

PASHUPATI COTSPIN LIMITED

Regd. off: Survey No.404 At & Post Balasar, Kadi-Detroj Road, Kadi Mahesana-382715, Gujarat
CIN: L17309GJ2017PLC098117 Phone No. +91-02764-262200,
Email: cs@pashupaticotspin.com, Website: www.pashupaticotspin.com

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the Members of Pashupati Cotspin Limited will be held on Friday, 15th March, 2019 At 12.00 P.M. at the Registered Office of the Company at Survey No.404 At & Post Balasar, Kadi-Detroj Road, Kadi Mahesana-382715, Gujarat to transact the following business:-

SPECIAL BUSINESS:-

1. Authorizing Board to grant loans and advances under section 185 of the Companies Act, 2013 to entities in whom Director/s is/are interested.

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 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, approval of members of the Company be and is hereby accorded for making of loan(s) including loan represented by way of Book Debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by Pashupati Cotyarn LLP and Global Park Developer LLP being entities covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Sub-section 2 of the said Section, of an aggregate outstanding amount not exceeding Rs. 25 Crores (Rupees Twenty Five Crores only) respectively for each entity.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loan/ Guarantee/ security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

2. Approval of Inter-corporate loans, Investments, Guarantee or security and acquisition under 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 in supersession to the special resolution passed earlier by the members at the Extra Ordinary General Meeting held on 11th July, 2017 and pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as may be amended from time to time and Articles of Association of the Company, approval of the members of the Company be and is hereby given to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) for giving any loans/any other form of debt to any person or other body corporate, giving guarantee or providing any security in connection with the loan/any other form of debt to any person or body corporate and /or acquiring by way of subscription, purchase or otherwise the securities of any other body corporate whether Indian or overseas up to maximum amount of Rs. 200 Crore (Rupees Two Hundred Crore only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans/guarantees/securities/investments so far made together with the proposed loans /guarantees/securities/investments to be made, exceeds the prescribed limits under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

By the order of the Board
For, PASHUPATI COTSPIN LIMITED

Saurin Jagdish Bhai Parikh
Chairman & Managing Director
(DIN: 02136530)

DATE: 02.02.2019
PLACE: Ahmedabad
Registered Office:-
Survey No.404 At & Post Balasar,
Kadi-Detroj Road, Kadi Mahesana-382715

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote on a poll instead of himself/herself and such proxy/ proxies need not be a member of the company. Duly completed instrument of proxies in order to be effective must be reached the registered office of the Company not less than 48 hours before the scheduled time of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company, provided a member

holding more 10%, of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.

2. Corporate members intending to send their authorized representative to attend the Extra Ordinary General Meeting are requested to ensure that the authorized representative carries a certified copy of the Board resolution, Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Extra Ordinary General Meeting.
3. The statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to the Special Business to be transacted at the meeting, is annexed hereto.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, the Physical copy of Notice of Extra-Ordinary General Meeting, alongwith Explanatory Statement and Attendance Slip are being sent to the Members as per permitted mode.
6. Notice of this Extra Ordinary General Meeting is available on the website of the Company <https://www.pashupaticotspin.com/>
7. All documents referred to in the accompanying notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays during business hours upto the date of the Extra Ordinary General Meeting.

EXPLANTORY STATEMENT AS REQUIRED U/S. 102 OF THE COMPANIES ACT, 2013.

ITEM NO.1:

Pashupati Cotyarn LLP and Global Park Developer LLP are LLPs wherein Directors of your company are Partners. In Pashupati Cotyarn LLP, Saurin Jagdish Bhai Parikh (DIN: 02136530) Managing Director and Mr. Dakshesh Jayantilal Patel (DIN: 07859419) Director of your company hold 23% of total contribution and balance 77% of total contribution holds by other family members. In Global Park Developer LLP, Saurin Jagdish Bhai Parikh (DIN: 02136530) Managing Director of your company holds 96% of total contribution and balance 4% of total contribution hold by other family member.

Pashupati Cotyarn LLP's principal business activity consists of Manufacture of OIL, Delinting process of cotton seeds, TFO and other textile related activities. Global Park Developer LLP's principal business activity consists of development of Industrial parks, including Industrial sheds, plotting and development and Construction of residential flats, etc.

Both Pashupati Cotyarn LLP and Global Park Developer LLP need funds for their short term and long term working capital requirements. The funding requirements of Pashupati Cotyarn LLP and Global Park Developer LLP are currently met through funds infused by the respective partners in their inter-se capital contribution and/or unsecured loans from associate and/or others.

The Company may be required to make loan(s) including loan represented by way of Book Debt (the "loan") to, and/or give guarantee(s) and/or provide security(ies) in connection

with any loan, including loan represented by way of Book debt, if any (the “Loan”) taken/ to be taken by Pashupati Cotyarn LLP and Global Park Developer LLP. The said Loan(s)/ guarantee(s)/security(ies) shall be utilised by Pashupati Cotyarn LLP and Global Park Developer LLP for their principal business activities and the matters connected and incidental thereto (the “Principal Business Activities”).

Pashupati Cotyarn LLP and Global Park Developer LLP are entities covered under the category of ‘a **person in whom any of the director of the company is interested**’ as specified in the explanation to Sub-section 2 of the Section 185 of Companies Act, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for making of Loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by Pashupati Cotyarn LLP and Global Park Developer LLP of an aggregate outstanding amount not exceeding Rs. 25 Crores (Rupees Twenty Five crores only) respectively for each entity on the terms mentioned in the resolution set out at item no. 1 and necessary delegation of authority to the Board for this purpose. Your Directors recommend the resolution set out at Item no. 1 to be passed as a special resolution by the members.

Following are the brief particulars of Loan proposed to be given or guarantee to be given or security to be provided by your Company to the respective LLPs i.e. Pashupati Cotyarn LLP and Global Park Developer LLP.

Name of the Entity	Particulars of loans to be given, or guarantee to be given or security to be provided	Purpose
Pashupati Cotyarn LLP	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs 25 Crores	Sale and purchase of goods/ services or any other expense including working capital requirements and for Capex to support its Principal Business Activities.
Global Park Developer LLP	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs 25 Crores	Sale and purchase of goods/ services or any other expense including working capital requirements and for Capex to support its Principal Business Activities.

Except Mr. Saurin Jagdish Bhai Parikh and Mr. Dakshesh Jayantilal Patel alongwith their relatives, none of the other Directors or the Key Managerial Personnel or their relatives except to their share holding is in any way interested or concerned, financially or otherwise in this Resolution.

ITEM NO.2:

As per the provisions of Section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013, no Company shall directly or indirectly, without prior approval by means of Special Resolution passed at a General Meeting,

- give any loan to any person or other body corporate;
- give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding limit of:-
 - 60% of its paid-up share capital, free reserves and securities premium account or
 - 100% of its free reserves and securities premium account, whichever is more.

In order to support its business activities, the Company may be required to give loans/ any other form of debt to any person or other body corporate and/or give guarantee and/or provide security in connection with a loan/any other form of debt to any other body corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed herein above.

It is therefore necessary to obtain approval of the shareholders by means of Special Resolution, authorizing the Board to exercise aforesaid powers, up to maximum amount of Rs. 200 (Rupees Two Hundred Crore) outstanding at any point of time notwithstanding that the aggregate amount of all the loans/guarantees/securities/investments so far made together with the proposed loans/guarantees/securities/investments to be made, exceeds the prescribed limits under the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the notice.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

By the order of the Board
For, PASHUPATI COTSPIN LIMITED

Saurin Jagdish Bhai Parikh
Chairman & Managing Director
(DIN: 02136530)

DATE: 02.02.2019
PLACE: Ahmedabad

Registered Office:-
Survey No.404 At & Post Balasar,
Kadi-Detroj Road, Kadi Mahesana-38271

ATTENDANCE SLIP

PASHUPATI COTSPIN LIMITED

Regd. off: Survey No.404 At & Post Balasar, Kadi-Detroj Road, Kadi Mahesana-382715, Gujarat

CIN: L17309GJ2017PLC098117 Phone No. +91-02764-262200,

Email: cs@pashupaticotspin.com, Website: www.pashupaticotspin.com

DPID/ CLIENT ID: _____

Registered Folio No.: _____

No of Shares: _____

Name(s) and address of the Shareholders/Proxy in Full:

I, Certify that I am a Shareholder/ Proxy of the Shareholder of the Company. I/We hereby accord my/our presence at the Extra Ordinary General Meeting of the Company being held on Friday, March 15, 2019 at 12.00 PM at the registered office of the Company at Survey No.404 At & Post Balasar, Kadi-Detroj Road, Kadi Mahesana-382715.

Signature of Shareholder/ Proxy

NOTE: Please fill in the Attendance Slip and hand it over at the entrance of the Hall.

PASHUPATI COTSPIN LIMITED

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**FORM MGT-11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN:	L17309GJ2017PLC098117
Name of the company:	PASHUPATI COTSPIN LIMITED
Registered office:	Survey No. 404 At & Post Balasar, Kadi-Detroj Road, Kadi Mahesana-382715, Gujarat.

Name of the member(s):
Registered address:
Email Id:
Folio No./Client Id:
DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on Friday, 15th March, 2019 at 12.00 P.M. at the registered office of the Company situated at Survey No. 404 At & Post Balasar, Kadi-Detroj Road, Kadi Mahesana-382715, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
1.	Authorizing Board to grant loans and advances under section 185 of the Companies Act, 2013 to entities in whom Director/s is/are interested.
2.	Approval of Inter-corporate loans, Investments, Guarantee or security and acquisition under section 186 of the Companies Act, 2013

Signed this..... day of..... 2019.

Signature of shareholder _____

Signature of Proxy holder(s) _____

Notes:

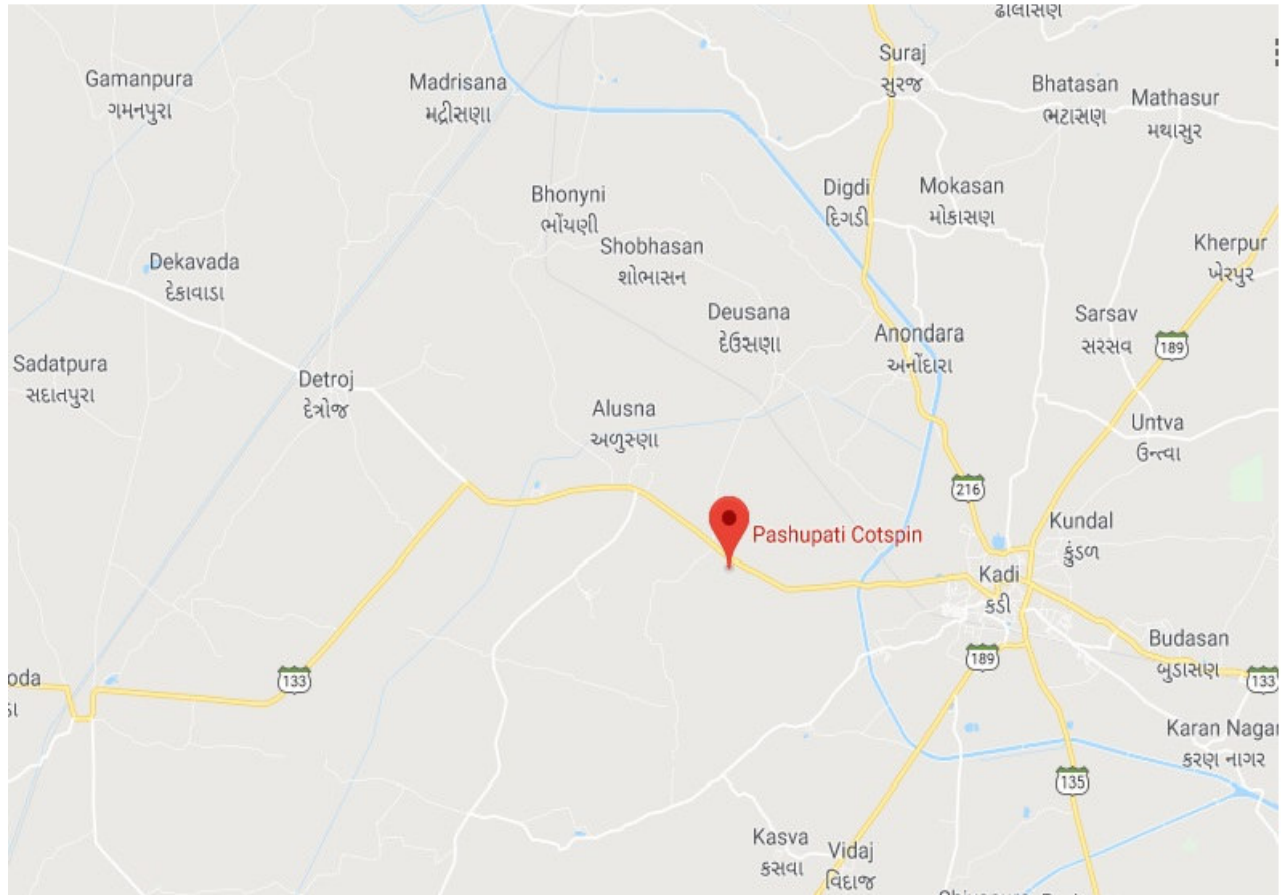
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. The Proxy need not be a member of the Company.

2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

- ** This is only optional. Please put 'X' in the appropriate Column against the resolutions indicated in the Box. If you leave the 'For' or ' Against ' Column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

ROUTE MAP TO EGM VENUE



PASHUPATI COTSPIN LIMITED

Survey No.404 At & Post Balasar, Kadi-Detroj Road, Kadi Mahesana-382715, Gujarat.