

NOTICE
(CIN: L17309GJ2017PLC098117)

NOTICE is hereby given that the 02nd (Second) Annual General Meeting of the Shareholders of PASHUPATI COTSPIN LIMITED will be held on Thursday, 26th September, 2019 at the registered office at Survey No.404 At & Post Balasar, Kadi-Detroj Road, Kadi Mahesana-382715 at 04.00 p.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone audited Financial Statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Tushar Rameshchandra Trivedi (DIN: 06438707) who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare Final Dividend of Rs. 0.50 (Fifty Paise Only) (5%) per equity share for the Financial Year ended March 31, 2019 as recommended by the Board of Directors.

SPECIAL BUSINESS:

4. Ratification of Remuneration of Cost Auditor of the Company.

To consider and if thought fit, to give your assent/dissent to the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, M/s Ashish Bhavsar & Associates, Cost Accountants, Ahmedabad, the Cost Auditor appointed by the Board of Directors, to conduct the audit of the Cost Records of the Company for the financial year ending 31st March, 2019 be paid the remuneration of Rs.35,000/- plus applicable taxes and out of pocket expenses incurred by them during the course of Audit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take such steps and actions as may be necessary for implementing the above resolution.”

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

To consider and if thought fit, to give your assent/dissent to 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) and pursuant to provisions

of regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, and also pursuant to the approval of the Audit Committee and the Board of Directors vide resolutions passed/to be passed at their respective meetings, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to approve all the material related party transactions (including any modifications, alterations or amendments thereto) to be entered into by the Company in the ordinary course of business and on arm’s length basis with related party/ies and for the maximum amounts per annum, for 5 (five) consecutive years as mentioned herein below:

Sr . 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 and Mr. Dakshesh Patel Directors of Company are also Partners in the all three firms.	Pashupati Cotton Industries	200	-
			Madhav Oil Industries	200	-
			Pashupati Oil Industries	200	-
		Mr. Saurin Parikh Director of the Company is also Director and Share holder in the Company.	S Raja Export Private Limited	350	-
		Mr. Saurin Parikh, Mr. Tushar Trivedi and Mr. Dakshesh Patel all Directors alongwith their relatives are partners of the LLP	Shree Pashupati Fabric LLP	200	-
2.	Purchase of raw materials/goods	Mr. Saurin Parikh and Mr. Dakshesh Patel Directors of Company are also Partners in the all three firms.	Pashupati Cotton Industries	-	200
			Madhav Oil Industries	-	200
			Pashupati Oil Industries	-	200
		Mr. Saurin Parikh Director of the Company is also Director and Share holder in the Company	S Raja Export Private Limited	-	350
		Mr. Saurin Parikh, Mr. Tushar Trivedi and Mr.	Shree Pashupati Fabric LLP	-	200

		Dakshesh Patel all Directors alongwith their relatives are partners of the LLP			
3.	Labour & Job Work	Mr. Saurin Parikh and Mr. Dakshesh Patel Directors of Company are also Partners in the all three firms.	Pashupati Cotton Insuatrics	-	0.75
			Madhav Oil Industries	-	0.75
			Pashupati Oil Industries	-	1.50
		Mr. Saurin Parikh, Mr. Tushar Trivedi and Mr. Dakshesh Patel all Directors alongwith their relatives are partners of the LLP	Shree Pashupati Fabric LLP	-	0.75

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”.

Regd Office:
SURVEY NO.404, AT& POST BALASAR,
KADI-DETROJ ROAD, KADI
MAHESANA-382715, GUJARAT

Date: 19/08/2019
Place: Ahmedabad

By Order of the Board of Directors
For, PASHUPATI COTSPIN LIMITED

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

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. 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.
3. Electronic Copy of the Annual Report for FY 2018-19 is being sent to all the members whose E-mail IDs are registered with the Company/Depository Participants(s) for Communication purpose unless any member has requested for a Physical Copy of the same.
4. Corporate members intending to send their authorized representative(s) to attend the 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 meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 19th September, 2019 to Thursday, 26th September, 2019 (both days inclusive).
6. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
7. At the first AGM held on September 17, 2018 the members approved appointment of M/s. Mahendra N. Shah & Co., Chartered Accountants (Firm Registration No. 105775W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the Sixth AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Second AGM.
8. Members/Proxies are requested to bring their attendance slip duly filled in long with copies of their annual report.
9. The Company will be paid Dividend to those Shareholders, who will hold shares on the last date of book-closure i.e. September, 26th 2019. If the final dividend, as recommended by the Board of Directors, is approved at the AGM.

- I. to all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Thursday, September 26th, 2019.
10. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and memberships/ chairmanships/ chairmanships of Board Committees as stipulated under Listing Obligation and Disclosure Regulations 2015 are provided in the annexure to the notice calling Annual General Meeting.
11. Members who hold the shares in the dematerialized form are requested to notify any change of address or bank mandates to their Depositories Participants with whom they are maintaining their demat accounts.
12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company/ Registrar of any change in the address or demise of any member as soon as possible. Members are also advised not to leave their demat accounts dormant for long. Periodic statement of holding should be obtained from concerned Depository Participant and holdings should be verified.
13. The Company is having agreements with NSDL and CDSL to enable Members to have the option of dealing and holding the shares of the Company in electronic form. The ISIN of the equity shares of the Company is **INE124Y01010**.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their accounts.
15. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter IX as per SEBI (ICDR) Regulations, 2018 are exempted from e-voting provisions. Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter IX as it is a SME Company and listed on NSE Emerge- the SME platform of National Stock Exchange of India Limited. Therefore Company is not providing e-voting facility to its shareholders.
16. Members are requested to address all correspondence, including change in their addresses, to the Company or to the Registrar and Share Transfer Agent, M/s. Sharex Dynamic (India) Private Limited, Unit No. 1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai-400072, E-mail: sharexindia@vsnl.com; Website www.sharexindia.com. Members whose shareholding is in electronic mode are requested to approach their respective depository participants for effecting change of address.
17. The Shareholders are requested to update the Contact address and e-mail address and are requested to notify immediately any change in their address, exclusively on separate letter without clubbing it with any other request, for quicker attention directly to the Company's Share Transfer Agent.

18. 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 Annual General Meeting.
19. Members desirous of getting any information on the Annual Accounts, at the Annual General Meeting, are requested to write to the Company at least 10 days in advance, so as to enable the Company to keep the information ready.
20. Notice of this Annual General Meeting, Audited Financial Statements for 2018-19 along with Directors' Report and Auditors' Report are available on the website of the Company - www.pashupaticotspin.com.
21. The route map showing directions to reach the venue of the 02nd AGM is annexed as per requirement of SS-2 on General Meetings.
22. As a part of "Green Initiative in the Corporate Governance", the Ministry of Corporate has permitted the companies to serve the documents, namely, Notice of General Meeting, Balance Sheet, Statement of Profit & Loss, Auditors' Report, Directors' Report etc. to the members through e-mail.
23. Pursuant to the prohibition imposed vide Section 118 of the Companies Act, 2013 read with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, no gifts/coupons shall be distributed at the Meeting.

BRIEF PROFILE OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 02ND ANNUAL GENERAL MEETING OF THE COMPANY

(In pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of Director	Tushar Rameshchandra Trivedi
DIN	06438707
Date of Birth	18/07/1972
Date of Appointment	03/07/2017
Relationship Between Directors <i>inter se</i>	Nil
Expertise in Specific functional area	He has more than 24 years of experience in the field of production planning and operation supervision.
Qualification	Diploma (Mechanical)
Other Board Membership*	Nil
Committee Membership in other public companies	Nil
Number of Shares held in the Company	2,25,000

*Pvt. Companies excluded.

Regd Office:
SURVEY NO.404, AT& POST BALASAR,
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MAHESANA-382715, GUJARAT

Date: 19/08/2019
Place: Ahmedabad

By Order of the Board of Directors
For, PASHUPATI COTSPIN LIMITED

Sd/-
SAURIN JAGDISH BHAI PARIKH
Chairman & Managing Director
(DIN: 02136530)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 4**

The Board at its meeting held on 10th September, 2018 on the recommendation of Audit Committee, has appointed M/s Ashish Bhavsar & Associates, Cost Accountant, Ahmedabad as the Cost Auditor to conduct the audit of cost records of the Company for the financial year 2018-19 on a remuneration of Rs. 35,000/- (excluding Taxes) plus reimbursement of out of pocket expenses and conveyance.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the shareholders of the Company. The Board recommends the aforesaid resolution for approval of the members.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested in the aforesaid resolution except to the extent of their shareholding.

Item No. 5

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 and ("the Act") and/or the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements)Regulations, 2015 ("Listing Regulations"), the Board of Directors of your Company has approved the proposed transactions along with annual limit for 5 (Five) consecutive years including financial year 2019-20 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 may carry out on arm's Length basis and all factors relevant to the respective transactions may consider by the Board. The Company will seek fresh approval of shareholders under applicable provisions on completion of 5 (five) consecutive years.

None of the Directors except Mr. Saurin Jagdish Bhai Parikh, Mr. Tushar Rameshchandra Trivedi, and Mr. Dakshesh Jayantilal Patel along with their relatives are interested in the said resolution except to the extent of their Shareholding. The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Shareholders.

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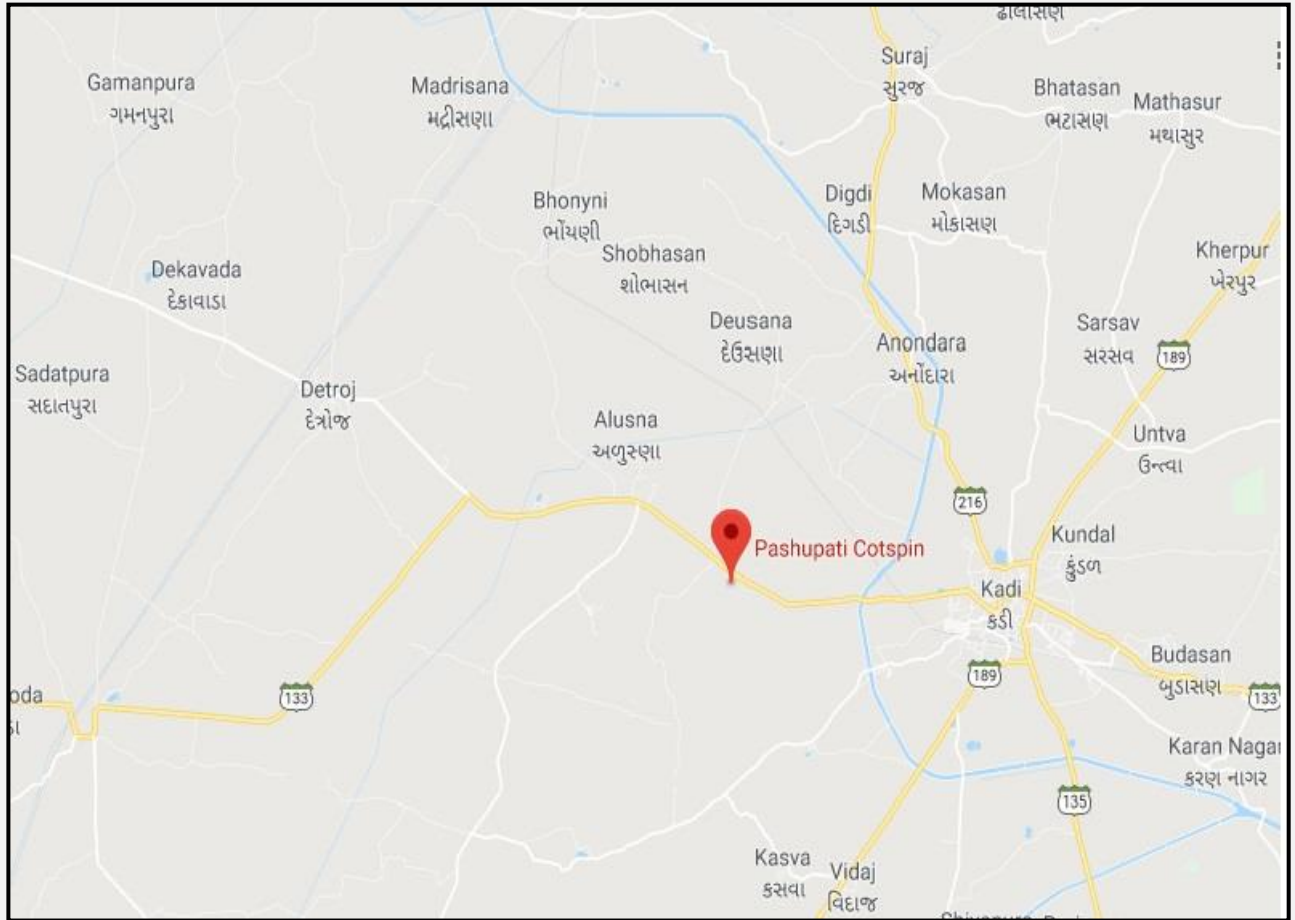
Date: 19/08/2019
Place: Ahmedabad

By Order of the Board of Directors
For, PASHUPATI COTSPIN LIMITED

Sd/-
SAURIN JAGDISH BHAI PARIKH
Chairman & Managing Director
(DIN: 02136530)



ROUTE MAP TO ANNUAL GENERAL MEETING VENUE



**Survey No.404 At & Post Balasar,
Kadi-Detroj Road,
KadiMahesana-382715,**