

PASHUPATI COTSPIN LIMITED

Regd. off: Survey No.404 At& Post Balasar,Kadi-Detroj Road,
Kadi Mahesana-382715,Gujarat.
Corporate Identification No(CIN): L17309GJ2017PLC098117
PhoneNo: +91-02764-262200e-mail: cs@pashupaticotspin.com
Website: www.pashupaticotspin.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended.]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**‘Act’**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**‘Rules’**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**) and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**‘SS-2’**), each as amended, to transact the special business as set out hereunder by passing Ordinary / Special Resolution, as applicable, by way of postal ballot / electronic voting.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof are annexed to this Postal Ballot Notice (**‘Notice’**) for your consideration and forms part of this Notice.

Pashupati Cotspin Limited (**‘Company/Pashupati’**) is sending this Notice in electronic form to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent (**‘RTA’**) / Depositories the communication of the assent or dissent of the Members would take place through the remote e-voting system. The details of the procedure to cast the vote forms part of the **‘Notes’** to this Notice.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the Company has engaged the services of National Securities Depository Limited (**‘NSDL’**) for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice.

The Board of Directors of the Company, appointed Mr. Devesh Khandelwal, Practising Company Secretary (Membership No. FCS: 4202; COP No: 6897) as **‘Scrutinizer’** for conducting the Postal Ballot process in a fair and transparent manner. In compliance with the requirements of the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only. You are requested to carefully read all the instructions given in the Notes. E-voting shall **commence on Thursday, 16th February, 2023 at 9.00 A.M.**

(IST) and end on Friday, 17th March, 2023 at 5.00 P.M. (IST). The Scrutinizer shall submit his report to the Chairman of the Company or to any other person authorised by him after completion of scrutiny of the e-Voting and, the results of the voting shall be declared **not later than 5.30 P.M. (IST) on Monday, 20th March, 2023** the Registered Office of the Company. The results along with the Scrutinizer's Report will be placed on the Company's website i.e. www.pashupaticotspin.com and on the e-voting website of National i.e. www.evoting.nsdl.com. The same shall simultaneously be communicated to the Stock Exchanges where the shares of the Company are listed.

SPECIAL BUSINESS:-

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

To consider and if thought fit to pass, with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, approval of members of the Company be and is hereby accorded for making of loan(s) including loan represented by way of Book Debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by M/s. Pashupati Texspin Export LLP (Formerly known as M/s. Shree Pashupati Fabric LLP) being entity covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Sub-section 2 of the said Section, from the existing limit of Rs. 100 Cores to aggregate outstanding amount not exceeding Rs. 250 Crores (Rupees Two Hundred Fifty Crores only) at any point in time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loan/Guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

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

To consider and if thought fit to pass, with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, approval of members of the Company be and is hereby accorded for making of loan(s) including loan represented by way of Book Debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by **M/s. Sarjak InfraLLP** being entity covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in

the explanation to Sub-section 2 of the said Section, of an aggregate outstanding amount not exceeding Rs.25Crores (Rupees Twenty-Five Crores only) at any point in time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “**the Board**”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loan/Guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

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

Sd/-
SAURIN JAGDISH BHAI PARIKH
CHAIRMAN & MANAGING DIRECTOR
DIN: 02136530

Date: 09th February, 2023
Place: Kadi

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

Notes:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (**'the Act'**) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (**'the Rules'**), as amended, setting out the material facts concerning the said Special Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (**'Notice'**).
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is Friday, 03rd February, 2023 (**"Cut-off Date"**). A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
3. This Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail address is registered with the Company or with the Depositories/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off Date, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (**"MCA"**) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 (**"MCA Circulars"**). The Notice shall also be uploaded on the website of the Company i.e. www.pashupaticotspin.com and on the e-voting website of National Securities Depository Limited (**"NSDL"**) i.e. www.evoting.nsdl.com.

All the Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants) shall be entitled to vote in accordance with the process specified in Note No. 9. As per the MCA Circulars and in view of non-availability of postal and courier services, physical copy of Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

4. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**'the Regulations'**) and in accordance with the MCA Circulars, the Company has engaged **NSDL** as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically (**'remote e-voting'**). In accordance with the MCA Circulars, the Members can vote only through remote e-voting.
5. Dispatch of the Notice shall be deemed to be completed on **Tuesday, 14th February, 2023**.
6. E-voting shall **commence on Thursday, 16th February, 2023 at 9.00 A.M. (IST) and end on Friday, 17th March, 2023 at 5.00 P.M. (IST)**. The e-voting module shall be disabled by NSDL for voting thereafter.
7. The Company has appointed CS Devesh Khandelwal, Practising Company Secretary (Membership No. FCS: 4202; COP No: 6897) as **'Scrutinizer'** for conducting the Postal Ballot process in a fair and transparent manner.

8. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.pashupaticotspin.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Company and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed viz. National Stock Exchange of India Limited (‘NSE’) and be made available on their respective website viz. www.nseindia.com.

9. Process to cast votes through remote e-voting:

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 no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 |
|------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Members holding shares in demat mode with NSDL. | Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on “ Access to e-voting ” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select “ Register Online for IDeAS Portal ” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “ Login ” which is available under ‘ Shareholder/Member ’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 |

| Type of Member | Login Method |
|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | <p>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.</p> <p>Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> |
| <p>Individual Members holding shares in demat mode with CDSL</p> | <p>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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>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.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.</p> |
| <p>Individual Members (holding shares in demat mode)login through their depository participants</p> | <p>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.</p> |

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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: |
|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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*****. |
| 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***** |
| 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.
 - b. Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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 with a copy marked to 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 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 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.

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.
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. 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 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO.1:

M/s. Pashupati Texspin Export LLP (Formerly known as M/s. Shree Pashupati Fabric LLP) and hereinafter also known as '**The LLP**' wherein your Company is also one of the Partner. In Pashupati Texspin Export LLP, your Company holds 10% of total contribution, further Mr. Saurin Jagdish Bhai Parikh (DIN: 02136530) Managing Director, Mr. Tushar Rameshchandra Trivedi (DIN: 06438707) Whole-Time Director and Mr. Dakshesh Jayantilal Patel (DIN: 07859419) and other related party of the Company holds 79% in aggregate of total contribution.

Pashupati Texspin Export LLP's principal business activity consists of to carry on in India or elsewhere the business of manufacturing, processing, weaving, knitting, producing, dyeing, texturizing, sizing, coloring, printing, mercerizing, reeling, winding, throwing, embroidering.

The Shareholders of the Company has already authorized the Board of Directors under the provisions of section 185 of the Companies Act, 2013 vide Special Resolution passed through Postal Ballot of which result was declared on 10th December, 2021 for Pashupati Texspin Export LLP upto Rs.100.00 Crores at any point in time. The Board of your Company now seek to increase the said limit of Rs.100.00 Crores to Rs. 250.00 Crores. The Company may be required to make loan(s) including loan represented by way of Book debts ('the loan') to, and/or give guarantee(s) and/or provide security(ies) in connection with any, including loan represented by way of Book Debt, if any (the 'loan') taken/to be taken by **M/s. Pashupati Texspin Export LLP**. The said loan(s)/guarantee(s)/security(ies) shall be utilized for their principal business activities and the matters connected and incidental thereto(the "Principal Business Activities")

The Company being one of the Partner in the LLP is and/or will require to make loan(s) including loan represented by way of Book Debt (the "**Loan**") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by **M/s. Pashupati Texspin Export LLP** (Formerly known as M/s. Shree Pashupati Fabric LLP), and therefore, the said transaction is not covered under the provisions of section 185 of the Companies Act, 2013, but keeping in mind the better corporate government practice, the Board deems that Pashupati Texspin Export LLP is the entity covered under the category of '**a person in whom any of the director of the company is interested**' as specified in the explanation to Sub-section 2 of the Section 185 of Companies Act, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for making of Loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by Pashupati Texspin Export LLP of an aggregate outstanding amount not exceeding Rs. 250 Crores (Rupees Two Hundred Fifty crores only) at any point in time on the terms mentioned in the resolution set out at item no. 1 and necessary delegation of authority to the Board for this purpose. Your Directors recommend the resolution set out at Item no. 1 to be passed as a special resolution by the members.

Following are the brief particulars of Loan proposed to be given or guarantee to be given or security to be provided by your Company to the respective LLP i.e. Pashupati Texspin Export LLP.

| Name of the Entity | Particulars of loans to be given, or guarantee to be given or security to be provided | Purpose |
|------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Pashupati Texspin Export LLP | Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs. 250 Crores at any point in time. | Sale and purchase of goods/ services or any other expense including working capital requirements and for Capex to support its Principal Business Activities. |

Except Mr. Saurin Jagdish Bhai Parikh, Mr. Tushar Rameshchandra Trivedi and Mr. Dakshesh Jayantilal Patel along with their relatives, none of the other Directors or the Key Managerial Personnel or their relatives except to their share holding is in any way interested or concerned, financially or otherwise in this Resolution.

ITEM NO.2:

M/s. Sarjak Infra LLP and hereinafter also known as ‘The LLP’ wherein your Company is also one of the Partner. In Sarjak Infra LLP, your Company holds 49% of total contribution, further Mr. Saurin Jagdish Bhai Parikh (DIN: 02136530) Managing Director of the Company holds 51 % in aggregate of total contribution.

Sarjak Infra LLP’s principal business activity consists of property developers, contractors building and erection engineers and other construction related activities. The members also informed that the said LLP is working on to build a corporate house, wherein our Company will also have its registered office once the same get completed, subject to necessary approvals.

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

The Company may be required to make loan(s) including loan represented by way of Book Debt (the ‘**loan**’) to, and/or give guarantee(s) and/or provide security (ies) in connection with any loan, taken/ to be taken by M/s. Sarjak Infra LLP and therefore seek permission of the shareholders for upto Rs. 25.00Cr. (Rupees Twenty Five Crores Only) at any point in time. The said Loan(s)/guarantee(s)/security(ies) shall be utilised by Sarjak Infra LLP for their principal business activities and the matters connected and incidental thereto (the “Principal Business Activities”).

The Company being one of the Partner in the LLP is and/or will require to make loan(s) including loan represented by way of Book Debt (the ‘**Loan**’) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by M/s. Sarjak Infra LLP, and therefore, the said transaction is not covered under the provisions of section 185

of the Companies Act, 2013, but keeping in mind the better corporate government practice, the Board deems that Sarjak Infra LLP is the entity covered under the category of ‘**a person in whom any of the director of the company is interested**’ as specified in the explanation to Sub-section 2 of the Section 185 of Companies Act, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for making of Loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by Sarjak Infra LLP of an aggregate outstanding amount not exceeding Rs. 25 Crores (Rupees Twenty-Five crores only) at any point in time on the terms mentioned in the resolution set out at item no. 2 and necessary delegation of authority to the Board for this purpose. Your Directors recommend the resolution set out at Item no. 2 to be passed as a special resolution by the members.

Following are the brief particulars of Loan proposed to be given or guarantee to be given or security to be provided by your Company to the respective LLP i.e. Sarjak Infra LLP.

| Name of the Entity | Particulars of loans to be given, or guarantee to be given or security to be provided | Purpose |
|--------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|
| Sarjak InfraLLP | Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs.25Crores (Rupees Twenty-Five Crores Only) at any point in time. | To meet working capital requirements for property development, contractors building and erection engineers and other construction related activities. |

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

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

Sd/-
SAURIN JAGDISH BHAI PARIKH
CHAIRMAN & MANAGING DIRECTOR
DIN: 02136530

Date: 09th February, 2023
Place: Kadi

Registered Office:-
Survey No.404 At& Post Balasar,
Kadi-Detroj Road, Kadi Mahesana-38271