



AXITA COTTON LIMITED

CIN No. : L17200GJ2013PLC076059

GST No : 24AALCA8092L1Z6

PAN : AALCA8092L

BSE Script Code: 542285

NSE Script Code: AXITA

Tele: +91 6358747514

Registered Office: Survey No. 324, 357, 358, Borisana, Kadi, Thol Road, Kadi, Mahesana - 382715, Gujarat, Bharat

Corporate Office: Rannade House, First Floor, Opp. Sankalp Grace 3, Near Ishan Bungalows, Shilaj, Ahmedabad - 380059, Gujarat, Bharat

Email: cs@axitacotton.com, cs@axita.in Website: www.axitacotton.com

AXITA COTTON

ISO 9001:2015 CERTIFIED

Mfg. & Exporter of Cotton

To,
The Secretary, Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers, Dalal Street,
Fort, Mumbai - 400001, Maharashtra,
India

Security Code: 542285

To,
The Manager-Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E), Mumbai -
400051, Maharashtra, India

Symbol: AXITA

Respected Sir/Madam,

Subject: Appointment of a Secretarial Auditor of the Company for the Financial Year 2024-2025.

With reference to the captioned subject and pursuant to Regulation 30 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform that, the Board of Directors, at their meeting held today i.e. Thursday, November 14, 2024, have inter-alia:

1. Approved Appointment of Shri Premnarayan Tripathi proprietor of M/s. PRT & Associates, Practicing Company Secretaries (FCS 8851, COP: 10029, Peer Review No 3273/2023), as Secretarial Auditor for Secretarial Audit of the Company for F.Y. 2024-2025. Brief Profile of Secretarial Auditor is enclosed herewith;

This is for your information and record.

Thanking you,

Yours faithfully,

For, Axita Cotton Limited

Nitinbhai Govindbhai Patel
Chairman cum Managing Director
DIN: 06626646



Place: Ahmedabad

Date: 14-11-2024

Encl. As above



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Disclosures under Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and in terms of SEBI Circular no. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023.

Appointment of Secretarial Auditor

Sr. No.	Details of the event that need to be provided	Information of Such events
1.	Name of the Secretarial Auditor	Shri Premnarayan Tripathi proprietor of M/s. PRT & Associates, Practicing Company Secretaries (FCS 8851, COP: 10029, Peer Review No 3273/2023)
2.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Appointment as a Secretarial Auditors of the Company.
3.	Date of appointment/cessation & term of appointment	November 14, 2024 For Conducting Secretarial Audit of the Company for the Financial year 2024-2025.
4.	Brief Profile;	As attached
5.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable

27/07/23





PRT & ASSOCIATES

COMPANY SECRETARIES

Vision:

To be recognised and respected by our peers and clients for being highly reliable, efficient & innovative solution provider

Mission:

To Provide Comprehensive and Holistic Services to Our Clients, ensuring them Complete & Timely Compliances and inculcating Best Corporate Governance Practice in their organization

Office Address:

Ahmedabad:

606, 6th Floor, Shivalik Square,
Nr. Adani CNG Pump, 132 Ft. Ring
Road, New Vadaj,
Ahmedabad-380013
Gujarat, INDIA

Mob: 89800 26497

Email:premnarayan.cs@gmail.com

PRT & Associates, established in 2011, is a comprehensive secretarial and legal service firm specializing in compliance solutions and advisory. Our team of experienced and dynamic professionals provides a diverse array of services, including Compliance Management, Due Diligence, Secretarial Audits, Insolvency and Bankruptcy matters, Corporate Agreement drafting, and representation before authorities. The founder bring extensive experience in managing corporate secretarial and legal tasks, having served various corporations for over a decade.

FOUNDER:



PREMNARAYAN TRIPATHI

CS Premnarayan Tripathi is the founder of PRT & Associates and a founding Partner of SPAN & Co. Company Secretaries LLP. He holds degrees in management and law from Gujarat University and is a qualified Company Secretary. In December 2003, he achieved an All-India 15th rank in the Company Secretary Intermediate Examination and received the 'Shirishbhai Shah Award' for the highest percentage of marks in the Ahmedabad Chapter.

With over 18 years of experience in secretarial and legal compliance, corporate structuring, and legal and secretarial due diligence, he previously worked with Torrent Pharmaceuticals Ltd and Intas Biopharmaceuticals Ltd. Since June 2011, he has been practicing full-time as a Company Secretary. Additionally, he served on the Management Committee of the Ahmedabad Chapter of ICSI and is registered as an Insolvency Professional with the Insolvency and Bankruptcy Board of India (IBBI).

TEAM MEMBERS:



BINITA PATEL (Ms.), CEO *(M. Com, LLB, ACS)*

Binita Patel holds degrees in commerce and law from Gujarat University and is an Associate Member of the Institute of Company Secretaries of India. With 17 years of experience in corporate legal and secretarial matters, she has been with the firm since 2014. Binita has worked as a Corporate Legal and Secretarial Officer for over six years with leading corporations. Throughout her career, she has handled a variety of assignments, including legal and secretarial due diligence, mergers and demergers, FEMA compliance related to FDI, and the drafting and vetting of agreements, as well as SME listings. She also collaborates with clients on contractual arbitration and corporate litigation in coordination with advocates.



AKASH SARDHARA, Sr. Consultant
(M.Com, LLB, ACS)

Akash Sardhara graduated with bachelors and master degree in commerce in year 2015 and 2017 and bachelor of law in year 2020 from Gujarat University, Ahmedabad. He has been an Associate Member of the Institute of Company Secretaries of India (ICSI) since June 2020. He completed his final Company Secretary examination in 2018 and finished his training with M/s. PRT & Associates, a professional company secretarial firm based in Ahmedabad. With four years of experience, he is well-versed in company Law, FEMA compliance, IBC Law, and various other corporate secretarial and legal matters.

CS MANAGEMENT TRAINEES:

1. RAVEENA CHANDANI –

Raveena was an outstanding student throughout both her bachelor's and master's programs. She achieved an All India Rank (AIR) of 11 and a City Rank of 2 in the CS Foundation exams. Additionally, she completed her CS Professional exams with exemptions in Corporate Funding and Listings on Stock Exchanges, as well as Insolvency Law and Practice.

2. SADGI JAIN –

Sadgi is a meticulous individual who earned her bachelor's degree from Gujarat University, Ahmedabad, and has achieved notable success in her CS professional exams, securing the Ahmedabad City Rank-2. She received exemptions in Drafting and Pleadings, Corporate Funding and Listings on Stock Exchanges, and Insolvency Law and Practice, demonstrating her exceptional grasp of corporate law.

3. ANJALI SONI –

Anjali earned her bachelor's degree in commerce and law from Jai Narayan Vyas University, Jodhpur with second topper in 2nd year of LLB. She achieved an All India Rank (AIR) of 21 and a City Rank of 3 in the CS Foundation exams. Currently, she is pursuing her CS Professional qualification while completing her training with the firm.

4. DEEPESH PATHAK –

Deepesh earned his bachelor's degree in commerce from Vikram University, Agar (Malwa). He is currently pursuing his CS Professional qualification while completing his training with the firm.

5. AADARSH JAIN –

Aadarsh obtained his bachelor's degree in commerce and law from Devi Ahilya Vishwavidyalaya, Indore. He is currently pursuing his CS Professional qualification while undertaking his training with the firm.

6. KAPIL SEWAK –

Kapil completed his bachelor's degree in commerce and currently pursuing his CS Professional qualification while undertaking his training with the firm.

BOUQUET OF SERVICES:

1. Corporate Secretarial and Advisory

a) Company:

- **Formation of Companies:** Incorporation of Private, **Producer**, Section 8 (Not-for-profit), One Person Company (OPC) and Public Companies
- **Compliance Management:** Designing framework for Compliance Management under Companies Act, 2013 ("CA 2013"), Regulations and Guidelines issued by SEBI for all types of Companies
- **Opinion:** Giving Opinion on Corporate Secretarial matters including Inter-Corporate loans, investments and guarantee, borrowings, deposits, merger, amalgamation, demerger and liquidation under various Corporate Law such as CA 2013, SEBI Act,
- **Disputes and Litigations:** Advising and handling matters relating to oppression and mismanagement and other corporate disputes/litigations
- **Corporate Affairs:** Assisting, advising and consulting the Board in the conduct of the company affairs and in ensuring good corporate governance
- **Guide:** Guiding directors about their duties, responsibilities and powers
- **CSR:** Drafting CSR Policy with Statutory Requirements and Corporate Philosophy
- **Regulatory Approvals:** Obtaining approvals at various levels from and representing company before ROC, RD and NCLT

- Drafting of various documents and vetting of legal documents, agreements, contracts

b) Exclusive Services for Producer Companies:

- Incorporation/ Formation of the company
- Advising management on conduct of their business in accordance with their Object and Act
- Assistance to management in fund raising
- Designing special Governance Model
- Conducting workshops with the help of various NGOs/Government agencies
- Design and implementation of special training module in relation to formation, ownership and governance of Producer Companies

c) Limited Liability Partnership (LLP):

- Advising on structuring and Formation of LLP
- Drafting and Vetting of LLP Agreements, Amendment Agreement
- Handling Compliance management of LLPs including preparation of secretarial and other legal documents, certification and filing of statutory forms
- Filing of various e-forms for the timely compliance of the LLP
- Conversion and striking off of LLP

d) Start-ups:

- Registration of Start-ups
- Drafting of various agreements pertaining to contracts with Investors
- Exhaustive legal, compliance, mentoring and secretarial services
- Various e-forms for intimation/ approval to ROC/ RD, drafting of various documents and vetting of legal agreements and contracts

2. Audit and Assurance

- Secretarial Audit under the CA 2013
- Reconciliation of Share Capital Audit under the CA 2013 and SEBI (Depositories and Participants) Regulations, 2018
- Annual Secretarial Compliance Report under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Secretarial Standards Assurance/ compliance
- Board-Processes Assurance/ compliance
- Absolute Compliance Assurance/ compliance
- Board Committee Processes/ compliance

3. Acting as Scrutinizer

Firm also offers services as Scrutinizer for Annual/ Extraordinary General Meetings of Listed/ Unlisted Public Companies, Postal Ballot, Court/NCLT Convened Meetings

4. Corporate Health Check-up

- **Legal Due Diligence:** Carrying out specific event/ transaction based due diligence covering Companies Act, SEBI, FEMA etc.
- **Bank Due Diligence:** Due diligence Report to Banks/ Financial Institutes for Consortium/ multiple Banking arrangements as per RBI Guidelines
- **Search/Status Report:** Issue of Search/ Status Report to Banks/Financial Institutes/ Corporates
- **Opinion** to Banks/ Financial Institutions in relation to borrowings by the Corporates, Creation of Securities, Change in structuring and management of Companies etc.

5. Insolvency & Bankruptcy Code, 2016

- Acted as Resolution Professional in the Corporate Insolvency Resolution Process (CIRP) of many companies.
- Acted as Liquidator in Voluntary Liquidation matters
- Advising and handling matters relating to Corporate Insolvency Resolution Process of Companies.
- Conducting Due Diligence as per Section 29A of the IBC, 2016
- Preparation and vetting of Resolution Plans under IBC
- Advising and handling matters for filing claims of Creditors for initiating CIRP
- Assisting Corporates on strategic issues during Corporate Insolvency Resolution process

6. Corporate Restructuring

- Advising and handling matters relating to Capital Restructuring such as Further Issue of Securities, Buy Back, Listing of Securities, Reduction of Capital, Variation in members right
- Coordinating with ROC/RD/NCLT in matters relating to Mergers and Amalgamations and ensuring Secretarial Compliance in relation thereto
- Setting up Joint Venture entities

7. Corporate Legal Matters

- Drafting and vetting of Share Subscriptions and Shareholders' Agreements
- Drafting and vetting of Joint Venture, Consortium Agreements
- Drafting and vetting of Schemes of Merger, Demerger, Amalgamation
- Drafting of Corporate Commercial Agreements
- Assisting Clients in litigation management and handling litigation in coordination with Advocates

MAJOR ASSIGNMENTS HANDLED:

- Handled **Secretarial Audit** of various Equity and Debt listed Companies
- Assisted to **Hon'ble Dr. K. R. Chandratre**, Senior Company Secretary in conducting Secretarial Audit of Gujarat Ambuja Exports Ltd.
- Acted as Interim **Resolution Professional (IRP) of Jaihind Projects Ltd.** (under CIRP) listed at BSE and NSE (having claim size ~ Rs.1,000 Cr.)
- Handled incorporation of the Company and related **compliances in GIFT IFSC**, Gandhinagar- Gujarat
- **Co-authored of "Handbook on Producer Companies"** published by Institute of Company Secretaries of India (ICSI)
- Handled **Legal and Secretarial Due Diligence** for availing equity investments from **Kotak Private Equity Group, Tata Capital, Fidelity Private Equity, GVFL** into Intas Biopharmaceuticals Ltd.
- Handled legal and procedural matters relating to **Demerger of Intas Biopharmaceuticals Ltd.** and Demerger and Transfer of one of the Segment of **Paras Pharmaceuticals Ltd. to Sterling Addlife India Ltd.**
- Assisted in **Setting-up First Social Venture Capital Firm in India namely, Incube Connect Fund (Registered with SEBI)**
- Obtained **FIPB approval for FDI** in Intas Biopharmaceuticals Ltd. (under FEMA Regulations)
- Assisted in **SME Listing and Main Board Listing** of Public Companies
- Issuance of **Redeemable Preference Shares amounting to Rs. 20 Cr.**
- Issuance of **Compulsory Convertible Debentures amounting to Rs. 50 Cr.**
- Handled post-merger compliances/ integration of the transferor & transferee Companies post NCLT approval order under IBC (Bhuvi group – Rs. 60 Crs.).
- Acted as **Liquidator in Six (6) Voluntary Liquidation matters under IBC Code, 2016**
- **Conversion** of partnership firms into LLP and Conversion of LLPs into company
- Buyback of securities
- FEMA: FDI and ODI compliances

- Assisted in conducting the Meeting of Shareholders and Creditors under Merger of Companies
- Rendered Legal Opinions to companies on various legal matters

We have advised and represented several prominent clients including following:

- 1. Vadilal Group** (Vadilal Industries Limited- amongst top 1,000 Listed Entities, Vadilal Enterprises Limited- amongst 2,000 Listed Entities and Vadilal Chemicals Limited)
- 2. Gujarat Road and Infrastructure Company Limited**
(Rs. 300 Crs. Debt listed Company **jointly owned and controlled by Govt. of Gujarat, Highways Infrastructure Trust ('HIT') and ILFS (Infrastructure Leasing & Financial Services).**)
- 3. HighQ (India) Pvt. Ltd.**- IT solutions company
(Subsidiary of foreign Co. under "**Thomson Reuters Group**", which is a world leading provider of trusted journalism and news and listed on the Toronto Stock Exchange and New York Stock Exchange)
- 4. Litera Technologies Pvt. Ltd.**- a venture of Global Legal Solutions software provider. Over 2.3 million legal professionals and 99% of the Am Law 100 amplify their impact with Litera's legal technology solutions.
(Wholly-Owned Subsidiary of "**Litera Microsystems & Workshare Group**", which is a world leading provider of legal technology products and software)
- 5. Cygnet Infotech Private Limited (Cygnet Group- Technology Company)**
The company delivers technology innovation to optimise business processes and accelerates the digital transformation of businesses
- 6. DivaCygnet Private Limited**
Cygnet and **Avant Group Corporation (Japan)** have partnered to set up a joint venture DIVACYGNET for group governance, financial consolidation and compliance solutions on a global scale. The joint venture has two flagships- financial consolidation statement solution (DIVA) and the board management software (TRINITY) of Avant Group Corporation.
- 7. Westbourne International (India) Pvt. Ltd. & Westbourne International Schools (India) Foundation**
(Promoted by **Westbourne Schools-** Global Network of High achieving independent schools network based at Britain and Australia)

8. DA Group India

The DA- group has grown from cotton manufacturer to one of the largest and most respected 3rd generation business groups (Group Turnover >Rs.200 Crs.). The group has growing interests in areas of textiles, infrastructure, child care initiatives and various empowering CSR activities.

9. DA CAPITAL SOLUTIONS (IFSC) PRIVATE LIMITED

Handled incorporation of the Company and related compliances in GIFT City, Gandhinagar- Gujarat

10. NEDSPICE DEHYDRATION INDIA LLP

Subsidiary of foreign Co. under **NEDSPICE GROUP, based at Netherlands**, which is a privately-owned group of companies with worldwide activities in the sourcing, processing and distribution of spices, herbs and dehydrated vegetables. Set-up Dehydration plant in Mahuva, Gujarat with Capex of Rs.70 Crs.

11. MEDISCRIBES INFOTECH (INDIA) LLP

Promoted by Mediscribes Inc, USA, from leading service provider of day-to-day operations, medical transcription solutions.

12. SHAIPI.AI DATA (INDIA) LLP

Promoted by Shaip Group, USA, which is a global leader and innovator in the structured AI data solutions category.