

PASHUPATI COTSPIN LIMITED

(CIN: L17309GJ2017PLC098117)

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

Phone No: +91.2764.262200 Email: haresh@srajaexport.com

Website: www.pashupaticotspin.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with the Companies (Management and Administration) Rules, 2014)

Dear Members,

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), General Circular No.14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 (the "MCA Circulars") and any other applicable laws and regulations, to transact the below mentioned proposed special businesses by the members of the Blue Star Limited ("the Company") by passing resolutions through postal ballot ("Postal Ballot") only through remote e-voting.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the "MCA") in terms of the MCA Circulars, has advised the Companies to take all decisions requiring members' approval, other than items of ordinary business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot up to September 30, 2020 or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable

mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolution is also annexed.

You are requested to peruse the proposed Resolutions along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

RESOLUTION 1: RATIFICATION OF WARRANTS ALREADY ISSUED, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS.

To consider, and if thought fit, 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) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the consent and approval of the shareholders of the Company be and is hereby accorded to ratify the allotment done by the Warrant Allotment Committee of the Company on 28/01/2019 to the person belonging to promoters, promoters group and to non-promoters on the preferential basis of 50,00,000 (Fifty Lacs) convertible warrants at a price calculated in accordance with SEBI (ICDR) Regulation, 2018 or at such a higher price as may be decided by the board i.e. Rs.59/- per warrants convertible into 50,00,000 (Fifty Lacs) equity shares of face value of Rs.10/-

each of the company out of which 9,50,000 warrants converted into 9,50,000 equity shares on 04/02/2020 and balance 40,50,000 warrants converted into 40,50,000 equity shares on 24/07/2020 by the Board of Directors of the Company, which is within period of 18 months from the date of allotment of warrants, in accordance with SEBI(ICDR) Regulation, 2018.

RESOLVED FURTHER THAT as per Regulation 170 of SEBI (ICDR) Regulations 2018, any allotment pursuant to the special resolution passed by the shareholders shall be completed within a period of fifteen days from the date of passing of such resolution; Provided that where any application for exemption from the applicability of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 or any approval or permission by any regulatory authority or the Central Government for allotment is pending, the period of fifteen days shall be counted from the date of the order on such application or the date of approval or permission, as the case may be, pursuant to special resolution passed by the shareholders of the Company in EGM held on 29/12/2018 and In-principle Approval (IPA) issued by the NSE dated 11/01/2019, the Warrant Allotment Committee of the Company had done the allotment of 50,00,000 warrants on 28/01/2019 to promoter, promoter group and to non-promoter which was done with the delay of up to 3 days in terms of Regulation 170 of SEBI (ICDR) Regulation, 2018 and therefore permission of the shareholders of the Company be and is hereby accorded for the ratification of allotment of 50,00,000 warrants to promoter, promoter group and to non-promoter and for consequential allotment of 9,50,000 equity shares and 40,50,000 equity shares of Rs.10/- each to promoter, promoter group and to non-promoter group on conversion of warrants on 04/02/2020 and 24/07/2020 respectively done by the Board of Directors of the Company and this ratification shall be treated as due compliance of Regulation 170 of SEBI (ICDR) Regulation, 2018.

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the 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:

- a) The “Relevant Date” pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above mentioned ratification of Preferential Issue of Warrants, shall be Thursday, 10th September, 2020 which is a date 30 days prior to the deemed date of passing of special resolution i.e. last date of remote e-voting and last date of receiving postal ballot form i.e.10/10/2020.
- b) The price of each equity share issued in lieu of the warrants is Rs.59/- per share as calculated in accordance with the provisions of Regulation 164(1) of Chapter V of the SEBI (ICDR) Regulations, 2018.

RESOLVED FURTHER THAT all other terms and conditions of the Special Resolution of issue and allotment of 50,00,000 warrants passed in the EGM held on 29/12/2018 and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 of the said Special Resolution shall be considered as part of this resolution and explanatory statement.

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 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 utilization 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 Order of the Board of Directors

Sd/-

SAURIN JAGDISH BHAI PARIKH

Chairman & Managing Directors

DIN-02136530

Date: 07/09/2020

Place: Kadi

Regd. Office:

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

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. Members should note that in terms of the General Circulars, no physical ballot form is being dispatched by the Company and the Members can cast their vote using remote e-voting facility only
3. The Company is pleased to provide voting by electronic means ('E-voting') to the Members, to enable them to cast their votes electronically on the proposed resolution. The Company has engaged the services of CDSL to provide E-voting facility to its Members. Detailed instructions on E-voting are given as under.
4. The Postal Ballot Notice is being sent to all the Members, whose names are appearing in the

- Register of Members/ Statements of Beneficial Ownership maintained by the Depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited as on the close of working hours on Friday, September 04, 2020 ('cut-off date'). Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date.
5. This Notice is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Bank/ Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent to them by the permitted mode. Members may note that this Notice along with the Postal Ballot Form is available on the Company's website: www.pashupaticotspin.com. In case any Member wishes to receive a hard copy of the Postal Ballot Form, he/she may write to the Company Secretary at cs@pashupaticotspin.com
 6. The voting period for Postal Ballot and E-voting shall commence from Friday, September 11, 2020 at 9.00 a.m. IST and end on Saturday, October 10, 2020 at 5.00 p.m. IST. Votes received by way of E-voting beyond 5.00 p.m. on Saturday, October 10, 2020 at 5.00 p.m. shall be considered invalid.
 7. The Board of Directors has appointed Mr. Devesh Khandelwal (Membership No. FCS: 6897, COP: 4202), Proprietor of Khandelwal Devesh & Associates., Company Secretaries as the Scrutinizer to scrutinize the Postal Ballot and E-voting process in a fair and transparent manner.
 8. Upon completion of the scrutiny of the Postal Ballot Forms and the votes cast through E-voting, the Scrutinizer will submit his report to the Chairperson/Company Secretary. The combined result would be announced by the Company on or before Sunday, October 11, 2020. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company www.pashupaticotspin.com and on CDSL and communication of the same will be sent to National Stock Exchange of India Limited within the prescribed time.
 9. Any query in relation to the said Special Resolution may be sent to cs@pashupaticotspin.com.
 10. The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting. The instructions for members for voting electronically are as under: -
 - a) The voting period begins on Friday, September 11, 2020, at 9.00 A.M. (IST) and ends on Saturday, October 10, 2020, at 5.00 P.M. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on Friday, September 04, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - b) The shareholders should log on to the e-voting website www.evotingindia.com.
 - c) Click on Shareholders.
 - d) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - e) Next enter the Image Verification as displayed and Click on Login.
 - f) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - g) If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member OR id/ folio number in the Dividend Bank details field as mentioned in instruction (d).
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- h) After entering these details appropriately, click on "SUBMIT" tab.
- i) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN for "Pashupati Cotspin Limited".
- l) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- q) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r) **Shareholders can also cast their vote using CDSL's mobile app "m-Voting" available for all mobile users. The m-Voting app is available on Apple, Android, and Windows based Mobile phones. Shareholders may login to "m-Voting" using their e-voting credentials to vote for the company resolution(s).**
- s) **Note for Non-Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- t) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section

or write an email to helpdesk.evoting@cdslindia.com.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO 1

In conformity with the provisions of Section 102 of the Companies Act, 2013 following Explanatory Statement sets out all material facts relating to the Special Business mentioned at Item No.1 of the accompanying Notice dated 07th September, 2020 and should be taken as forming part of the Notice.

Your Company by Special Resolution passed through Extra Ordinary General Meeting held on 29/12/2018 authorized the Board of Directors of the Company to create, offer, issue and allot from time to time to the person belonging to promoters, promoters group and non-promoter group on the preferential basis up to 50,00,000 (Fifty Lacs) convertible warrants at a price calculated in accordance with SEBI (ICDR) Regulation, 2018 or at such a higher price as may be decided by the board i.e. Rs.59/- per warrants convertible into 50,00,000 (Fifty Lacs) equity shares of face value of Rs.10/- each of the company out of which 9,50,000 warrants converted into 9,50,000 equity shares on 04/02/2020 and balance 40,50,000 warrants converted into 40,50,000 equity shares on 24/07/2020 by the Board of Directors of the Company, which is within period of 18 months from the date of allotment of warrants, in accordance with SEBI(ICDR) Regulation, 2018.

The Board of Directors of your Company allotted 50,00,000 (Fifty Lacs) convertible warrants at Rs.59/- per warrant, the price calculated in accordance with SEBI (ICDR) Regulation, 2018 to the allottees, detailed hereunder.

Sr No	Name	Category	No of Warrants
1.	Saurin Jagdish Bhai Parikh	Promoter	6,08,000
2.	Minaben Daksheshbhai Patel	Promoter Group	2,66,000
3.	Tushar Rameshchandra Trivedi	Promoter	1,14,000
4.	Falguni Mitesh Parikh	Promoter Group	6,08,000
5.	Hari Prabha Aravindbhai Parikh	Promoter Group	6,08,000

6.	Renukaben Jagdishchandra Parikh	Promoter Group	6,08,000
7.	Bhaveshkumar Jayantilal Patel	Promoter Group	2,66,000
8.	Ashish Rameshchandra Trivedi	Promoter Group	3,04,000
9.	Mukeshkumar Vitthalbhai Patel	Non Promoter	3,04,000
10.	Toralben Urdeep Brahmbhatt	Non Promoter	1,14,000
11.	Downtown Travels LLP	Non Promoter	6,00,000
12.	Sunmed Corporation LLP	Non Promoter	6,00,000

Regulation 170 of the SEBI (ICDR) Regulation, 2018 says;

Allotment pursuant to the special resolution shall be completed within a period of fifteen days from the date of passing of such resolution:

Provided that where any application for exemption from the applicability of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 or any approval or permission by any regulatory authority or the Central Government for allotment is pending, the period of fifteen days shall be counted from the date of the order on such application or the date of approval or permission, as the case may be:

Therefore, any allotment done on preferential basis under the Guidelines of SEBI (ICDR) Regulation, 2018 shall also be in compliance of Regulation 170 of SEBI (ICDR) Regulation, 2018. The Board of Directors of your Company done the allotment of 50,00,000 warrants to promoters, promoters group and non-promoter on 28/01/2019 which is beyond the period of 15 days as per Regulation 170 of SEBI (ICDR) Regulation, 2018. The date of allotment of warrants should be on or before 25/01/2019, pursuant to Regulation 170 of SEBI (ICDR) Regulation, 2018, therefore, there is a delay of upto 3 days in allotment of warrants in terms of Regulation 170. This Special Resolution is therefore proposed to seek your ratification of allotment of warrants beyond 15 days as per Regulation 170.

Out of these 50,00,000 warrants, 9,50,000 warrants converted into equity shares on 04/02/2020 and listing and trading permission has already been received from NSE and balance 40,50,000 warrants converted into 40,50,000 equity shares and allotment was done on 24/07/2020. On making listing Application to NSE for the said allotment of 40,50,000 equity shares, the NSE pointed out the said violation of Regulation 170 of SEBI (ICDR) Regulations, 2018 and suggested for the ratification from the members of the Company for the allotment of warrants done to the allottees. Therefore, Board of your Company hereby approaches for your approval to ratify the allotment of 50,00,000 warrants done to the allottees in its Warrant Allotment Committee Meeting held on 28/01/2019 so that the conditions of Regulation 170 of the SEBI (ICDR) Regulation, 2018 can be complied. 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 same as the resolution passed in the Extra Ordinary General Meeting of the Company held on 29/12/2018 and provided in the explanatory statement of it.

- u) "Relevant Date" in accordance with SEBI (ICDR) Regulations would be Thursday, 10th September, 2020 which is a date 30 days prior to the deemed date of passing of special resolution i.e. last date of remote e-voting and last date of receiving postal ballot form i.e. 10/10/2020 considered as the Relevant Date for the purpose of above mentioned ratification of Equity Warrants already converted into Equity Shares of the Company.

The 50,00,000 warrants has already been allotted to the allottees @ Rs.59/- per warrants on 28/01/2019, as per the price calculated under the SEBI (ICDR) Regulation, 2018 and the ratification of the said allotment of warrants on preferential basis will be done at a price calculated in accordance with the SEBI (ICDR) Regulations, 2018 or at such higher price as may be decided by the Board based on the relevant date i.e. 10th September, 2020 and if there is any difference in the price so calculated, the difference amount on 50,00,000 warrants will be taken from the allottees and if the price is low then the issued price as on relevant date i.e. 10th September, 2020, then the price of the warrants will be Rs.59/- and the difference amount will not be given to the allottees.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

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, anyway, 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 Order of the Board of Directors

Sd/-

SAURIN JAGDISH BHAI PARIKH

Chairman & Managing Directors

DIN-02136530

Date: 07/09/2020

Place: Kadi

Regd. Office:

Survey No.404 At & Post Balasar,

Kadi-Detroj Road, Kadi

Mahesana-382715,

Gujarat

India.