

POSTAL BALLOT NOTICE
[Pursuant to Section 110 of the Companies Act, 2013 read with
Rule 22 of the Companies (Management and Administration) Rules,
2014]

VOTING STARTS ON	VOTING ENDS ON
Wednesday, March 26, 2025	Thursday, April 24, 2025

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of Companies Act, 2013 (“the Act”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (‘MCA Circulars’), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below is proposed to be passed by the Members of **Pashupati Cotspin Limited** (“the Company”) by means of Postal Ballot, only by way of remote e-voting (“e-voting”) process.

In compliance with the requirements of the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those shareholders whose email address is registered with M/s. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (“RTA”), the Company’s Registrar and Share Transfer Agent, and/or the Depository Participant(s) and the hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1), 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder; setting out the material facts and reasons thereof concerning the resolutions mentioned in this Postal Ballot Notice (“Notice”).

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

The Company has appointed Ms. Janki Shah, Proprietor of M/s. SJV & Associates, Company Secretaries, as Scrutinizer as authorized by the Board at its meeting held on March 20, 2025, for conducting the Postal Ballot through Remote e-Voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

Members are requested to carefully read the instructions mentioned under the head 'General information and instructions relating to e-voting' in this Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolutions through the e-voting process not later than 5:00 p.m. (IST) on Thursday, April 24, 2025 failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of National Securities Depository Limited (hereinafter referred to as “NSDL” or “Service Provider”) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.pashupaticotspin.com, on the website of NSDL at www.evoting.nsdl.com and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to the National Stock Exchange of India Limited where the equity shares of the Company are listed.

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The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot i.e. Thursday, April 24, 2025.

Place: Kadi
Date: March 20, 2025

By order of the Board of Directors,
**Pashupati Cotspin
Limited Sd/-
Saurin Jagdish Bhai Parikh
Managing Director
(DIN: 02136530)**

*Reg. Off.: Survey No. 919 at & post Balasar, Kadi-Detroj road, Kadi – Mahesana – 382715, Gujarat, India
Corporate office: D - 707, Ganesh Meridian Opp. Gujarat High Court S.G. Highway Ahmedabad – 380060, Gujarat, India
Email: cs@pashupaticotspin.com Website: www.pashupaticotspin.com*

SPECIAL BUSINESS

ITEM NO.1

AUTHORIZING BOARD TO GRANT LOANS AND ADVANCES UNDER SECTION 185 OF THE COMPANIES ACT, 2013 TO ENTITY IN WHOM DIRECTOR/S IS/ARE INTERESTED:

*To consider and if thought fit to pass, with or without modification(s), 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 M/s. Pashupati Cottex Export LLP (Formerly known as Pashupati Fashion LLP) being entity 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) at any point in time.

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.”

ITEM NO.2

TO APPROVE RELATED PARTY TRANSACTIONS TO BE ENTERED BY THE COMPANY WITH M/S PASHUPATI COTYARN LLP (FORMERLY KNOWN AS PASHUPATI OIL INDUSTRIES): -

*To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT in supersession to the Special resolution passed earlier by the members through Postal Ballot on December 10, 2021 and pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the members be and is hereby accorded to the Board of Directors of the Company to enter in to the related party transaction by the Company with M/s Pashupati Cotyarn LLP(Formerly known as Pashupati Oil Industries)), a 'Related Party' as defined under Section 2(76) of the Act for in the nature of purchase of raw material/goods up to maximum amounts per annum of Rs.500.00 Crores (Rupees Five Hundred Crores only) as detailed in the explanatory statement annexed to this notice and that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.:

RESOLVED FURTHER THAT, the transaction may be entered into subject to the compliance of criteria mentioned under Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company/ or Committee thereof be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company”.

ITEM NO.3

TO APPROVE RELATED PARTY TRANSACTIONS TO BE ENTERED BY THE COMPANY WITH R V ENTERPRISE: -

*To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT in supersession to the Special resolution passed earlier by the members through Postal Ballot on December 10, 2021 and pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the members be and is hereby accorded to the Board of Directors of the Company to enter in to the related party transaction by

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the Company with R V Enterprise), a 'Related Party' as defined under Section 2(76) of the Act, in the nature of purchase of raw material/goods and sale of goods up to maximum amounts per annum of Rs.500.00 Crores (Rupees Five Hundred Crores only) as detailed in the explanatory statement annexed to this notice and that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT, the transaction may be entered into subject to the compliance of criteria mentioned under Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company/ or Committee thereof be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company”.

ITEM NO.4

TO APPROVE RELATED PARTY TRANSACTIONS TO BE ENTERED BY THE COMPANY WITH M/S PASHUPATI TEXSPIN EXPORT LLP (FORMERLY KNOWN AS SHREE PASHUPATI FABRIC LLP): -

*To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:*

“**RESOLVED THAT** in supersession to the Special resolution passed earlier by the members through Postal Ballot on December 10, 2021 and pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the members be and is hereby accorded to the Board of Directors of the Company to enter in to the related party transaction by the Company with M/s Pashupati Texspin Export LLP (Formerly known as Shree Pashupati Fabric LLP) a 'Related Party' as defined under Section 2(76) of the Act, in the nature of purchase of raw material/goods up to maximum amounts per annum of Rs.500.00 Crores (Rupees Five Hundred Crores only) as detailed in the explanatory statement annexed to this notice and that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT, the transaction may be entered into subject to the compliance of criteria mentioned under Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company/ or Committee thereof be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company”.

ITEM NO.5

TO APPROVE RELATED PARTY TRANSACTIONS TO BE ENTERED BY THE COMPANY WITH PASHUPATI COTTEX EXPORT LLP (FORMERLY KNOWN AS PASHUPATI FASHION LLP): -

*To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:*

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the members be and is hereby accorded to the Board of Directors of the Company to enter in to the related party transaction by the Company with M/s Pashupati Texspin Export LLP (Formerly known as Shree Pashupati Fabric LLP) a 'Related Party' as defined under Section 2(76) of the Act, in the nature of for purchase of raw material/goods and sale of goods up to maximum amounts per annum of Rs.500.00 Crores (Rupees Five Hundred Crores only) as detailed in the explanatory statement annexed to this notice and that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT, the transaction may be entered into subject to the compliance of criteria mentioned under Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company/ or Committee thereof be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company”.

ITEM NO.6

TO APPROVE RE-APPOINTMENT OF MR. SAURIN JAGDISH BHAI PARIKH (DIN: 02136530) AS A MANAGING DIRECTOR OF THE COMPANY:

*To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, and 203 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Saurin Jagdish Bhai Parikh (DIN:02136530) as Managing Director of the Company for a period of 3 (three) years with effect from July 03, 2025 till July 02, 2028 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Saurin Jagdish Bhai Parikh and whose period of office shall not be liable to determination for retirement by rotation.

RESOLVED FURTHER THAT pursuant to recommendation of the Nomination and Remuneration Committee and the provisions of Sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 (the ‘Act’) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for Re-appointment of Mr. Saurin Jagdish Bhai Parikh (DIN: 02136530) as a Managing Director of the Company, for a period of 3 (Three) years with effect from 03rd July, 2025, on such terms and conditions as set out in the Explanatory Statement annexed thereto.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company, the remuneration as mentioned in the explanatory statement shall be paid to Mr. Saurin Jagdishbhai Parikh subject to the limits as set out under provision of the Act and as may be amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to revise from time to time during the tenure of the appointment of Mr. Saurin Jagdishbhai Parikh, the remuneration payable to him subject to overall limits laid down in Section 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of the members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

RESOLVED FURTHER THAT any of the Director of the Board be and is hereby authorized to sign and submit necessary e-Forms with the Registrar of Companies, Gujarat and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

ITEM NO. 7:

TO APPROVE RE-APPOINTMENT OF MR. TUSHAR RAMESHCHANDRA TRIVEDI (DIN: 06438707) AS A WHOLE-TIME DIRECTOR OF THE COMPANY:

*To consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolution**:*

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Tushar Rameshchandra Trivedi (DIN:06438707) as a Whole-time Director of the Company for a period of 3 (three) years with effect from July 03, 2025 till July 02, 2028 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Tushar Rameshchandra Trivedi and whose period of office shall be liable to determination for retirement by rotation.

RESOLVED FURTHER THAT pursuant to recommendation of the Nomination and Remuneration Committee and the provisions of Sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 (the ‘Act’) read with the

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Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for Re-appointment of Mr. Tushar Rameshchandra Trivedi (DIN: 06438707) as a Whole-time Director of the Company, for a period of 3 (Three) years with effect from 03rd July, 2025, on such terms and conditions as set out in the Explanatory Statement annexed thereto.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company, the remuneration as mentioned in the explanatory statement shall be paid to Mr. Tushar Rameshchandra Trivedi subject to the limits as set out under provision of the Act and as may be amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to revise from time to time during the tenure of the appointment of Mr. Tushar Rameshchandra Trivedi, the remuneration payable to him subject to overall limits laid down in Section 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of the members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

RESOLVED FURTHER THAT any of the Director of the Board be and is hereby authorized to sign and submit necessary e-Forms with the Registrar of Companies, Gujarat and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

**By order of the Board of
Directors, Pashupati
Cotspin Limited
Sd/-
Saurin Jagdish Bhai Parikh
Managing Director
(DIN: 02136530)**

Place: Kadi

Date: March 20, 2025

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 resolutions is appended to this notice.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on Friday, March 14, 2025 (the “Cut-Off Date”) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, M/s. MUFG Intime India Private Limited (Formerly known as “Link Intime India Private Limited”) (the “RTA”), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purposes only.
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)- 2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company’s RTA by following the procedure given below:
 - i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@pashupaticotspin.com.
 - ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@pashupaticotspin.com
 - iii. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
6. It is clarified that for permanent registration of e-mail address, the members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings through the Company’s RTA to enable servicing of notices, etc. electronically to their e-mail address.
7. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on Friday, March 14, 2025 being the Cut-Off date for the purpose. The shareholders of the Company holding shares either in dematerialized or in physical form, as on the Cut-Off date, can cast their vote electronically.
8. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
9. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by e-mail to

csjankishah@gmail.com with a copy marked to evoting@nsdl.com.

10. Postal Ballot (e-voting) period commences from Wednesday, March 26, 2025 (9.00 a.m. IST) and ends on Thursday, April 24, 2025 (5.00 p.m. IST). At the end of the e-voting period, the facility shall forthwith be blocked and e-voting shall not be allowed beyond the said date and time.
11. The proposed resolution, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be Thursday, April 24, 2025. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
12. This Notice shall also be available on the website of the Company at www.pashupaticotspin.com, websites of the stock exchange where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited at www.nseindia.com respectively, and on the website of NSDL Limited at www.evoting.nsdl.com.
13. Shareholders holding shares in physical mode are hereby notified that based on SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023, all holders of physical securities in listed companies shall register the postal address along with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register their email IDs. Shareholders can register/update the contact details through submitting the requisite Form ISR-1 along with the supporting documents. Form ISR-1 can be obtained by clicking on the link <https://web.linkintime.co.in/KYC-downloads.html>. Form ISR-1 and the supporting documents can be shared on the address of MUFG Intime India Private Limited (Formerly known as "Link Intime India Private Limited").
14. Shareholders holding shares in electronic mode may reach out to the respective Depository Participant(s), where the Demat account is being held for updating the email IDs and mobile number.

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- The voting period begins on Wednesday, March 26, 2025 (9.00 a.m. IST) and ends on Thursday, April 24, 2025 (5.00 p.m. IST). During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date viz., Friday, March 14, 2025 may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolution. Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.
- Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts /websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e- Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e- Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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 .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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 csjankishah@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 : 022 - 4886 7000 or send a request to Mr. Sachin Karelia at evoting@nsdl.com

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@pashupaticotspin.com
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@pashupaticotspin.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e- voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

CONTACT DETAILS:

Company	PASHUPATI COTSPIN LIMITED Survey No.919/1, 919/2, At & Post Balasar, Kadi-Detroj Road, Kadi Mahesana- 382715 Tel No. +91-9099977560; Email: cs@pashupaticotspin.com ; Web: www.pashupaticotspin.com
Registrar and Transfer Agent	MUFG Intime India Private Limited (Formerly Known as Link In Time India Private Limited) C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083 Email: mt.helpdesk@linkintime.co.in ; Web: www.linkintime.co.in
E-Voting Agency &VC / OAVM	National Securities Depository Limited (NSDL) Email: evoting@nsdl.com NSDL help desk: 1800 1020 990 and 1800 22 44 30

Reg. Off.: Survey No. 919 at & post Balasar, Kadi-Detroj road, Kadi – Mahesana – 382715, Gujarat, India
Corporate office: D - 707, Ganesh Meridian Opp. Gujarat High Court S.G. Highway Ahmedabad – 380060, Gujarat, India
Email: cs@pashupaticotspin.com Website: www.pashupaticotspin.com

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	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
Scrutinizer	Ms. Janki Shah M/s. SJV & Associates Practicing Company Secretaries Email: csjankishah@gmail.com

Reg. Off.: Survey No. 919 at & post Balasar, Kadi-Detroj road, Kadi – Mahesana – 382715, Gujarat, India
Corporate office: D - 707, Ganesh Meridian Opp. Gujarat High Court S.G. Highway Ahmedabad – 380060, Gujarat, India
Email: cs@pashupaticotspin.com Website: www.pashupaticotspin.com

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard II on General Meetings)

ITEM NO.01:

AUTHORIZING BOARD TO GRANT LOANS AND ADVANCES UNDER SECTION 185 OF THE COMPANIES ACT, 2013 TO ENTITY IN WHOM DIRECTOR/S IS/ARE INTERESTED:

M/s. Pashupati Cottex Export LLP (Formerly known as Pashupati Fashion LLP) and hereinafter also known as ‘**The LLP**’ wherein Mr. Saurin Jagdish Bhai Parikh (DIN: 02136530) Managing Director of the Company holds 1% in aggregate of total contribution.

M/s. Pashupati Cottex Export LLP’s principal business activity consists of to carry on in India or elsewhere the business of manufacturing, processing, weaving, knitting, producing, dyeing, texturizing, sizing, coloring, printing, mercerizing, reeling, winding, throwing, embroidering, to carry on the business as buyers, sellers, importers, exporters and dealers of silk, art silk, synthetic, woolen and cotton fabrics and other fibrous products including dressing and furnishing materials, uniforms, readymade garments, carpets and carpet backing, blankets padding knitted goods, woven bags, hosiery gloves, yarn and sewing thread and, To carry on the business of packing, grading, crimping, twisting, texturing, bleaching dyeing, printing, mercerizing or otherwise processing yarn, cloth, carpets, blankets and other textile goods, whether made from cotton, jute, wool, silk, art silk, synthetic and other fibers or blends thereof and trading of Cotton seeds & other agro commodities including job work thereof & all kinds of related business thereto

M/s Pashupati Cottex Export LLP will be in requirement of funds for its short term and long-term working capital requirements. Therefore, to meet its funding requirements M/s Pashupati Cottex Export LLP will have to obtain financial assistance from one or more Bank/financial institutions and as per the general practice followed by the banks/financial institutions all partners of the LLP will have to provide their Guarantee to secure the proposed credit facility taken by the LLP, if any. Your company on being one of partner of the said LLP will also be supposed to forward its corporate guarantee to the lending bank/financial institution.

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, taken/ to be taken by M/s Pashupati Cottex Export LLP and therefore seek permission of the shareholders for upto Rs. 25.00 Cr. (Rupees Twenty-Five Crores Only) at any point in time. The said Loan(s)/guarantee(s)/security(ies) shall be utilised by M/s Pashupati Cottex Export LLP for their principal business activities and the matters connected and incidental thereto (the “Principal Business Activities”).

Mr. Saurin Jagdish Bhai Parikh (DIN: 02136530) , Managing Director of the Company being one of the Partner in the LLP is and/or will require to make 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 M/s. Pashupati Cottex Export LLP, and therefore, the said transaction is not covered under the provisions of section 185 of the Companies Act, 2013, but keeping in mind the better corporate government practice, the Board deems that M/s. Pashupati Cottex Export LLP is the entity 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 M/s. Pashupati Cottex Export LLP of an aggregate outstanding amount not exceeding Rs. 25 Crores (Rupees Twenty-Five crores only) at any point in time 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 LLP i.e. M/s. Pashupati Cottex Export LLP.

Name of the Entity	Particulars of loans to be given, or guarantee to be given or security to be provided	Purpose
M/s. Pashupati Cottex Export 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.25.00 Crores (Rupees Twenty-Five Crores Only) at any point in time.	Sale and purchase of goods/ services or any other expense including working capital requirements and for Capex to support its Principal Business Activities.

None of the other Directors or the Key Managerial Personnel or their relatives except Except Mr. Saurin Jagdish Bhai Parikh and Mr. Tushar Rameshchandra Trivedi along with their relative to the extent of their shareholding is in any way interested or concerned, financially or otherwise in this Resolution.

ITEM NO. 02, 03, 04 & 05:

To approve related party transactions to be entered by the Company with related parties:

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain the prior approval of Board of Directors and in case of;

1. Sale, purchase or supply of any goods or materials directly or through appointment of agents exceeding ten percent of the turnover of the Company or rupees one hundred crore, whichever is lower as mentioned in Clause (a) and Clause (e) respectively of sub-section (1) of Section 188.
2. Leasing of property of any kind exceeding ten percent of the net worth or exceeding ten percent of turnover of the Company or rupees one hundred crore, whichever is lower as mentioned in clause (c) of sub-section (1) of Section 188.
3. availing or rendering of any services directly or through appointment of agents exceeding ten percent of the turnover of the Company or rupees fifty Crore, whichever is lower, as mentioned in clause (d) and clause (e) of sub-section (1) of Section 188.

Prior approval of the shareholders by way of an Ordinary Resolution must be obtained:

1. Sale, purchase or supply of any goods or materials;
2. Leasing of property of any kind;
3. Availing or rendering of any services;

In the light of the provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013) the name of the related parties, name of the Director or Key Managerial Personnel who is related, if any and nature of relationship is mentioned in the resolution. The respective transactions have been carried out on arm's Length basis and all factors relevant to the respective transactions have been considered by the Board.

The Board recommends the Ordinary Resolution set out at Item No. 02, 03, 04 & 05 of the Notice for approval by the members of the Company as mentioned herein below:

S r. N o.	Nature of the transaction as per section 188 of the companies act, 2013	Name of the director/KMP who is related and nature of their relationship	Name of the related party	Receipts (Rs. In Cr.)	Payment (Rs. In Cr.)
1.	Sale of Goods	Mr. Saurin Parikh Managing Director of Company is also Partner in the LLP.	Pashupati Cottex Export LLP (Formerly known as Pashupati Fashion LLP)	500.00	-
		Mr. Saurin Jagdish Bhai Parikh Managing Director is a relative of Proprietor.	R V Enterprise	500.00	-
2.	Purchase of raw materials/goods	Mr. Saurin Parikh, Managing Director of the Company and M/s Pashupati Cotspin Limited through Mr. Tushar Trivedi, Whole time Director of the Company are also Partners in the firm.	Pashupati Cotyarn LLP (Formerly known as Pashupati Oil Industries)	-	500.00
		Mr. Saurin Parikh Managing Director, Mr. Dakshesh Patel Director, Mr. Tushar Trivedi Wholetime Director and M/s Pashupati Cotspin Limited through Mr. Mitesh Parikh Authorised Representative of the Company are	Pashupati Texspin Export LLP (Formerly known as Shree Pashupati Fabric LLP)	-	500.00

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

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	also Partners of the LLP			
	Mr. Saurin Parikh Managing Director of Company is also Partner in the LLP.	Pashupati Cottex Export LLP (Formerly known as Pashupati Fashion LLP)	-	500.00
	Mr. Saurin Jagdish Bhai Parikh Managing Director is a relative of Proprietor.	R V Enterprise	-	500.00

None of the Directors /Key Managerial Personnel of the Company/ their relatives except Mr. Saurin Jagdish Bhai Parikh, Mr. Tushar Rameshchandra Trivedi, and Mr. Dakshesh Jayantilal Patel alongwith their relatives are interested in the said resolution.

ITEM NO. 06:

TO APPROVE RE-APPOINTMENT OF MR. SAURIN JAGDISH BHAI PARIKH (DIN: 02136530) AS A MANAGING DIRECTOR OF THE COMPANY:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on March 20, 2025 has re-appointed Mr. Saurin Jagdishbhai Parikh as a Managing Director of the Company for a period of 3 (three) years w.e.f. July 03,2025, subject to approval of the members in the General Meeting upon terms and conditions to be entered into by the Company with his as approved by the Board of Directors. Mr. Saurin Jagdishbhai Parikh has more than two decades of experience in the field of manufacturing and export of cotton trade like raw cotton, yarn and its by-products. He has been instrumental in taking major policy decision of the Company. He is playing vital role in formulating business strategies and effective implementation of the same. He is responsible for the expansion and overall management of the business of our Company. His leadership abilities have been instrumental in leading the core team of the Company. His continued efforts being Managing Director is immensely benefitting in the growth of the Company.

It would be therefore in the interest of the Company to re-appoint Mr. Saurin Jagdishbhai Parikh as a Managing Director of the Company. The main terms and conditions of appointment of the above Managing Director (M.D.) as contained in the board resolution dated March 20, 2025 are furnished below:

- i. **Period:** For a period of 3 (three) years with effect from July 03, 2025 to July 02, 2028.
- ii. **Salary:** Up to Rs.25,00,000/- (Rupees Twenty-Five Lacs only) per month which is eligible for revision from time to time.
- iii. **Duties:** Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Managing Director (M.D.) shall be entrusted with powers, duties and responsibilities as may be directed to his by the Board of Directors from time to time.
- iv. **Termination:** The Managing Director (M.D.) may be removed from his office for gross negligence, breach of duty or trust if a special Resolution to that effect is passed by the Company in its General Meeting. The Managing Director (M.D.) may resign from his office by giving 30 days' Notice to the Company.
- v. **Compensation:** In the event of termination of office of Managing Director (M.D.) takes place before the expiration of tenure thereof, Managing Director (M.D.) of the Company shall be entitled to receive compensation from the Company for loss of office to extent and subject to limitation as provided under Section 202 of the Companies Act, 2013.
- vi. **Other terms and conditions:**
 - a) In the event of absence or inadequacy of profits in any financial year during the tenure of the Managing Director (M.D.), salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.
 - b) "Family" means the spouse and dependent children of Mr. Saurin Jagdishbhai Parikh.
 - c) Leave with full pay and allowances shall be allowed as per the Company's rules.
 - d) No sitting fees shall be paid to the Managing Director (M.D.) for attending the meetings of the Board of Directors or Committees thereof.

The said re-appointment including remuneration payable to him is subject to the approval of the members and all such sanctions as may be necessary and shall be given effect to as per the modification, if any, made/approval as aforesaid.

A Statement containing the following information as per section II of Part II of Schedule V of the Companies Act, 2013:

General Information:

1.	Nature of industry	The Company is primarily engaged in Textile Industry.
2.	Date or expected date of commencement of commercial Production.	The Company is already in existence and it started its activities since incorporation.

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3.	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.		
4.	Financial Performance based on given indicators	Financial Parameters	2023-24	2022-23
		Total revenue	667,61,22,000	450,26,68,000
		Net profit after tax	830,39,000	4,10,77,000
5.	Foreign Investments or collaborations, if any.	N.A.		

Information about the appointees:

Sr. No.	Particulars	Mr. Saurin Jagdish Bhai Parikh
1.	Background details	He holds a degree of Bachelor of Engineering in Mechanical Engineering Branch from the Gujarat University. He is Director of the Company since incorporation w.e.f. July 3, 2017 and further designated as the Chairman and Managing Director of the Company on July 18, 2017. He is actively engaged in managing the Company since his appointment as Director. He was the designated partner in Pashupati Cotspin LLP since incorporation and was actively involved in the affairs of the LLP prior to the conversion. He has more than two decades of experience in the field of manufacturing and export of cotton trade like raw cotton, yarn and its by-products. He has been instrumental in taking major policy decision of the Company. He is playing vital role in formulating business strategies and effective implementation of the same. He is responsible for the expansion and overall management of the business of our Company. His leadership abilities have been instrumental in leading the core team of the Company.
2.	Past Remuneration	Nil
3.	Recognition or awards	Nil
4.	Job profile and his suitability	He has more than two decades of experience in the field of manufacturing and export of cotton trade like raw cotton, yarn and its by-products. He has been instrumental in taking major policy decision of the Company. He is playing vital role in formulating business strategies and effective implementation of the same. He is responsible for the expansion and overall management of the business of our Company. His leadership abilities have been instrumental in leading the core team of the Company.
5.	Remuneration Proposed	Up to 25,00,000 p.a.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the involvement and responsibility taken by Mr. Saurin jagdish bhai Parikh, the proposed remuneration is reasonable and in line with the remuneration levels in the industry across the Country.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Except for the proposed remuneration, Mr. Saurin Jagdishbhai Shah does not have any pecuniary relationship directly or indirectly with the Company or managerial personnel of the Company

Other Information:

Reason of loss or inadequate profits	NA	
Steps taken or proposed to be taken for improvement	The Company has taken steps to curb the expenses which will help the Company in increasing its profits in future.	
Expected increase in productivity and profits in measurable terms	2-3% for first two years	5-8% thereafter

Brief profile of Mr. Saurin Jagdishbhai Parikh in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice. Mr. Saurin Jagdishbhai Parikh is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Mr. Saurin Jagdishbhai Parikh is interested in the said resolution as it pertains to his own re-appointment. The other relatives of Mr.

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Corporate office: D - 707, Ganesh Meridian Opp. Gujarat High Court S.G. Highway Ahmedabad – 380060, Gujarat, India
Email: cs@pashupaticotspin.com Website: www.pashupaticotspin.com

Saurin Jagdishbhai Parikh may deem to be interested in the said resolution in Item No. 06 of the Notice to the extent of their shareholding, if any, in the Company.

The Board recommends the resolution hereof for approval of the shareholders as an Ordinary Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

ITEM NO. 7:

TO APPROVE RE-APPOINTMENT OF MR. TUSHAR RAMESHCHANDRA TRIVEDI (DIN: 06438707) AS A WHOLE-TIME DIRECTOR OF THE COMPANY:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on March 20, 2025 has re-appointed Mr. Tushar Rameshchandra Trivedi as a Whole-time Director of the Company for a period of 3 (three) years w.e.f. July 03,2025, subject to approval of the members in the General Meeting upon terms and conditions to be entered into by the Company with his as approved by the Board of Directors. Mr. Tushar Rameshchandra Trivedi has more than seven years experiences in the field of production planning and operation supervision. He is presently looking into the Purchase and production related matters of the Company. His continued efforts being Whole-time Director is immensely benefitting in the growth of the Company.

It would be therefore in the interest of the Company to re-appoint Mr. Tushar Rameshchandra Trivedi as a Whole-time Director of the Company. The main terms and conditions of appointment of the above Whole-time Director (W.T.D.) as contained in the board resolution dated March 20, 2025 are furnished below:

- i. **Period:** For a period of 3 (three) years with effect from July 03, 2025 to July 02, 2028.
 - ii. **Salary:** Up to Rs.12,00,000/- (Rupees Twelve Lacs) per month which is eligible for revision from time to time.
 - iii. **Duties:** Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Whole-time Director (W.T.D.) shall be entrusted with powers, duties and responsibilities as may be directed to his by the Board of Directors from time to time.
 - iv. **Termination:** The Whole-time Director (W.T.D.) may be removed from his office for gross negligence, breach of duty or trust if a special Resolution to that effect is passed by the Company in its General Meeting. The Whole-time Director (W.T.D.) may resign from his office by giving 30 days' Notice to the Company.
 - v. **Compensation:** In the event of termination of office of Whole-time Director (W.T.D.) takes place before the expiration of tenure thereof, Whole-time Director (W.T.D.) of the Company shall be entitled to receive compensation from the Company for loss of office to extent and subject to limitation as provided under Section 202 of the Companies Act, 2013.
 - vi. **Other terms and conditions:**
 - a) In the event of absence or inadequacy of profits in any financial year during the tenure of the Whole-time Director (W.T.D.), salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.
 - b) "Family" means the spouse and dependent children of Mr. Tushar Rameshchandra Trivedi.
 - c) Leave with full pay and allowances shall be allowed as per the Company's rules.
- b) No sitting fees shall be paid to the Whole-time Director (W.T.D.) for attending the meetings of the Board of Directors or Committees thereof.

The said re-appointment including remuneration payable to him is subject to the approval of the members and all such sanctions as may be necessary and shall be given effect to as per the modification, if any, made/approval as aforesaid.

A Statement containing the following information as per section II of Part II of Schedule V of the Companies Act, 2013:

6.	Nature of industry	The Company is primarily engaged in Textile Industry.
7.	Date or expected date of commencement of commercial Production.	The Company is already in existence and it started its activities since incorporation.
8.	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.

PASHUPATI

COTSPIN LIMITED

9.	Financial Performance based on given indicators	Financial Parameters	2023-24	2022-23
		Total revenue	667,61,22,000	450,26,68,000
		Net profit after tax	830,39,000	4,10,77,000
10.	Foreign Investments or collaborations, if any.	N.A.		

Information about the appointees:

Sr. No.	Particulars	Mr. Tushar Rameshchandra Trivedi
8.	Background details	He holds a Diploma (Mechanical Engineering). He was on the Board since incorporation of the company i.e. July 03, 2017 and further designated as the Whole Time Director of the Company on July 18, 2017. He is entrusted with the responsibility to look after the Purchase and Production of our Company. He is a dynamic personality, having more than seven Years experiences in the field of production planning and operation supervision. He is presently looking into the Purchase and production related matters of the Company.
9.	Past Remuneration	2,40,000 p.a.
10.	Recognition or awards	N.A.
11.	Job profile and his suitability	He is a dynamic personality, having more than seven Years experiences in the field of production planning and operation supervision. He is presently looking into the Purchase and production related matters of the Company.
12.	Remuneration Proposed	Up to 12,00,000 p.a.
13.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the involvement and responsibility taken by Mr. Tushar Rameshchandra Trivedi, the proposed remuneration is reasonable and in line with the remuneration levels in the industry across the Country.
14.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Except for the proposed remuneration, Mr. Tushar Rameshchandra Trivedi does not have any pecuniary relationship directly or indirectly with the Company or managerial personnel of the Company

Other Information:

Reason of loss or inadequate profits	NA
Steps taken or proposed to be taken for improvement	The Company has taken steps to curb the expenses which will help the Company in increasing its profits in future.
Expected increase in productivity and profits in measurable terms	2-3% for first two years 5-8% thereafter

Brief profile of Mr. Tushar Rameshchandra Trivedi in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice. Mr. Tushar Rameshchandra Trivedi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Mr. Tushar Rameshchandra Trivedi is interested in the said resolution as it pertains to his own re-appointment. The other relatives of Mr. Tushar Rameshchandra Trivedi may deemed to be interested in the said resolution in Item No. 07 of the Notice to the extent of their shareholding, if any, in the Company.

The Board recommends the matter and the resolution set out above for the approval of the Members by way of passing Ordinary Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

**By order of the Board of
Directors, Pashupati
Cotspin Limited
Sd/-
Saurin Jagdish Bhai Parikh
Managing Director
(DIN: 02136530)**

Place: Kadi

Date: March 20, 2025

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BRIEF DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ENSUING GENERAL MEETING AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015:

(Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015)

NAME OF THE DIRECTORS	MR. SAURIN JAGDISH BHAI PARIKH	MR. TUSHAR RAMESHCHANDRA TRIVEDI
Age	53 Years	52 Years
DIN	02136530	06837707
Designation	Managing Director	Whole-time Director
Nationality	Indian	Indian
Date of Birth	28/09/1971	18/07/1972
Date of first Appointment on Board	03/07/2017	03/07/2017
Qualification and experience in specific functional area	He holds a degree of Bachelor of Engineering in Mechanical Engineering Branch from the Gujarat University. He is Director of the Company since incorporation w.e.f. July 3, 2017. He has more than two decades of experience in the field of manufacturing and export of cotton trade like raw cotton, yarn and its by-products. He has been instrumental in taking major policy decision of the Company. He is playing vital role in formulating business strategies and effective implementation of the same. He is responsible for the expansion and overall management of the business of our Company. His leadership abilities have been instrumental in leading the core team of the Company.	He holds a Diploma (Mechanical Engineering). He was on the Board since incorporation of the company i.e. July 03, 2017. He is a dynamic personality, having more than seven Years experiences in the field of production planning and operation supervision. He is presently looking into the Purchase and production related matters of the Company.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirement	NA	NA
Directorship held in other companies*	2	Nil
Membership/ Chairmanships of Committee in other Public Companies	2	Nil
Number of shares held in the Company	23,33,000	3,39,000
Relationships between Director(s) inter-se	NIL	NIL

*Pvt. Companies excluded

**By order of the Board of
Directors, Pashupati
Cotspin Limited
Sd/-
Saurin Jagdish Bhai Parikh
Managing Director
(DIN: 02136530)**

Place: Kadi

Date: March 20, 2025