

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Twenty-Sixth (26th) Annual General Meeting of the Members of A B Cotspin India Limited will be held on **Monday, the 25<sup>th</sup> day of September, 2023 at 12:00 Noon IST** through Video Conferencing (“VC”)/ Other Audio- Visual Means (“OAVM”) (hereinafter referred to as electronic mode) to transact the following businesses:

**ORDINARY BUSINESS:**

- 1) To consider and adopt the Audited financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditor’s thereon.
- 2) To appoint a Director in place of Mr. Manohar Lal (DIN: 02406686), who retires from the office by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

- 3) **RATIFICATION OF REMUNERATION PAYABLE TO M/S JAIN SHARMA & ASSOCIATES, COST AUDITORS, FOR THE FINANCIAL YEAR 2023-24.**

To consider and if thought fit, to pass with or without modification(s), the following resolution, as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) remuneration of Rs. 30000/- plus taxes as applicable and reimbursement of reasonable out-of-pocket expenses, approved by the Board of Directors based on the recommendation of the Audit Committee to be paid to **M/s Jain Sharma & Associates (Firm Registration No.: 000270)**, Cost Accountants for conducting the Cost Audit of the Company for the financial year 2022-23, be and is hereby ratified confirmed and approved.”

- 4) **TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTER CLAUSE V OF MEMORANDUM OF ASSOCIATION:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any amendment thereto or re-enactment thereof), the consent of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from existing ₹ 11,40,00,000 (Rupees Eleven Crore Forty Lakh) divided into 1,10,00,000 (One Crore Ten Lakh) Equity Shares of ₹ 10/- each and 4,00,000 (Four Lakh) Preference Shares of ₹ 10/- each to ₹ 24,40,00,000 (Rupees Twenty-Four Crore Forty Lakh) divided into 2,40,00,000 (Two Crore Forty Lakh) Equity Shares of ₹ 10/- each and 4,00,000 (Four Lakh) Preference Shares of ₹ 10/- each by creation of additional 1,30,00,000 (One Crore Thirty Lakh) Equity Shares of ₹ 10/- each ranking pari passu with the existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be altered in the following manner i.e., existing Clause V of the Memorandum of Association be substituted with the following new clause as Clause V:

“V. The Authorised Share Capital of the Company is ₹ 24,40,00,000 (Rupees Twenty-Four Crore Forty Lakhs Only) divided into 2,40,00,000 (Two Crore Forty Lakh) Equity Share of ₹ 10/- each and 4,00,000 (Four Lakh) Preference Share of ₹ 10/-each.”

RESOLVED FURTHER THAT Mr. Deepak Garg, and/or Mr. Manohar Lal, Directors and/or Company Secretary of the Company and/or any other person so authorized by the Director(s), be hereby authorized on behalf of the Company to take all such steps as may be necessary, proper or expedient to give effect to this resolution including to file necessary forms/return/documents with the Registrar of Companies.”

5) ISSUANCE OF UPTO 1,20,28,562 FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO ‘PROMOTER & PROMOTER GROUP CATEGORY AND ‘NON-PROMOTER CATEGORY’ 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 Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under [including any statutory modification(s) thereto or re-enactment thereof for the time being in force], enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with National Stock Exchange of India Limited (NSE) where the shares of the Company are listed (“Stock Exchange”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“Takeover Regulations”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the Board of Directors of the Company, subject to the approval of members of the Company, be and is hereby accorded to create, issue, offer and allot, on a preferential basis, **upto 1,20,28,562 (One Crore Twenty Lakh Twenty Eight Thousand Five Hundred and Sixty Two) Fully Convertible Warrants (“Warrants”)** carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant, to persons belonging to ‘Promoter & Promoter Group’ and ‘Non-Promoter’ Category, on preferential basis, at an issue price of **Rs. 70/- (Rupees Seventy Only) per warrant** in accordance with provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to **Rs. 84,19,99,340/- (Rupees Eighty-Four Crores Nineteen Lakhs Ninety-Nine Thousand Three Hundred and Forty Only)**, on such further terms and conditions as may be finalized, to the below mentioned persons (“Proposed Allottees”):

S. No.	Name of the Proposed Allottee	Category	No. of Warrants
1.	Mr. Deepak Garg	Promoter	20,28,571
2.	Ms. Sanya Jindal	Non-Promoter	20,28,571
3.	Mr. Rajiv Garg	Non-Promoter	1,42,857
4.	Ms. Neelu Garg	Non-Promoter	1,42,857
5.	Chaman Lal & Sons HUF	Non-Promoter	1,00,000
6.	Pankaj Takkar & Sons HUF	Non-Promoter	1,00,000
7.	Sameer Takkar & Sons HUF	Non-Promoter	1,00,000
8.	Puneet Takkar & Sons HUF	Non-Promoter	1,00,000
9.	Mr. Gian Singh	Non-Promoter	1,42,857
10.	Mr. Balwant Singh	Non-Promoter	71,428
11.	Ms. Gurnam Kaur	Non-Promoter	71,428
12.	Mr. Krishan Kumar	Non-Promoter	7,14,285
13.	Mr. Tarun Aggarwal	Non-Promoter	7,14,285
14.	Mr. Mukesh Mittal	Non-Promoter	7,14,285
15.	Mr. Shyam Lal Mittal	Non-Promoter	7,14,285
16.	Mr. Govind Aggarwal	Non-Promoter	7,14,285
17.	Mr. Ishwar Chand Mittal	Non-Promoter	7,14,285
18.	Mr. Shaurya Garg	Non-Promoter	2,14,285
19.	Mr. Pranav Singla	Non-Promoter	5,71,428
20.	Green Globe Textiles Ltd	Non-Promoter	14,28,571
21.	Mr. Yatin Bansal	Non-Promoter	2,14,285
22.	Mr. Rajesh Kumar Jindal	Non-Promoter	1,42,857
23.	Ms. Nishi Chopra	Non-Promoter	1,42,857
<b>Total</b>			<b>1,20,28,562</b>

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of ICDR Regulations, the **Relevant Date** for determining the minimum issue price shall be **Friday, August 25, 2023**, being the working day immediately preceding the date which is 30 days prior to the date of the Annual General Meeting of the shareholders of the Company scheduled to be held on Monday, September 25, 2023.

**RESOLVED FURTHER THAT** the aforesaid issue of Warrants shall be subject to the following terms and conditions:

- (a) The conversion of warrants into equity shares shall happen at any time within a period of Eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations (the “**Warrant Exercise Period**”).
- (b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- (c) Warrants being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.

- (d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- (e) Warrants shall be issued and allotted by the Company only in dematerialized form.
- (f) The consideration for allotment of Warrants and/or Equity Shares arising out of the exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s)
- (g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- (h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.”

**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and Ms. Kannu Sharma, Company Secretary & Compliance Officer of the Company, be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, authorize any person including to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants, application to Stock Exchanges for obtaining of in-principle approval, listing of the equity shares allotted pursuant to conversion of warrants, filing of requisite documents with the Registrar of Companies and with any other regulatory authority as required, and to modify, accept and give effect to any modifications in the terms and conditions of the issue as they may deem fit, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such person as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

By order of the Board of Directors  
For A B Cotspin India Limited

Sd/-

**Kannu Sharma**

Membership No.: A64063

Company Secretary & Compliance Officer

Date: 25<sup>th</sup> August, 2023

Place: Bathinda, Punjab

**Registered Office**

NH-54, Goniana Road, Near lake-3, Bathinda, Punjab-  
151001

Email: [cs@abcotspin.in](mailto:cs@abcotspin.in)

Website: [www.abcotspin.com](http://www.abcotspin.com)

Tel: +1635232670

**NOTES:**

1. Pursuant to the General Circulars No.14/2020, 17/2020, 20/2020, 2/2021, 19/2021, 21/2021, 2/2022 and 10/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 respectively (collectively referred to as “MCA Circulars”) allowing, inter-alia, to conduct Annual General Meeting (“AGM”) through Video Conferencing/ Other Audio-Visual Means (“VC/ OAVM”) facility. In compliance with these Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (“SEBI”) vide its circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 read with Circular Dated May 13, 2022, January 15, 2021 and May 12, 2020 (“SEBI Circulars”), the 26<sup>th</sup> AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the 26<sup>th</sup> AGM shall be the Registered Office of the Company.
2. Generally, 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. Since this AGM is being held through VC / OAVM pursuant to the Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolution in respect of the business set out above is annexed hereto.
4. The relevant details as required under Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and Secretarial Standard on General Meetings (‘SS-2’), issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/reappointment at this Annual General Meeting (‘AGM’/ ‘the meeting’) is also annexed as Annexure-A.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. The Company is pleased to provide two-way VC facility through VC / OAVM.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e voting as well as the e-voting system during the AGM will be provided by CDSL.
8. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders

Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
11. The Voting rights of Members shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on Cut-off Date of **18<sup>th</sup> September, 2023**.
12. Institutional/Corporate members (i.e., other than individuals/HUF, NRI etc.) are required to send a scanned copy (PDF/ JPEG format) of its Board or Governing Body resolution/authorization etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting pursuant to section 113 of the Act. The said resolution/authorization shall be sent to the Company via email through its registered email address at [cs@abcotspin.in](mailto:cs@abcotspin.in) with a copy to [office@drassociate.org](mailto:office@drassociate.org).

#### DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE

13. In compliance with the Circulars, the Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
14. In line with the Circulars, the Notice calling the AGM has been uploaded on the website of the Company at [www.abcotspin.com](http://www.abcotspin.com). The Notice can also be accessed from the websites of the Stock Exchange i.e., NSE Limited at [www.nseindia.com](http://www.nseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., [www.evotingindia.com](http://www.evotingindia.com).
15. Member(s) may also note that the Notice of the Meeting and the Annual Report for FY 2022-23 will also be available on the Company's website [www.abcotspin.com](http://www.abcotspin.com).
16. For receiving all communication (including Annual Report) from the Company electronically:
  - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by sending signed request letter mentioning your name, email-id, folio number, number of shares held, certificate number, distinctive number and Complete Address along with self-attested copy of PAN card to the Company's Registrar and Share Transfer Agent i.e. Link Intime India Private Limited on [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
  - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

#### 17. INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 22<sup>nd</sup> September, 2023 at 9.00 A.M. and ends on 24<sup>th</sup> September, 2023 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (**record date**) of **18<sup>th</sup> September, 2023** may cast their vote electronically. The e voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by the Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) 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></p>

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders Holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e- Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is 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>3) 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 hold 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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 Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL**

Login Type	Helpdesk Details
Individual Shareholders holding securities 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 and 22-23058542-43
Individual Shareholders holding securities 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

- (v) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

		For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN		Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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 id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN A B COTSPIN INDIA LIMITED on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **Facility for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e., other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance 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](mailto: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.
  - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;

[cs@abcotspin.in](mailto:cs@abcotspin.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- a) **For Physical Shareholders** - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company's Registrar and Share Transfer Agent (Link Intime India Private Limited) at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- b) **For Demat Shareholders** - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 Company's Registrar and Share Transfer Agent (Link Intime India Private Limited) at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- c) **For Individual Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:**

18. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
19. Shareholders 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.
20. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e- Voting system available during the AGM.
21. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
22. Members who are holding shares in physical form or who have not registered their email address with the Company / Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as on the cut-off date, i.e., 18<sup>th</sup> September, 2023 he/she may write to the CDSL on the E-mail ID: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if a member is already registered with CDSL for e-voting then existing User ID and password can be used for casting vote.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

23. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
24. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.

25. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
26. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

#### PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS

27. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@abcotspin.in](mailto:cs@abcotspin.in). Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.
28. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
29. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
30. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@abcotspin.in](mailto:cs@abcotspin.in). These queries will be replied to by the company suitably by email.

#### GENERAL INFORMATION FOR SHAREHOLDERS

31. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact 022-23058738 and 022-23058542/43.
32. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 26th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.
33. The Board of Directors of the Company has appointed Mr. Deepak Gupta (Membership No. F5339; COP No. 4629) Partner at DR Associate, Practicing Company Secretaries as Scrutiniser to scrutinise the remote e-voting process and voting during 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.
34. The voting results declared along with the report of the scrutinizer shall be placed on the Company’s website and communicated to the Stock exchange immediately after the declaration of result by the Chairman or a person authorized by him in writing.
35. 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. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company’s Registrar and Transfer Agent, Link Intime India Private Limited (RTA). In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

36. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 and the relevant documents referred to in the Notice, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [cs@abcotspin.in](mailto:cs@abcotspin.in).
37. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
38. As per Regulation 40 of the Listing Regulations and notification issued by SEBI in this regard, the securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of transmission or transposition of securities. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form. In case any clarification is needed in that regard, Members can contact the Company's RTA.
39. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details/ NECS/mandates, nominations, power of attorney, change of address/name, e-mail address, Permanent Account Number ('PAN') details, etc. to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA to provide efficient and better service to the members.
- In case of members holding shares in physical form, such information is required to be provided to the Company's RTA.
40. Non-Resident Indian Members are requested to inform the Company's Registrar & Transfer Agent (RTA) immediately:
- a) The particulars of the Bank Account maintained in India with complete name, branch, account-type, account number and address of the Bank, if not furnished earlier.
  - b) Any change in their residential status on return to India for permanent settlement.
41. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company/RTA.
42. In all correspondence with the Company and/or the RTA, members are requested to quote their folio number and in case their shares are held in the dematerialised form, they must quote their DP ID and Client ID number for easy reference and speedy disposal thereof.

**Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013**

The following Statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice:

**Item No. 3**

The Board on the recommendation of the Audit Committee has approved the re-appointment and remuneration of M/s Jain Sharma & Associates, Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023.

In accordance with the provisions of the Section 148 of the Act read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company by means of passing an Ordinary Resolution.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors/Key Managerial Personnel or their relatives are, in any way, financially or otherwise, concerned or interested in the resolution set out at Item No. 3 of the Notice.

**Item No. 4**

In order to meet its growth objectives and to facilitate the fund raising in future, it is proposed to increase the Share Capital of the Company from ₹ 11,40,00,000 (Rupees Eleven Crore Forty Lakh) divided into 1,10,00,000 (One Crore Ten Lakh) Equity Shares of ₹ 10/- each and 4,00,000 (Four Lakh) Preference Shares of ₹ 10/- each. It is proposed to increase the Authorised Share Capital of your Company to ₹ 24,40,00,000 (Rupees Twenty-Four Crore Forty Lakhs Only) divided into 2,40,00,000 (Two Crore Forty Lakh) Equity Share of ₹ 10/- each and 4,00,000 (Four Lakh) Preference Share of ₹ 10/- each by creation of additional 1,30,00,000 (One Crore Thirty Lakh Only) Equity Shares of Rs. 10/- each and for that purpose, the Memorandum of Association of your Company is proposed to be suitably amended by increasing the Authorised Share Capital as set out in the resolution. The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for increase in the Authorised Share Capital and for amending the Capital clause (Clause V) of the Memorandum of Association of the Company.

The Board at its meeting held on 25<sup>th</sup> August, 2023 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the Resolution with the Registrar of the Companies. The proposed change requires the approval of shareholders through Ordinary Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

The Board recommends the ordinary resolution for approval by the shareholders.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

**Item No. 5**

The *Special Resolution* contained in Item No. 5 of this Notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, read with the applicable rules made thereunder to issue and allot up to 1,20,28,562 (One Crore Twenty Lakh Twenty-Eight Thousand Five Hundred and Sixty-Two) Fully Convertible Warrants (“Warrants”), at an issue price of Rs. 70/- (Rupees Seventy Only) each, determined by the Board in accordance with the provisions of Chapter V of SEBI ICDR Regulations, as amended, aggregating up to Rs. 84,19,99,340/- (Rupees Eighty-Four Crores Nineteen Lakhs Ninety-Nine Thousand Three Hundred and Forty Only).

The proposed Preferential Issue is to be issued to the persons belonging to Promoter & Promoter Group and Non-Promoter Category, in terms of Chapter V of the SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on Friday, August 25, 2023.

The approval of the members is accordingly being sought by way of a ‘Special Resolution’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

**I. Objects of the Preferential Issue**

The Company intends to utilize the proceeds raised through the issue (“Issue Proceeds”) towards the following objects:

1. To meet the Working Capital requirements of the Company including Cash Credit and Over Draft Limits.
2. To repay loans availed by the Company.
3. 3. To purchase Plant and Machinery for expansion of manufacturing capacity of the Company.
4. 4. For General Corporate Purposes.

**Utilization of Proceeds**

As the funds to be received against issue and allotment of Fully Convertible Warrants and Conversion of Warrants into Equity Shares, will be in tranches and quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Issue Proceeds of the Issue is as under:

S. No.	Particulars	Total estimated amount to be utilized (Rs. )*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	To meet the Working Capital requirements of the Company including Cash Credit and Over Draft Limits	35,00,00,000.00	Latest by April 30, 2025

2	To repay loans availed by the Company.	18,70,00,000.00	Latest by April 30, 2025
3	To purchase Plant and Machinery for expansion of manufacturing capacity of the Company.	9,50,00,000.00	Latest by April 30, 2025
4	20,99,99,340.00	20,99,99,340.00	Latest by April 30, 2025
<b>Total</b>		<b>84,19,99,340.00</b>	

(\*) considering 100% conversion of Warrants into Equity Shares within the stipulated time.

**Note:** In terms of NSE Notice No. NSE/CML/2022/56, dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon the future circumstances.

### Schedule of Implementation and Deployment of Funds

This preferential issue is for Fully Convertible Warrants. The issue proceeds for warrants shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI ICDR Regulation and as estimated by our management, the entire proceeds received from the issue would be utilized for all the above-mentioned objects, in phases, as per the Company's business requirements and availability of issue proceeds, latest by April 30, 2025.

### Interim Use of Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time and subject to the use of proceeds as stipulated in this notice, will have the flexibility to deploy the Issue Proceeds. Pending utilization of the Issue Proceeds for the purposes described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934.

## II. Monitoring of Utilization of Funds

As the issue size does not exceed Rs. 100 Crore, the Company is not required to appoint a credit rating agency to monitor the issue in terms of the provisions of Regulation 162A of the SEBI ICDR Regulations.

## III. Particulars of the offer including the maximum number of specified securities to be issued and date of passing of board resolution:

Preferential Issue of up to 1,20,28,562 (One Crore Twenty Lakhs Twenty-Eight Thousand Five Hundred and Sixty-Two) Fully Convertible Warrants ["Warrants"], at an issue price of Rs. 70/- (Rupees Seventy Only) each, determined by the Board in accordance with the provisions of Chapter V of SEBI ICDR Regulations, as amended, aggregating up to Rs. 84,19,99,340/- (Rupees Eighty-Four Crores Nineteen Lakhs Ninety-Nine Thousand Three Hundred and Forty Only) as approved in the meeting of the Board of Directors of the Company held on Friday, August 25, 2023.

## IV. The intent of the promoters, directors, key management personnel or senior management of the issuer to subscribe to the offer.

Except as following none of the promoters, directors, key management personnel or senior management of the issuer intent to subscribe to the offer.

#	Name	Category	Designation	Type of Security	Number of Security
1	Mr. Deepak Garg	Promoter	Promoter & Managing Director	Warrants	20,28,571

V. The Shareholding Pattern of the issuer before and after the preferential issue.

The shareholding pattern of the Company before and after the proposed preferential issue to 'Promoter & Promoter Group' and 'Non- Promoter' is likely to be as follows:

Category	Pre issue Shareholding Structure		No. of Warrants to be allotted	Post Issue Shareholding Structure (#)	
	No. of Shares	%		No. of Shares	%
(1) Indian					
(a) Individuals & HUF	35,93,340	34.91	20,28,571	56,21,911	25.19
(b) Bodies Corporate	-	-	-	-	-
Sub Total (A)(1)	35,93,340	34.91	20,28,571	56,21,911	25.19
(2) Foreign promoters	-	-	-	-	-
<b>Total Promoter shareholding A=A1 +A2</b>	<b>35,93,340</b>	<b>34.91</b>	<b>20,28,571</b>	<b>56,21,911</b>	<b>25.19</b>
B1) Institutional Investors	-	-	-	-	-
B2) Central Govt./Stat Govt./POI	-	-	-	-	-
B3) Non-Institutional Investors	-	-	-	-	-
Individuals	66,02,860	64.15	81,71,420	1,47,74,280	66.19
Body Corporate	32,000	0.31	14,28,571	14,60,571	6.54
Others (Including HUF, LLP & NRI)	64,000	0.62	4,00,000	4,64,000	2.07
<b>Total Public Shareholding B=B1+B2+B3</b>	<b>66,98,860</b>	<b>65.08</b>	<b>99,99,991</b>	<b>1,66,98,851</b>	<b>74.81</b>
C) Non-Promoter - Non-Public	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>1,02,92,200</b>	<b>100.0</b>	<b>1,20,28,562</b>	<b>2,23,20,762</b>	<b>100.0</b>

(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e., Rs. 22,32,07,620/- (Rupees Twenty-Two Crores Thirty-Two Lakh Seven Thousand Six Hundred and Twenty Only) divided into 2,23,20,762 (Two Crore Twenty-Three Lakh Twenty Thousand Seven Hundred and Sixty-Two) Equity Shares of face value of Rs. 10/- each, which may vary depending upon any other corporate action in between.

**Notes:**

1. The pre-issue shareholding pattern is as on the latest BENPOS date i.e., Friday, August 25, 2023.
2. The Warrants to be converted over a period of 18 months from the date of allotment.

**VI. Proposed time limit within which the allotment shall be complete:**

In terms of SEBI (ICDR) Regulations, preferential allotment of said Warrants will be completed within a period of 15 (fifteen) days from the date of passing of special resolutions at Item No. 5. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

**VII. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:**

Not Applicable, since the Company has not made preferential issue of any Security during the year.

**VIII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):**

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

S. No.	Name of the Proposed Allottees	Category	Name of the Beneficial Owners
1	Mr. Deepak Garg	Promoter	Not Applicable
2	Ms. Sanya Jindal	Non-Promoter	Not Applicable
3	Mr. Rajiv Garg	Non-Promoter	Not Applicable
4	Ms. Neelu Garg	Non-Promoter	Not Applicable
5	Chaman Lal & Sons HUF	Non-Promoter	Mr. Pankaj Takkar
6	Pankaj Takkar & Sons HUF	Non-Promoter	Mr. Pankaj Takkar
7	Sameer Takkar & Sons HUF	Non-Promoter	Mr. Sameer Takkar
8	Puneet Takkar & Sons HUF	Non-Promoter	Mr. Puneet Takkar
9	Mr. Gian Singh	Non-Promoter	Not Applicable
10	Mr. Balwant Singh	Non-Promoter	Not Applicable
11	Ms. Gurnam Kaur	Non-Promoter	Not Applicable
12	Mr. Krishan Kumar	Non-Promoter	Not Applicable
13	Mr. Tarun Aggarwal	Non-Promoter	Not Applicable
14	Mr. Mukesh Mittal	Non-Promoter	Not Applicable
15	Mr. Shyam Lal Mittal	Non-Promoter	Not Applicable
16	Mr. Govind Aggarwal	Non-Promoter	Not Applicable
17	Mr. Ishwar Chand Mittal	Non-Promoter	Not Applicable
18	Mr. Shaurya Garg	Non-Promoter	Not Applicable
19	Mr. Pranav Singla	Non-Promoter	Not Applicable
20	Green Globe Textiles Ltd	Non-Promoter	Mr. Sanjay Jain
21	Mr. Yatin Bansal	Non-Promoter	Not Applicable
22	Mr. Rajesh Kumar Jindal	Non-Promoter	Not Applicable
23	Ms. Nishi Chopra	Non-Promoter	Not Applicable

Note: Where the Proposed Allottee is a natural person the Ultimate Beneficial Owner disclosure is not applicable.

**IX. The percentage of post preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue.**

S. No.	Name of the Proposed Allottee	Pre issue Shareholding Structure		No. of Warrants to be Allotted	Post Issue Shareholding (Presuming full conversion of Warrants)#	
		No. of Shares	%		No. of Shares	%
1.	Mr. Deepak Garg	30,77,100.00	29.90	20,28,571	51,05,671.00	22.87
2.	Ms. Sanya Jindal	7,84,860.00	7.63	20,28,571	28,13,431.00	12.60
3.	Mr. Rajiv Garg	-	-	1,42,857	1,42,857.00	0.64
4.	Ms. Neelu Garg	-	-	1,42,857	1,42,857.00	0.64
5.	Chaman Lal & Sons HUF	-	-	1,00,000	1,00,000.00	0.45
6.	Pankaj Takkar & Sons HUF	-	-	1,00,000	1,00,000.00	0.45
7.	Sameer Takkar & Sons HUF	-	-	1,00,000	1,00,000.00	0.45
8.	Puneet Takkar & Sons HUF	-	-	1,00,000	1,00,000.00	0.45
9.	Mr. Gian Singh	52,000.00	0.51	1,42,857	1,94,857.00	0.87
10.	Mr. Balwant Singh	20,000.00	0.19	71,428	91,428.00	0.41
11.	Ms. Gurnam Kaur	16,000.00	0.16	71,428	87,428.00	0.39
12.	Mr. Krishan Kumar	8,000.00	0.08	7,14,285	7,22,285.00	3.24
13.	Mr. Tarun Aggarwal	8,000.00	0.08	7,14,285	7,22,285.00	3.24
14.	Mr. Mukesh Mittal	8,000.00	0.08	7,14,285	7,22,285.00	3.24
15.	Mr. Shyam Lal Mittal	32,000.00	0.31	7,14,285	7,46,285.00	3.34
16.	Mr. Govind Aggarwal	32,000.00	0.31	7,14,285	7,46,285.00	3.34
17.	Mr. Ishwar Chand Mittal	4,000.00	0.04	7,14,285	7,18,285.00	3.22
18.	Mr. Shaurya Garg	-	-	2,14,285	2,14,285.00	0.96
19.	Mr. Pranav Singla	-	-	5,71,428	5,71,428.00	2.56
20.	Green Globe Textiles Ltd	-	-	14,28,571	14,28,571.00	6.40
21.	Mr. Yatin Bansal	-	-	2,14,285	2,14,285.00	0.96
22.	Mr. Rajesh Kumar Jindal	-	-	1,42,857	1,42,857.00	0.64
23.	Ms. Nishi Chopra	-	-	1,42,857	1,42,857.00	0.64

(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e., Rs. 22,32,07,620/- (Rupees Twenty-Two Crores Thirty-Two Lakh Seven Thousand Six Hundred and Twenty Only) divided into 2,23,20,762 (Two Crore Twenty-Three Lakh Twenty Thousand Seven Hundred and Sixty-Two) Equity Shares of face value of Rs. 10/- each, which may vary depending upon any other corporate action in between.

**X. Consequential changes in the Voting Rights, change in control and change in the Management, if any, in the issuer consequent to the preferential issue:**

As a result of the proposed preferential issue of Warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

**XI. Lock-in Period:**

- (a) Fully Convertible Warrants and the Equity Shares to be allotted upon conversion of the warrants, shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- (b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

**XII. Issue price and Relevant Date:**

In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 the Relevant Date has been reckoned as Friday, August 25, 2023, for the purpose of computation of issue price.

In compliance with SEBI ICDR Regulation, the minimum issue price per Warrant is higher of the price determined through the following methods:

- a. The Equity shares of the Company are listed on the SME Platform of National Stock Exchange of India Limited (“NSE Emerge”) and are frequently traded as per the provisions of SEBI ICDR Regulations. In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum price at which the Warrants may be issued computes to Rs. 65.76/- each.
- b. In terms of the provisions of Regulation 166A of the SEBI ICDR Regulations, as the proposed allotment is of more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the price shall be determined by the Valuation Report issued by the Independent Registered Valuer. Thus, the minimum price is determined through the Valuation Report of M/s. Corporate Professionals Valuation Services Private Limited, (Registration No.: IBBI/RV-E/02/2019/106), having registered office at D-38, 1st Floor South Extension Part-1 New Delhi-110049, i.e., Rs. 69.83/- per warrant. The said report is available on the website of the Company at [www.abcotspin.com](http://www.abcotspin.com).
- c. Method of determination of price as per the Articles of Association of the Company - *Not applicable* as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on a Preferential basis.

The price of the Warrants to be allotted on a preferential basis is Rs. 70/- (Rupees Seventy Only) each to the proposed allottees, which is higher than the above-mentioned prices.

**XIII. Undertakings:**

- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

**XIV. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower: Not Applicable****XV. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

S. No.	Name of The Proposed Allottees	Current Status	Post Status
1	Mr. Deepak Garg	Promoter	Promoter
2	Ms. Sanya Jindal	Non-Promoter	Non-Promoter
3	Mr. Rajiv Garg	Non-Promoter	Non-Promoter
4	Ms. Neelu Garg	Non-Promoter	Non-Promoter
5	Chaman Lal & Sons HUF	Non-Promoter	Non-Promoter
6	Pankaj Takkar & Sons HUF	Non-Promoter	Non-Promoter
7	Sameer Takkar & Sons HUF	Non-Promoter	Non-Promoter
8	Puneet Takkar & Sons HUF	Non-Promoter	Non-Promoter
9	Mr. Gian Singh	Non-Promoter	Non-Promoter
10	Mr. Balwant Singh	Non-Promoter	Non-Promoter
11	Ms. Gurnam Kaur	Non-Promoter	Non-Promoter
12	Mr. Krishan Kumar	Non-Promoter	Non-Promoter
13	Mr. Tarun Aggarwal	Non-Promoter	Non-Promoter
14	Mr. Mukesh Mittal	Non-Promoter	Non-Promoter
15	Mr. Shyam Lal Mittal	Non-Promoter	Non-Promoter
16	Mr. Govind Aggarwal	Non-Promoter	Non-Promoter
17	Mr. Ishwar Chand Mittal	Non-Promoter	Non-Promoter
18	Mr. Shaurya Garg	Non-Promoter	Non-Promoter
19	Mr. Pranav Singla	Non-Promoter	Non-Promoter
20	Green Globe Textiles Ltd	Non-Promoter	Non-Promoter
21	Mr. Yatin Bansal	Non-Promoter	Non-Promoter
22	Mr. Rajesh Kumar Jindal	Non-Promoter	Non-Promoter
23	Ms. Nishi Chopra	Non-Promoter	Non-Promoter

**XVI. Practicing Company Secretary's Certificate:**

The certificate from **Mr. Deepak Gupta**, CP No. **4629**, Practicing Company Secretaries, certifying that the preferential issue of Warrants is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: [www.abcotspin.com](http://www.abcotspin.com).

**XVII. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution:**

Except as follows none of the other Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolution.

S. No.	Name	Category	Designation	Type of Security	Number of Security
1	Mr. Deepak Garg	Promoter	Promoter & Managing Director	Warrants	20,28,571

The Board of Directors recommends the resolutions as set out in Item No. 5 of this notice for the issue of Warrants, on a preferential basis, to the persons belonging to the promoter and promoter group category and non-promoter category by way of *Special Resolution*.

By order of the Board of Directors  
For A B Cotspin India Limited

Sd/-

**Kannu Sharma**

Membership No.: A64063

Company Secretary & Compliance Officer

Date: 25<sup>th</sup> August, 2023

Place: Bathinda, Punjab

**Registered Office**

NH-54, Goniana Road, Near lake-3, Bathinda, Punjab-151001

Email: [cs@abcotspin.in](mailto:cs@abcotspin.in)

Website: [www.abcotspin.com](http://www.abcotspin.com)

Tel: +1635232670

Annexure-A**Details of the Directors retiring by rotation seeking re-appointment at the Annual General Meeting**

[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 and Secretarial Standard on General Meetings]

Name	Manohar Lal
Directors Identification Number (DIN)	02406686
Date of Birth	June 24, 1944
Age	79
Nationality	Indian
Qualifications	He does not have formal education degree.
Terms and conditions of appointment and re-appointment	Liable to Retire by Rotation
Expertise in Specific Area	He is engaged in providing guidance to the management in respect of Cotton Industry.
Date of first appointment on the Board of the Company	23-06-1997
Directorship in other limited companies (excluding A B Cotspin India Limited)	Nil
Relationship with other Directors and Key Managerial Personnel	Father of Mr. Deepak Garg, Managing Director
Membership/Chairmanship of committee of the Company	Nil
Membership/Chairmanship of committee of Directors of other companies	Nil
No. of Share held as on 31-03-2023	21,240
Number of Meetings of the Board attended during the financial year 2022-23	7
Remuneration last drawn (FY 2022-23) (including sitting fees, if any)	₹ 9,00,000
Details of remuneration sought to be paid	As per existing approved terms and conditions

By order of the Board of Directors  
For A B Cotspin India Limited

Sd/-

Kannu Sharma

Membership No.: A64063

Company Secretary &amp; Compliance Officer

Date: 25<sup>th</sup> August, 2023

Place: Bathinda, Punjab

**Registered Office**

NH-54, Goniana Road, Near lake-3, Bathinda, Punjab-151001

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