

PASHUPATI COTSPIN LIMITED

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

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

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

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of Pashupati Cotspin Limited will be held on Saturday, 29th December, 2018 At 11.00 A.M. at the Registered Office of the Company at Survey No.404 At & Post Balasar, Kadi-Detroj Road, Kadi Mahesana-382715, Gujarat to transact the following business:-

SPECIAL BUSINESS:-

1. To Increase The Authorised Share Capital Of The Company

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

“RESOLVED THAT pursuant to the provisions of Section 61(1)(a) of the Companies Act, 2013 and Article 5 of the Articles of Association and other applicable provisions, if any, the Authorized Share Capital of the Company be and is hereby increased from Rs. 11,00,00,000/- (Rupees Eleven Crore Only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs. 15,50,00,000/- (Rupees Fifteen Crore fifty lakhs Only) divided into 1,55,00,000 (One Crore Fifty Five Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each by creation of additional Equity Share Capital of Rs. 4,50,00,000/- (Rupees Four Crore fifty lakhs Only) divided into 45,00,000 (Forty Five Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each to rank pari passu with the existing Equity Shares of the Company.

FURTHER RESOLVED THAT pursuant to the provisions of section 13 and all other applicable provisions, if any, of the Companies Act, 2013, the existing clause V of Memorandum of Association of the Company be and is hereby substituted by the following new clause:

V. The Authorised Share Capital of the Company is Rs. 15,50,00,000/- (Rupees Fifteen Crore fifty lakhs Only) divided into 1,55,00,000 (One Crore Fifty Five Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each

FURTHER RESOLVED THAT Mr. Saurin Jagdish Bhai Parikh (DIN: 02136530), Managing Director of the Company and/or Mr. Dakshesh Jayantilal Patel (DIN: 07859419), Director of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient for giving effect to the aforesaid resolution.”

2. Issue of Warrants, Convertible Into Equity Shares On Preferential Basis

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c) read with Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as **“the Act”**) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, [hereinafter referred to as **“SEBI (ICDR) Regulations”**], SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof from time to time), and in accordance with all other applicable rules, regulations, guidelines and clarifications issued thereon from time to time by The Securities and Exchange Board of India (**“SEBI”**), Government of India (**“GOI”**) or any other statutory/regulatory authorities and subject to all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents or sanctions, the consent of the Company be and is hereby accorded to the Board (which term shall deem to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more its power, including the powers conferred hereunder) to create, offer, issue and allot, on preferential basis, in one or more tranches, upto 50,00,000 (Fifty Lakhs) convertible Warrants, to the promoter and/or promoter group and to non-promoter group of the Company (hereinafter referred to as the **“Proposed Allottees/Warrant holder”**) as more particularly mentioned in the explanatory statement setting out material facts, entitling the warrant holder to apply for and get allotted one equity share of face value of Rs. 10/- (Rupees Ten only) each fully paid-up against each warrant within 18 (Eighteen) months from the date of allotment of warrants, in such manner and at price of Rs. 59/- (Rupees Fifty Nine Only) per share as arrived at in accordance with SEBI (ICDR) Regulations and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottees and the Equity Shares resulting from the exercise of the entitlement of the said Warrants, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- The **“Relevant Date”** pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above mentioned Preferential Issue of Warrants, shall be Thursday, 29th November, 2018. which is a date 30 days prior to the date of Extra Ordinary General Meeting.
- The price of each equity share to be issued in lieu of the warrants is Rs. 59/- (Rupees Fifty Nine Only) per share as calculated in accordance with the provisions of Regulation 164(1) of Chapter V of the SEBI (ICDR) Regulations, 2018.

- c) An amount equivalent to at least 25% (Twenty Five Percent) of the consideration shall be paid by the proposed allottees on or before the date of allotment of warrants and the balance consideration i.e. 75% (Seventy Five Percent) shall be paid at the time of allotment of equity shares pursuant to exercise of option of conversion against each such warrant.
- d) The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants.
- e) The proposed allottee(s) of Warrants shall be entitled to apply for and obtain, in one or more tranches allotment of one equity share of face value of Rs. 10/- (Rupees Ten only) each of the Company against each Warrant within a period of 18 (eighteen) months from the date of allotment of such warrants.
- f) In case the Warrant holder(s) do not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- g) The Equity shares issued and allotted on conversion thereof shall be subject to lock-in for such period as prescribed under the SEBI (ICDR) Regulations.
- h) The said Warrants by itself until exercise of conversion option and equity shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such equity shares as may be required to be issued and allotted upon conversion of the said Warrants and that equity shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects, including entitlement for dividend, with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to decide and approve other terms and conditions of the issue of the Warrants and/or equity shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept the terms, conditions, modifications and stipulations as the GOI, SEBI or Stock Exchanges or any other regulatory authority may stipulate while granting approval to the Company for issue of the Warrants and/or equity shares as aforesaid.

RESOLVED FURTHER THAT the Board is hereby authorised to take necessary steps for listing of the equity shares allotted upon conversion of Warrants on Stock Exchanges, where the Company's shares are listed, as per the terms and conditions of the Listing Agreement, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual, proper, incidental or desirable and to settle any question, difficulties or doubts that may arise in this regard and in regard to the issue, allotment of the Warrants and/or equity shares and utilisation of the issue proceeds, to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments, and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit, without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any Committee of Directors or employee or officer of the Company, as it may consider appropriate, to give effect to the aforesaid resolution."

**By the order of the Board
For, PASHUPATI COTSPIN LIMITED**

**Saurin Jagdish Bhai Parikh
Managing Director
(DIN: 02136530)**

**DATE : 30.11.2018
PLACE : Ahmedabad
Registered Office:-
Survey No.404 At & Post Balasar,
Kadi-Detroj Road, Kadi Mahesana-382715**

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote on a poll instead of himself/herself and such proxy / proxies need not be a member of the company. Duly completed instrument of proxies in order to be effective must be reached the registered office of the Company not less than 48 hours before the scheduled time of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company, provided a member holding more 10%, of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
2. Corporate members intending to send their authorized representative to attend the Extra Ordinary General Meeting are requested to ensure that the authorized representative carries a certified copy of the Board resolution, Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Extra Ordinary General Meeting.
3. The statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to the Special Business to be transacted at the meeting, is annexed hereto.

4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, the Physical copy of Notice of Extra-Ordinary General Meeting, alongwith Explanatory Statement and Attendance Slip are being sent to the Members as per permitted mode.
6. All documents referred to in the accompanying notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays during business hours upto the date of the Extra Ordinary General Meeting.

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

ITEM NO.1:

In view of its present level of the business activities as well as to meet its long term and short term fund requirements the company would require more capital funds for business activities. To accommodate this long term and short term capital requirement, company needs to increase the Paid up Share Capital and in view of this, it is proposed to increase the Authorized Share Capital of the Company from Rs. 11,00,00,000/- (Rupees Eleven Crore Only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.15,50,00,000/- (Rupees Fifteen Crore fifty lakhs Only) divided into 1,55,00,000 (One Crore Fifty Five Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each by creation of additional Equity Share Capital of Rs. 4,50,00,000/- (Rupees Four Crore fifty lakhs Only) divided into 45,00,000 (Forty Five Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each to rank pari passu with the existing Equity Shares of the Company.

The proposed increase in Authorized Share Capital of the Company requires consequential amendment in Clause V of the Memorandum of Association of the Company and therefore approval of the shareholders of the Company is required through Ordinary Resolution.

None of the Directors of the Company is concerned or interested in the proposed resolution except to the extent of their shareholding.

The Board of Directors recommends the proposed resolution for your approval.

ITEM NO.2:

The Board of Directors in their meeting held on 30th November, 2018 subject to necessary approval(s), has approved the proposal for raising funds and for that to issue and allot 50,00,000 (Fifty Lakhs) equity warrants of the Company to Promoter and Non-Promoter Group by way of preferential basis to mobilize funds for funding current/future expansion plans/activities of the Company's working capital and general corporate purposes.

The details of the issue and other particulars as required in terms of the Act and SEBI (ICDR) Regulations, 2018 in relation to the aforesaid Special Resolution are given as under:

1. Objects of the Preferential Issue:

The object of raising equity share capital by issuing warrants is

- i. To repay unsecured borrowings from directors, their associates and relatives,
- ii. To meet long term working capital requirements,
- iii. To acquire stake in Pashupati Cotyarn LLP, and provide further contribution of capital and/or loan to the said LLP, and
- iv. To meet General Corporate Purpose.

2. The total number of securities to be issued:

The Board intends to offer, issue and allot up to 50,00,000 (Fifty Lakhs) Warrants on preferential basis in accordance with SEBI (ICDR) Regulations, 2018 and other applicable laws.

3. Pricing of preferential issue:

The pricing of the equity shares to be allotted on conversion of warrants on preferential basis shall not be lower than the price determined in accordance with the Chapter V of SEBI (ICDR) Regulations 2018 and applicable law, whichever is higher.

The issue of equity shares arising out of exercise of warrants issued on preferential basis shall be made at a price not less than higher of the following or as per the law prevailing at the time of allotment of warrants:

- i. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the 26(twenty six)weeks preceding the relevant date; or
- ii. The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the 2 (two) weeks preceding the relevant date.

The 'Recognized Stock Exchange' referred to above means any of the recognized Stock Exchanges in which the equity shares of the Company are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 26 weeks prior to the Relevant Date.

The price of each equity share to be issued in lieu of Warrants is fixed at Rs. 59/- (Rupees Fifty Nine Only) per share including premium of Rs. 49/- (Rupees Forty Nine Only) per share as determined in terms of Regulation 164(1) of Chapter V of the SEBI (ICDR) Regulations on the basis of the Relevant Date. Further, the Company undertakes to re-compute the price of the equity shares, if at all required, in terms of the provisions of these regulations where it is required to do so.

4. Basis on which price has been arrived at along with report of the registered valuer:

The Company is listed on SME platform of National Stock Exchange Limited (NSE) i.e. NSE EMERGE and the equity shares of the Company are traded in accordance with Regulation 164(1) of the ICDR Regulations.

The price shall be determined on the basis of the quotes available on the National Stock Exchange having highest trading volume during the preceding twenty six weeks or preceding two weeks prior to the relevant date.

5. The proposal / intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the Offer:

The preferential issue of warrants is being made to promoters, Promoter Group of the Company alongwith some other persons not belonging to promoter group as more particularly set out in the explanatory statement setting out the material facts.

6. Relevant date:

The "Relevant Date" in terms of Regulation 161 of the SEBI (ICDR) Regulations for determination of minimum price is Thursday, 29th November, 2018, being a date which is 30 (Thirty) days prior to the date of proposed Extra Ordinary General Meeting which is 29th December, 2018 to approve the proposed preferential issue.

7. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees as mentioned at point no. 09 below.

8. Shareholding Pattern before and after the Preferential Issue:

Sr. No.	Category	Pre-Issue Equity holdings		Allotment of equity warrants		Post-Issue Equity holdings *(Assuming full conversion of 50,00,000 equity warrants)	
		No of shares	% of shareholding	No of warrants	% of warrant holding	No of shares	% of shareholding
A.	Promoter holding						
1.	Indian						
	Individual	66,75,000	64.91	33,82,000	67.64	1,00,57,000	65.80
	Bodies Corporate	-	-	-	-	-	-
	Relatives	-	-	-	-	-	-
	Sub Total	66,75,000	64.91	33,82,000	67.64	1,00,57,000	65.80
2.	Foreign Promoters	-	-	-	-	-	-
	Sub Total (A)	66,75,000	64.91	33,82,000	67.64	1,00,57,000	65.80
B.	Non- Promoter Holding						
1.	Institutional Investors	-	-	-	-	-	-
2.	Non-Institutions						
	Private Corporate Bodies/ Limited Liability Partnerships	4,89,600	4.76	12,00,000	24.00	16,89,600	11.05
	Directors and Relatives	-	-	-	-	-	-
	Indian Public	27,41,800	26.66	4,18,000	8.36	31,59,800	20.67
	Others (Including NRIs)	3,77,600	3.68	-	-	3,77,600	2.47
	Sub Total (B)	36,09,000	35.10	16,18,000	32.36	5,22,7000	34.20
	GRAND TOTAL	1,02,84,000	100.00	50,00,000	100.00	1,52,84,000	100.00

9. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

S No.	Name & Address of the proposed allottees	Category	PAN	Identity of ultimate beneficial owners	No. & % of Equity Shares held prior to the Preferential Allotment		No. & % of Warrants to be issued and allotted		No. & % of Post Issue Equity and Voting Share Capital *(Assuming full allotment of 50,00,000 equity shares)	
					No of shares	%	No of shares	%	No of shares	%
1	SAURIN JAGDISH BHAI PARIKH 47, RAJESHWARI SOCIETY THOL ROAD KADI 382715	Promoter	ABRPP8740J	NA	17,25,000	16.77	6,08,000	12.16	23,33,000	15.26
2	DAKSHESH JAYANTILAL PATEL 3, ROYAL VIEW SOCIETY, KARANNAGAR ROAD KADI 382715	Promoter	ABRPP8726C	NA	5,25,000	5.11	2,66,000	5.32	7,91,000	5.18
3	TUSHAR RAMESHCHANDRA TRIVEDI 11, SOMESHWAR PARK SOCIETY, NR. KADI- KARANNAGAR ROAD, KADI MEHSANA 382715	Promoter	AFCPT3835K	NA	2,25,000	2.19	1,14,000	2.28	3,39,000	2.22
4	FALGUNI MITESH PARIKH 47, RAJESWARI SOCIETY, TALUKA- KADI, MAHESANA-382715	Promoter Group	ABUPP1415B	NA	11,25,000	10.94	6,08,000	12.16	17,33,000	11.34
5	HARIPRABHA ARAVINDBHAI PARIKH 47, RAJESWARI SOCIETY, TALUKA- KADI, MAHESANA-382715	Promoter Group	ABUPP1414A	NA	9,75,000	9.48	6,08,000	12.16	15,83,000	10.36
6	RENUKABEN JAGDISHCHANDRA PARIKH 47, RAJESWARI SOCIETY, TALUKA- KADI, MAHESANA-382715	Promoter Group	ABUPP1413H	NA	9,75,000	9.48	6,08,000	12.16	15,83,000	10.36
7	BHAVESHKUMAR JAYANTILAL PATEL 4 - ROYAL VIEW SOCIETY, AT - TAL – KADI, MAHESANA-382715	Promoter Group	ABRPP8727D	NA	5,25,000	5.11	2,66,000	5.32	7,91,000	5.18
8	ASHISH RAMESHCHANDRA TRIVEDI 33, ROYAL VIEW SOCIETY, TALUKA- KADI, MAHESANA-382715	Promoter Group	ACAPT2319R	NA	6,00,000	5.83	3,04,000	6.08	9,04,000	5.91
9	MUKESHKUMAR VITTHALBHAI PATEL 54-RAJ MAHEL SOCIETY, KADI, MAHESANA-382715	Non Promoter	AQWPP8083E	NA	6,00,000	5.83	3,04,000	6.08	9,04,000	5.91
10	TORALBEN URDEEP BRAHMBHATT 4, SURBHI SOCIETY, TALUKA- KADI, MAHESANA-382715	Non Promoter	AHWPB3572H	NA	2,25,000	2.19	1,14,000	2.28	3,39,000	2.22

S No.	Name & Address of the proposed allottees	Category	PAN	Identity of ultimate beneficial owners	No. & % of Equity Shares held prior to the Preferential Allotment		No. & % of Warrants to be issued and allotted		No. & % of Post Issue Equity and Voting Share Capital *(Assuming full allotment of 50,00,000 equity shares)	
					No of shares	%	No of shares	%	No of shares	%
11	DOWNTOWN TRAVELS LLP 247 KALPANA COMPLEX, NR. MEMNAGAR FIRE STATION, NARANPURA,AHMEDABAD 380013	Non Promoter	AAMFD1072H	1. PATEL MAHENDRABHAI GULABDAS 2. PATEL MUNJAL MAHENDRABHAI 3. PATEL KAILASHBEN MAHENDRABHAI	-	-	6,00,000	12.00	6,00,000	3.93
12	SUNMED CORPORATION LLP LINCOLN HOUSE, BEHIND SATYAM COMPLEX, SCIENCE CITY ROAD, SOLA AHMEDABAD 380060	Non Promoter	ACZFS9494F	1. PATEL MUNJAL MAHENDRABHAI 2. PATEL MANSI MUNJAL 3. PATEL KAILASHBEN MAHENDRABHAI 4. PATEL NIDHI M.	-	-	6,00,000	12.00	6,00,000	3.93
	TOTAL				75,00,000	72.93	50,00,000	100.00	50,00,000	81.80

10. Change in control consequent to the preferential issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

11. Undertaking:

The Company hereby undertakes that:

- It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required.
- If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above warrants/shares shall continue to be locked-in till the time such amount is paid by the allottees.
- Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

12. Auditors' Certificate:

M/s. Mahendra N. Shah. & Co., Chartered Accountants, Ahmedabad, the Statutory Auditors of the Company has certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2018. A copy of the certificate is kept for inspection at the Registered Office of the Company during the business hours.

13. Lock-in Period:

The securities allotted to Proposed Allottees shall be locked in as per Regulation 167 and other applicable provisions of SEBI (ICDR) Regulations.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolution as set out in the accompanying notice for the approval of members as a Special Resolution.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are in, any way, concerned or interested, in the above resolution except Mr. SAURIN JAGDISH BHAI PARIKH, Mr. DAKSHESH JAYANTILAL PATEL, Mr. TUSHAR RAMESHCHANDRA TRIVEDI and their relatives since proposed resolution pertains to the preferential issue of warrants to promoter/promoter group of the Company.

**By the order of the Board
For, PASHUPATI COTSPIN LIMITED**

**Saurin Jagdish Bhai Parikh
Managing Director
(DIN: 02136530)**

**DATE : 30.11.2018
PLACE : Ahmedabad
Registered Office:-
Survey No.404 At & Post Balasar,
Kadi-Detroj Road, Kadi Mahesana-382715**

PASHUPATI COTSPIN LIMITED

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

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

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

ATTENDANCE SLIP

DPID/ CLIENT ID: _____ Registered Folio No.: _____ No of Shares: _____

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

I, Certify that I am a Shareholder/ Proxy of the Shareholder of the Company. I/We hereby accord my/our presence at the Extra Ordinary General Meeting of the Company being held on Saturday, December 29, 2018 at 11.00 A.M. at the registered office of the Company at Survey No.404 At & Post Balasar, Kadi-Detroj Road, Kadi Mahesana-382715.

Signature of Shareholder/ ProxyNOTE: Please fill in the Attendance Slip and hand it over at the entrance of the Hall.
-----**PASHUPATI COTSPIN LIMITED**

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

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

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

FORM MGT-11**PROXY FORM**

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

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on Saturday, 29th December, 2018 at 11.00 A.M at the registered office of the Company situated at Survey No. 404 At & Post Balasar, Kadi-Detroj Road, Kadi Mahesana-382715, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
1.	To Increase The Authorised Share Capital Of The Company
2.	Issue of Warrants, Convertible into Equity Shares on Preferential Basis.

Signed this..... day of..... 2018.

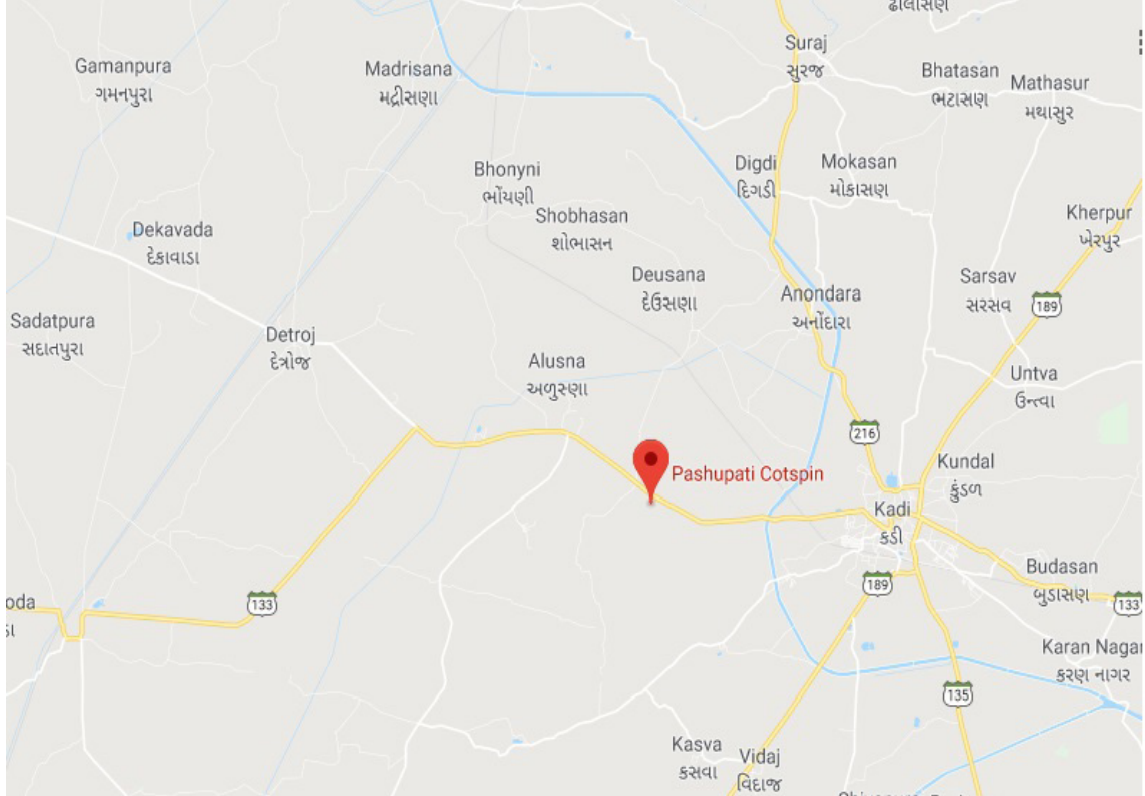
Signature of shareholder _____

Signature of Proxy holder(s) _____

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. The Proxy need not be a member of the Company.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
 ** This is only optional. Please put 'X' in the appropriate Column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' Column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

ROUTE MAP TO EGM VENUE



PASHUPATI COTSPIN LIMITED

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