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- iii. **Ordinary Resolution** for appointment of Statutory Auditors and fix their remuneration.
- iv. **Ordinary Resolution** for approval of the Material Related Party Transactions with Axita Exports Private Limited.
- v. **Ordinary Resolution** for approval of the Material Related Party Transactions with Aditya Oil Industries.

I was provided with the Register of Members, Attendance Register, Register of Proxies and other necessary documents as required by me.

I hereby report as under;

1. After the time fixed for closing of the poll by the Chairman, one empty ballot box was kept for polling which was locked and sealed by my authorised person ("Authorised Person") in presence of members present at the Meeting with due identification marks placed by Authorised Person.
2. The poll papers were distributed to the Members present and Authorised Person explained the Members "how to Vote through Poll Papers" and requested them to fill the Poll paper and drop them in Empty Ballot Box referred in Clause 1 of this report.
3. Then after, after filling the Poll Papers, the Members had dropped the Poll Papers in Empty Ballot Box.
4. The locked ballot box was subsequently opened by Authorised Person in the presence of two persons as witnesses after the voting process is over and poll papers were diligently scrutinized by me. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company.
5. I did not find any Ballot Paper as Invalid.
6. No Proxy Form was received by the Company.
7. The result of the Poll is **attached herewith**. Since, the valid votes casted by the Members in favour of Resolutions are higher than the valid votes casted against of Resolutions by the members, if any, the Resolutions proposed at the AGM are approved by the Members.



Anand Lavingia

(B.Com., LL.B (Spl.) ACS)

Practicing Company Secretary

8. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" for each resolution is enclosed.
9. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Place: Ratlam

Date : September 27, 2019

Signature:

Name of Company Secretary : Anand S. Lavingia

ACS No.: 26458 C. P. No.: 11410



DECLARATION

We, the undersigned witnesseth that;

1. The locked and sealed Ballot Box were opened in our presence at the office of Mr. Anand Lavingia, the scrutinizer.

Witness 1: Ms. Shivani Pathak	Witness 2: Ms. Himani Thakkar

Countered by

For, Axita Cotton Limited



Chairman of AGM

Encl: Annexure



Annexure

Resolution 1:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2019, together with the Reports of Board of Directors and the Auditor thereon.

(i). Total Votes Cast:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
12	4838000

(ii). Total Valid Votes Cast:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
12	4838000

(iii). Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	4838000	100.00

(iv). Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(v). Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-





Resolution 2:

To appoint a Director in place of Mr. Nitinbhai Govindbhai Patel (DIN: 06626646) who retires by rotation and being eligible seeks re-appointment.

(i). Total Votes Cast:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
12	4838000

(ii). Total Valid Votes Cast:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
12	4838000

(iii). Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	4838000	100.00

(iv). Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(v). Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-





Resolution 3:

Appointment of Statutory Auditors and fix their remuneration.

(i). Total Votes Cast:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
12	4838000

(ii). Total Valid Votes Cast:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
12	4838000

(iii). Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	4838000	100.00

(iv). Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(v). Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-





Resolution 4:

Approval of the Material Related Party Transactions with Axita Exports Private Limited.

(i). Total Votes Cast:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	38000

(ii). Total Valid Votes Cast:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	38000

(iii). Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	38000	100.00

(iv). Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(v). Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

Note:

The entire Promoters and Promoters' Group, being related parties to the contract or arrangement which may be entered into by the company, they remained abstained from voting on this resolution in terms of Section 188 of the Companies Act, 2013.





Resolution 5:

Approval of the Material Related Party Transactions with Aditya Oil Industries.

(i). Total Votes Cast:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	38000

(ii). Total Valid Votes Cast:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	38000

(iii). Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	38000	100.00

(iv). Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(v). Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

Note:

The entire Promoters and Promoters' Group, being related parties to the contract or arrangement which may be entered into by the company, they remained abstained from voting on this resolution in terms of Section 188 of the Companies Act, 2013.

