



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 resolution appended to this notice is proposed to be passed by the members as Special Resolution 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, 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 and General Circular No. 33/2020 dated September 28, 2020 (the 'MCA Circulars') read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, 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 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). Members 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 16, 2020 (09:00 A.M.) and will end on Thursday, January 14, 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 (Refer to Point 7 of the Notes attached with this notice) 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 CS Anjali Sangtani, Company Secretary in Practice (COP No.: 23630) 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, January 16, 2021 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**

Place: Kadi, Mehsana
Date: December 09, 2020



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

DIN: 06626639

SPECIAL BUSINESS

Item No. 1:

1. MIGRATION OF COMPANY'S PRESENT LISTING FROM SME PLATFORM OF BSE LIMITED TO THE MAIN BOARD OF BSE LIMITED:

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 ("BSE") to the Main Board of BSE Limited.

RESOLVED FURTHER THAT any of the Directors of the Company 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, 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.

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 ICDR Regulations, 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.

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

**Sd/-
Kushal Nitinbhai Patel
Managing Director
DIN: 06626639**

Place: Kadi, Mehsana
Date: December 09, 2020

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, December 11, 2020 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, December 11, 2020.
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:

**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

-
- 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 Wednesday, December 16, 2020 (09:00 A.M.) and will end on Thursday, January 14, 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, December 11, 2020 ('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 and e-voting website of National Security Depository Limited (NSDL) 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 listed.
 11. The Board of Directors have appointed CS Anjali Sangtani, Company Secretary in Practice (COP No. 23630) 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 Thursday, January 14, 2021, 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, January 16 2021 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. Resolutions approved by the members through Postal Ballots /remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.
 14. 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.



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

INSTRUCTIONS FOR CASTING VOTES THROUGH NSDL E-VOTING SYSTEM

The remote e-voting period begins on Wednesday, December 16, 2020 (09:00 A.M.) and will end on Thursday, January 14, 2021 (05:00 P.M.). The remote e-voting module shall be disabled by NSDL for voting thereafter.

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details 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



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

.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, you can send a request at evoting@nsdl.co.in or cs@axitacotton.com mentioning your demat account number/folio number, your PAN, your name and your registered address.

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.
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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 copies marked to the Company at cs@axitacotton.com and to National Securities Depository Limited (NSDL) at 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.: 1800-222-990 or send a request at evoting@nsdl.co.in.



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

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 TO THE MAIN BOARD OF BSE:

The Company's present paid up equity capital is ₹ 13,10,40,000/- (divided in to 1,31,04,000 Equity Shares of ₹ 10/- each).

Further at present Market Capitalization of the Company on SME Platform 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.

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 almost completed a period of 2 years on SME Platform of BSE and over these 2 year 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.

Also listing on the Main Board of BSE 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 4000 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 as set out in the 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.

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

**Sd/-
Kushal Nitinbhai Patel
Managing Director
DIN: 06626639**

Place: Kadi, Mehsana
Date: December 09, 2020