AXITA COTTON LIMITED

AXITA COTTON
ISO 9001:2015 CERTIFIED
Mfg. & Exporter of Cotton

CIN No. : L17200GJ2013PLC076059
GST No : 24AALCA8092L1Z6
PAN : AALCA8092L
BSE Script Code: 542285
NSE Script Code: AXITA

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 Bunglows, Shilaj, Ahmedabad - 380059, Gujarat, Bharat

Tele: +91 6358747514 Email: cs@axitacotton.com, cs@axita.in Website: www.axitacotton.com

Date: 30-05-2025

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

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, Bharat

Respected Sir/Madam,

Subject: Submission of Annual Secretarial Compliance Report of Axita Cotton Limited for the Financial Year Ended March 31, 2025

Ref: Regulations 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with SEBI circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019 and amendment thereto, please find enclosed herewith Annual Secretarial Compliance Report of the Company for the Financial Year ended March 31, 2025, issued by M/s. PRT & Associates, Company Secretaries in Practice (FCS 8851, COP: 10029, Peer Review No 3273/2023) and the Secretarial Auditor of the Company.

The above information is also being hosted on the Company's website www.axitacotton.com as per the listing regulations.

Kindly take the same on record and oblige.

Thanking you,

Yours faithfully,
For, Axita Cotton Limited

Shyamsunder Kiranbhai Panchal
Digitally signed by Shyamsunder Kiranbhai Panchal
Date: 2025.05.30 17:42:36 +05'30'

AXITA COTTON LIMITED INDIA

Shyamsunder Panchal
Company Secretary and Compliance Office
Memb. No.: A50793

Place: Ahmedabad
Date: 30-05-2025

Encl. As above

SECRETARIAL COMPLIANCE REPORT OF AXITA COTTON LIMITED

FOR THE FINANCIAL YEAR ENDED March 31, 2025

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors
AXITA COTTON LIMITED
Survey No. 324, 357, 358, Kadi Thol Road
Borisana, Mahesana- 382715, Kadi, Gujarat,
India

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by "**AXITA COTTON LIMITED**" (hereinafter referred as **'The Listed Entity'**), having its Registered Office at Survey No. 324 357 358, Kadi Thol Road Borisana, Mahesana- 382715, Kadi, Gujarat, India, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on **March 31, 2025**, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, **M/S. PRT & Associates, Practicing Company Secretaries**, have examined:

a) all the documents and records made available to us and explanation provided by Axita Cotton Limited (**"The Listed Entity"**),

b) the filings / submissions made by the listed entity to the Stock Exchanges,

c) website of the listed entity,

d) any other document/filing, as may be relevant, which has been relied upon to make this Report.

for the year ended March 31, 2025 **("Review Period")** in respect of compliance with the provisions of:

a) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the regulations, circulars, guidelines issued thereunder; and

b) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the Circulars/ Guidelines issued thereunder, have been examined, include: -

a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **["SEBI (LODR) Regulations, 2015"];**

b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - ***Not applicable during the review period***

e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - ***Not applicable during the review period***

g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015;

h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the above Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 42 of SEBI (LODR) Regulations, 2015	Regulation 42 (3)	Delay in disclosure of record date for Dividend	BSE Limited and NSE Limited via e-mail dated 13th September, 2024	Fine levied for non-compliance with the provisions mentioned under Regulation 42(3) of SEBI (LODR) Regulations, 2015. Fine amount - Rs. 10000/- (excluding taxes) each by BSE and NSE.	Delay in disclosure of record date for Dividend	(Rs. 10,000/- +GST@18%) each exchange = Rs. 11,800/- each exchange	The Company has taken necessary steps and has paid the requisite Fine of Rs. 11,800/- (including GST) each to BSE Limited and NSE Limited and informed the BSE Limited and NSE Limited on 14th September, 2024.	The delay in submission of the disclosure was inadvertent and unintentional. Corrective steps have been taken to strengthen internal processes, and the Management ensures to take due care and comply with all applicable requirements within the prescribed timelines in the future.	-
2	Regulation 42 of SEBI (LODR) Regulations, 2015	Regulation 42(3) / 42(4)	Delay in disclosure of record date or non-compliance with ensuring the prescribed time gap between two record dates	BSE Limited and NSE Limited via e-mail dated 14th October, 2024	Fine levied for non-compliance with the provisions mentioned under Regulation 42(3) / 42(4) of SEBI (LODR) Regulations, 2015. Fine amount - Rs. 10000/- (excluding taxes) each by BSE and NSE.	Delay in disclosure of record date or non-compliance with ensuring the prescribed time gap between two record dates	(Rs. 10,000/- +GST@18%) each exchange = Rs. 11,800/- each exchange	The requisite clarification was given by the Listed Entity to BSE Limited and NSE Limited on 15th October, 2024 that the Company has taken necessary steps and has paid the requisite Fine of Rs. 11,800/- (including GST) each to BSE Limited and NSE Limited and informed the BSE Limited and NSE Limited.	The Management informs that the deviation from the prescribed gap requirement was due to an overlap of two time-sensitive events and was inadvertent. Corrective measures have been taken, and the Management ensures due care and timely compliance with all applicable requirements in the future.	-

(b) The listed entity has taken the following actions to comply with the observations made in the previous reports (for the FY 2023-24):

Sr. No.	Observations / Remarks of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended March 2024	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the Listed Entity	Comments of the PCS on the actions taken by the Listed Entity
1	There was a delay of one day by the Company in recording certain instances of UPSI sharing in the designated Software	There was a delay of one day by the Company in recording certain instances of UPSI sharing in the designated Software	Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Delay of one day by Company in entering some of UPSI Sharing Entries in Software (Structured Digital Database)	The Company has strengthened existing compliance mechanism. In FY 24-25, entries made within time limit in compliance with applicable laws/rules.	The listed entity has effectively improved its compliance tracking system to ensure prompt recording of UPSI entries, reinforcing its commitment to compliance with the relevant regulations.

I. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	-
2	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	-
3	**Maintenance and disclosures on Website:** • The Listed entity is maintaining a functional website	Yes	-

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
	• Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website		
4	**Disqualification of Director:** None of the Director(s) of the Company is / are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5	**Details related to Subsidiaries of listed entities have been examined w.r.t.:** (a) Identification of material subsidiary Companies. (b) Disclosure requirement of material as well as other subsidiaries.	(a) NA (b) NA	-
6	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	-
8	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	(a) Yes (b) NA	- No such cases during the Review Period.

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
9	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11	**Actions taken by SEBI or Stock Exchange(s), if any:** No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	During the period under review, the Listed entity could not comply with the requirement of regulation 42(3)/(4) of SEBI (LODR) Regulations, 2015, pursuant to which BSE and NSE vide their letter /email dated 13-09-2024 levied Fine of Rs. 11,800/- (including GST) each Exchange and vide their letter /email dated 14-10-2024 levied Fine of Rs. 11,800/- (including GST) each Exchange.
12	**Resignation of statutory auditors from the listed entity or its material subsidiaries:** In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There has been no resignation by the Statutory Auditors of the Company during the Review Period.
13	**Additional Non - Compliances, if any:** No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	-

We further, report that the listed entity is in compliance/ ~~not in compliance~~ with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the LODR Regulations.

PRT & ASSOCIATES ★ Mem. No. F8851 CP No. 10029 AHMEDABAD ★ COMPANY SECRETARIES

Date: 26/05/2025
Place: Ahmedabad

Premnarayan Ramanand Tripathi
PRT & Associates, Company Secretaries
FCS: 8851
COP: 10029
PR: 3273/2023
UDIN: F008851G000446101

Note: *This report is to be read with our letter of even date which is annexed as* ***"Annexure A"*** *and forms an integral part of this report.*

<u>**Annexure-A**</u>

<u>**Assumptions & limitation of scope and review:**</u>

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.

4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

5. Where ever required, we have obtained the management representation about the compliance of applicable laws rules and regulations and major events during the Review Period.

6. The compliance of provisions, laws, rules, regulations, standards, circulars and guidelines and maintenance of secretarial and other records is the responsibility of the management of the listed entity. Our examination was limited to the verification of procedures on random test basis.

7. We have issued this report, based on the audit of the relevant records maintained and furnished to us by the listed entity, along with explanations where so required.

PRT & ASSOCIATES
Mem. No.
F8851
CP No. 10029
AHMEDABAD
COMPANY SECRETARIES

Date: 26/05/2025
Place: Ahmedabad

Premnarayan Ramanand Tripathi
PRT & Associates, Company Secretaries
FCS: 8851
COP: 10029
PR: 3273/2023
UDIN: F008851G000446101