

# NOTICE OF 5<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 05th (Fifth) Annual General Meeting of the Shareholders of **PASHUPATI COTSPIN LIMITED** will be held on Thursday, 29th September, 2022 at 02.00 p.m. at Survey No.404 New Survey No. 919 At& Post Balasar, Kadi-Detroj Road, Kadi Mahesana-382715, Gujarat, to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone audited Financial Statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Dakshesh Jayantilal Patel (DIN: 07859419) who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare Final Dividend of ₹ 0.75 (Seventy Five Paise Only) (7.5%) per equity share for the Financial Year ended March 31, 2022 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, 2023 be paid the remuneration of ₹ 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. **Appointment of Mr. Sandip Ashwinbhai Parikh (DIN: 00030990) as a Director and his re-appointment as an Independent Director for the second term.**

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

**"RESOLVED THAT** Mr. Sandip Ashwinbhai Parikh (DIN: 00030990), who was appointed as an Additional Director under the category of Independent Director of the Company effective from closure of business hour of July 25, 2022 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office upto the

date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company under the category of Independent Director.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the re-appointment of Mr. Sandip Ashwinbhai Parikh, that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for re-appointment as an Independent Director of the Company, for the second consecutive term, i.e., from closure of business hours of July 25, 2022 to July 24, 2027 (both days inclusive) and who would not be liable to retire by rotation, be and is hereby approved."

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

6. **Appointment of Mrs. Sheela Kirtankumar Roy (DIN: 07891440) as a Director and her re-appointment as an Independent Director for the second term.**

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

**"RESOLVED THAT** Mrs. Sheela Kirtankumar Roy (DIN: 07891440), who was appointed as an Additional Director under the category of Independent Director of the Company effective from closure of business hour of July 25, 2022 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company under the category of Independent Director.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the re-appointment of Mrs. Sheela Kirtankumar Roy, that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for re-appointment as an Independent Director of the Company, for the second consecutive term, i.e., from closure of business hours of July 25, 2022 to July 24, 2027 (both days inclusive) and who would not be liable to retire by rotation, be and is hereby approved."

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

**Regd Office:**

Survey No.404,  
At & Post Balasar  
Kadi-Detroj Road, Kadi  
Mahesana-382715, Gujarat  
Date: 23/08/2022  
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 statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") relating to the Special Business to be transacted at the Annual General Meeting ("AGM"/"Meeting") is annexed hereto.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.  
  
A person can act as a proxy on behalf of Members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent 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 a proxy for any other person or Member. The proxy holder shall prove his identity at the time of attending the Meeting.
3. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
4. In terms of the provisions of Section 152 of the Act, Mr. Dakshesh Jayantilal Patel, retires by rotation as a Director at this Meeting. Mr. Dakshesh Jayantilal Patel and his relatives shall be deemed to be interested in the Ordinary Resolution set out at Item No.2 of the Notice with regard to his re-appointment. Save and except

above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in anyway, concerned or interested, financially or otherwise, in the Ordinary Business set out at Item No. 2 of the Notice.

5. A detailed profile of Mr. Dakshesh Jayantilal Patel along with additional information required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings is provided separately by way of an Annexure to the Notice.
6. In compliance with the Ministry of Corporate Affairs ("MCA") Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/Depository Participants (DPs). Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website at [www.pashupaticotspin.com](http://www.pashupaticotspin.com). The Notice can also be accessed from websites of the Stock Exchanges i.e., National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). The AGM Notice is also available on the website of NSDL (agency for providing the Remote E-voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. For receiving all communication (including Annual Report) from the Company electronically:
  - I. Members holding the shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register/ update the same by writing to the Registrar and Transfer Agent of the Company viz. M/s. Link Intime India Private Limited ("Link Intime" or "RTA"), C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083 Tel: (022) 4918 6270, Fax: (022) 4918 6060, e-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
  - II. Members holding the shares in dematerialized mode are requested to register/ update their e-mail address with the relevant Depository Participant.
8. Institutional/ Corporate Members (i.e. other than Individuals, HUFs, NRIs, etc.) intending to send their authorized representative(s) to attend the Meeting are required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) at [info@csdevesh.com](mailto:info@csdevesh.com) in with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Such authorization shall contain necessary authority in favour of its authorized representative(s).
9. Members / Proxies / Authorized Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of Annual Report.
10. In case of joint holders, the Member whose name appears as first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. Members of the Company under the category of 'Institutional Investors' are encouraged to attend and vote at the AGM.

12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and other documents as referred in the Notice are available for inspection by the Members at the Registered Office of the Company during business hours on all working days except Saturdays, Sundays and National Holidays up to the date of the AGM.
13. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date i.e. 22nd September, 2022 only shall be entitled to avail the facility of remote e-voting. A person, who is not a Member as on the Cut-off Date, should treat the Notice for information purpose only.
14. MCA has notified provisions relating to unpaid /unclaimed dividend under Sections 124 and 125 of the Act and Investor Education and Protection Fund(Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"). As per these Rules, dividends which are not encashed / claimed by the Member for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund ("IEPF") Authority. The IEPF Rules also mandate the companies to transfer the shares of Members whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority.
15. Members are requested to address all correspondences, including shareholding related documents and dividend matters to the Company's RTA.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.  
  
To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
17. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. The members, who are desirous of availing this facility, may kindly write to Company's R & T Agent for nominating form by quoting their folio number.
18. Non-Resident Indian Members are requested to inform the Company / Link Intime (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of:
  - I. Change in their residential status on return to India for permanent settlement; and
  - II. Particulars of their bank account maintained in India with account type, account number, name and address of the bank with pin code number, if not furnished earlier.

19. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 22nd September, 2022 by sending e-mail on [cs@pashupaticotspin.com](mailto:cs@pashupaticotspin.com). The same will be replied by the Company suitably.

## 20. (A) PROCEDURE FOR REMOTE E-VOTING:

- I. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules made there under and Regulation 44 of Listing Regulations, as amended, read with circular dated 9th December, 2020 of SEBI on e-voting Facility provided by Listed Entities, the Company is providing e-voting facility of National Securities Depository Limited ("NSDL") to its Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means("remote e-voting").
- II. The remote e-voting facility will be available during the following period:

- **Commencement of e-voting:** 09:00 a.m. (IST) on Monday, 26th September, 2022
- **End of e-voting:** 05:00 p.m. (IST) on Wednesday, 28th September, 2022

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September, 2022.

- III. The Board of Directors has appointed CS Devesh Khandelwal, Company Secretary in Practice, (Membership No. FCS: 4202; COP No: 6897) to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
- IV. The manner of voting by Individual Members holding shares of the Company in demat mode, Members other than individuals holding shares of the Company in demat mode, Members holding shares of the Company in physical mode, and Members who have not registered their e-mail address, is explained in the instructions given herein below.

## (B) INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

Once the Member has exercised the vote, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

How do I vote electronically using NSDL e-voting system?


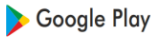


The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

### Step 1: Access to NSDL e-voting system

A) Login method for e-voting for Individual Members holding shares in demat mode:

In terms of SEBI circular dated 9th December, 2020 on e-voting facility provided by Listed Companies, Individual Members holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-voting facility.

Login method for Individual Members holding shares in demat mode is given below:

Type of Member	Login Method
<b>Individual Members holding shares in demat mode with NSDL.</b>	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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.</li> <li>Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <b>NSDL Mobile App is available on</b>      </li> </ol>
<b>Individual Members holding shares in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; E-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.</li> </ol>
<b>Individual Members (holding shares in demat mode) login through their depository participants</b>	You can also login using the 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 Members holding shares in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Members holding shares in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Members holding shares in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

### B) Login method for Members other than Individual Members holding shares in demat mode and Members holding shares 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 the shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold the 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 the 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 Members other than Individual Members 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 e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 'UserID' and your 'initial password'.
    - ii. If your e-mail ID is not registered, please follow steps mentioned below in process for those Members whose e-mail 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](http://www.evoting.nsdl.com).
  - b. Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) 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 and general meeting is in active status.
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 Members**

1. Institutional / Corporate Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Power of Attorney/ 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 [info@csdevesh.com](mailto:info@csdevesh.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional / Corporate Members (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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (“FAQs”) for Members and e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.:1800 1020 990 and

1800 22 44 30 or send a request to Ms. Soni Singh, Assistant Manager, at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **C). Process for those Members whose e-mail 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 Member, scanned copy of the share certificate (front and back) or Letter of Confirmation, PAN (self-attested scanned copy of PAN Card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
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 RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). If you are an Individual Members holding shares 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 Members holding shares in demat mode.
3. Alternatively, Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-voting facility provided by Listed Companies, Individual Members holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.
21. The facility for ballot / polling paper shall be made available at the AGM and the Members attending AGM who have not cast their vote by remote e-voting shall be able to vote at the AGM through ballot / polling paper.
22. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
23. Any person, who acquires the shares of the Company and becomes Member of the Company after dispatch of the Notice and holding the shares as of the cut-off date i.e. 22nd September, 2022 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
24. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
25. The Scrutinizer shall after the conclusion of voting at the AGM, first scrutinize the votes cast at the Meeting and there after

unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make and submit, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.

26. The Results of voting shall be declared within two working days of the conclusion of the AGM of the Company and subject to receipt of requisite number of votes, the Resolutions proposed in this Notice shall be deemed to have been passed on the date of the Meeting, i.e., 29th September, 2022.
27. The Results declared along with the consolidated scrutinizer's report will be available on Company's website at [www.pashupaticotspin.com](http://www.pashupaticotspin.com). The results shall simultaneously be communicated to National Stock Exchange of India Limited.
28. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 23rd September, 2022 to Thursday, 29th September, 2022 (both days inclusive) For the purpose of determining the shareholders eligible for dividend, if any, declared by the shareholders of the Company at the Annual General Meeting and for the purpose of 05th Annual General Meeting.
29. The Final Dividend, subject to approval of Members at the Annual General Meeting on 29th September, 2022, will be paid to the Members whose names appear in the Register of Members, as on the date of Book Closure/Record Date of the Company and for that the Register of Members and Share Transfer Books of the Company will remain closed from Friday, 23rd September, 2022 to Thursday, 29th September, 2022.

**Regd Office:**

Survey No.404,  
At & Post Balasar  
Kadi-Detroj Road, Kadi  
Mahesana-382715, Gujarat  
Date: 23/08/2022  
Place: Ahmedabad

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

SD/-

**Saurin Jagdish Bhai Parikh**  
Chairman & Managing Director  
DIN: 02136530

## CONTACT DETAILS

**Company:** PASHUPATI COTSPIN LIMITED

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

**Phone:** 9099977560

**CIN:** L17309GJ2017PLC098117

**E-mail:** [cs@pashupaticotspin.com](mailto:cs@pashupaticotspin.com)

**Website:** [www.pashupaticotspin.com](http://www.pashupaticotspin.com)

**Registrar and Transfer Agent:** Link Intime India Pvt. Ltd.

**Regd. Office:** C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083

**E-mail:** [rent.helpdesk@linkintime.co.in](mailto:rent.helpdesk@linkintime.co.in)

**Website:** [www.linkintime.co.in](http://www.linkintime.co.in)

**E-Voting Agency:** National Securities Depository Limited (NSDL)

**E-mail:** [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Phone:** 1800 1020 990/1800 22 44 30

**Scrutinizer:** CS Devesh Khandelwal Practicing Company Secretary (FCS: 6897 and COP: 4202)

**E-mail:** [info@csdevesh.com](mailto:info@csdevesh.com)

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 4

The Board at its meeting held on 28th May, 2022 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 2022-23 on a remuneration of ₹ 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

Mr. Sandip Ashwinbhai Parikh (DIN: 00030990) was appointed as a Non-Executive Independent Director of the Company for a term of five years, i.e., from July 26, 2017 to July 25, 2022 (both days inclusive).

Pursuant to the performance evaluation of Mr. Sandip Ashwinbhai Parikh and considering that his continued association as a Member of the Board would be beneficial to the Company and based on recommendation of the NRC, the Board considered his appointment for second consecutive term of 5 years and accordingly appointed Mr. Sandip Ashwinbhai Parikh as an Additional Director under the category of Independent Director effective from closure of business hours of July 25, 2022 to July 24, 2027 (both days inclusive), not liable to retire by rotation, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act Mr. Sandip Ashwinbhai Parikh shall hold office up to the date of this AGM. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Sandip Ashwinbhai Parikh are provided as Annexure to this Notice.

Mr. Sandip Ashwinbhai Parikh has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Sandip Ashwinbhai Parikh is a person of integrity possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to continue Mr. Sandip Ashwinbhai Parikh on the Board of the Company and accordingly the Board recommends the appointment of Mr. Sandip Ashwinbhai Parikh as an Independent Director as proposed in the Resolution set out at Item No. 5 for approval by the Members for second consecutive term of 5 years.

Except for Mr. Sandip Ashwinbhai Parikh and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in anyway, concerned or interested, financially or otherwise, in the said Resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

### Item No. 6

Mrs. Sheela Kirtankumar Roy (DIN: 07891440) was appointed as a Non-Executive Independent Director of the Company for a term of five years, i.e., from July 26, 2017 to July 25, 2022 (both days inclusive).

Pursuant to the performance evaluation of Mrs. Sheela Kirtankumar Roy and considering that her continued association as a Member of the Board would be beneficial to the Company and based on recommendation of the NRC, the Board considered her appointment for second consecutive term of 5 years and accordingly appointed Mrs. Sheela Kirtankumar Roy as an Additional Director under the category of Independent Director effective from closure of business hours of July 25, 2022 to July 24, 2027 (both days inclusive), not liable to retire by rotation, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act Mrs. Sheela Kirtankumar Roy shall hold office up to the date of this AGM. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing her candidature for the office of Director. The profile and specific areas of expertise of Mrs. Sheela Kirtankumar Roy are provided as Annexure to this Notice.

Mrs. Sheela Kirtankumar Roy has given her declaration to the Board, inter alia, that (i) she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent to act as a Director.

In the opinion of the Board, Mrs. Sheela Kirtankumar Roy is a person of integrity possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and she is independent of the management.

Given her experience, the Board considers it desirable and in the interest of the Company to continue Mrs. Sheela Kirtankumar Roy on the Board of the Company and accordingly the Board recommends



the appointment of Mrs. Sheela Kirtankumar Roy as an Independent Director as proposed in the Resolution set out at Item No. 6 for approval by the Members for second consecutive term of 5 years.

Except for Mrs. Sheela Kirtankumar Roy and/or her relatives, no other Director, Key Managerial Personnel or their respective relatives are, in anyway, concerned or interested, financially or otherwise, in the said Resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

**Regd Office:**

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Date: 23/08/2022  
Place: Ahmedabad

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

SD/-

**Saurin Jagdish Bhai Parikh**

Chairman & Managing Director

DIN: 02136530

## ANNEXURE TO THE NOTICE

### DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015

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

Name of Director	Dakshesh Jayantilal Patel
DIN	07859419
Date of Birth	06/01/1968
Date of Appointment	03/07/2017
Relationship Between Directors inter se	Nil
Expertise in Specific functional area	He has around 24 years of experience in areas related to manufacturing of raw cotton, cotton yarn and related Products
Qualification	Bachelor of Engineering (Civil)
Other Board Membership*	Nil
Committee Membership in other public companies	Nil
Number of Shares held in the Company	5,25,000

\*Pvt. Companies excluded.

Name of Director	SandipAshwinbhai Parikh
DIN	00030990
Date of Birth	08/08/1963
Date of Appointment	26/07/2017
Relationship Between Directors inter se	Nil
Expertise in Specific functional area	He has a distinguished track record of service to several global Organizations providing counsel in addressing tax issues encompassing transfer pricing regulations applicable to multinational corporations.
Qualification	Chartered Accountant
Other Board Membership	06
Committee Membership in other public companies	Nil
Number of Shares held in the Company	Nil

Name of Director	Mrs. Sheela Kirtankumar Roy
DIN	07891440
Date of Birth	13/10/1969
Date of Appointment	26/07/2017
Relationship Between Directors inter se	Nil
Expertise in Specific functional area	She has an experience of more than 20 years in the field of imparting education
Qualification	Bachelor of Commerce
Other Board Membership	Nil
Committee Membership in other public companies	Nil
Number of Shares held in the Company	Nil

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

SD/-

**Saurin Jagdish Bhai Parikh**  
Chairman & Managing Director  
DIN: 02136530