana is serving as Senior Executive in Veeda Clinical Research Limited. His Current experience enables him to provide the Board with valuable insights on a board range of business, corporate laws issues. Mr. Vinod Rana has overall experience of five years from Textile Industry and other Sectors. |



## 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

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|  | <p>Textiles. By virtue of his background and experience, he has vast and deep knowledge of the Technical Textiles.</p> <p>With the above exceptionally distinguished record of accomplishments, Mr. Kunjal Soni will continue to add significant value and strength to the Board.</p> | <p>By virtue of his background and experience, he has vast and deep knowledge of the Textiles Sector.</p> <p>With the above exceptionally distinguished record of accomplishments, Mr. Vinod Rana will continue to add significant value and strength to the Board.</p> |
|--|---|---|