

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty-Seventh (27th) Annual General Meeting of the Members of A B Cotspin India Limited will be held on **Thursday, the 26th day of September, 2024 at 12:30 P.M.** 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, 2024 together with the reports of the board of directors and auditor's thereon and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT the audited financial statements of the Company comprising of the balance sheet as at March 31, 2024, the statement of profit and loss, cash flow statement and statement of equity, for the financial year ended on March 31, 2024, together with notes thereto, and the reports of board of directors and auditors thereon, as circulated to the members and laid before the meeting, be and are hereby approved and adopted."

- 2) To re-appoint Mr. Ramesh Kumar (DIN: 07684009) Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment, and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) and /or re- enactment(s) thereof for the time being in force) read with the Article of Association of the Company, Mr. Ramesh Kumar (DIN: 07684009), Non- Executive Director, who retires by rotation at this Annual General Meeting of the Company, and being eligible for re-appointment, be and is hereby re-appointed as Non- Executive Director, liable to retire by rotation."

SPECIAL BUSINESS:

- 3) Ratification of remuneration payable to M/s Jain Sharma & Associates, Cost Auditors, for the financial year 2024-25 and in this regard, 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) and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors of the Company, remuneration of **Rs. 30,000/-** plus taxes as applicable and reimbursement of reasonable out-of-pocket expenses, to be paid to **M/s Jain Sharma & Associates (Firm Registration No.: 000270)**, Cost Accountants, appointed by the Board of Directors of the Company as the Cost Auditor for conducting the Audit of the Cost records of the Company for the financial year 2024-25, be and is hereby ratified;

RESOLVED FURTHER THAT any Director and Company Secretary of the Company be and are hereby authorized to do all acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

- 4) To approve waiver of recovery of excess managerial remuneration paid to Mr. Ramesh Kumar, Non-Executive Director of the Company for the financial year ended March 31, 2023, and in this regard, to consider and, if thought fit, to pass the following resolution as an Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), and the Companies (Appointment and Remuneration of Managerial Personnel),

Rules 2014, (the “Rules”), including any statutory modification (s) or re-enactment (s) thereof for the time being in the force, applicable regulations, if any, and pursuant to the recommendation of the Nomination and Remuneration Committee, audit committee and Board of Directors, the approval of the Members of the Company be and is hereby accorded to approve the waiver of recovery of excess remuneration amounting to Rs. 1.94 lakhs paid to Mr. Ramesh Kumar, Non-Executive Director, for the financial year 2022-23;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director and Company Secretary of the Company be authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or and to sign and execute all necessary document(s), application(s), returns and writings as may be necessary, proper, desirable or expedient.”

5) To approve overall increase in remuneration payable to Non-Executive Non-Independent Directors of the Company, and in this regard, to consider and if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), or re-enactment(s) thereof, for the time being in force), and other applicable provisions, if any and pursuant to the recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for the payment of remuneration to all the Non-Executive Non-Independent Directors of the Company, in excess of prescribed limit of **1%** of total net profit of the Company computed in accordance with the provision of Section 198 of the Companies Act, 2013 but shall not exceed **INR 20,00,000/- per annum** and the said remuneration is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director or the Company Secretary of the Company be authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary document(s), application(s), return(s), form(s) and writings as may be necessary, proper, desirable or expedient.”

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

Sd/-

Kannu Sharma

Membership No.: A64063

Company Secretary & Compliance Officer

Date: 23 August, 2024

Place: Bathinda, Punjab

Registered Office

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

Email: cs@abcotspin.in

Website: www.abcotspin.co.in

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 and 09/2023 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 8, 2022 and September 25, 2023 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/2023/167 dated October 07, 2023 read with Circular Dated January 05, 2023, May 13, 2022, January 15, 2021 and May 12, 2020 ("SEBI Circulars"), the 27th Annual General Meeting ('AGM'/ 'the meeting') 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 27th 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 aforementioned 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 resolutions in respect of the special businesses 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 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 Listing Regulations (as amended), and MCA Circulars the Company is providing facility of remote e voting to its Members in respect of the businesses 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 the 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 **19th September, 2024**.
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 with a copy to 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 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Any member seeking hard copy of the same may write to us at cs@abcotspin.in.
14. In line with the Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.abcotspin.co.in. The Notice can also be accessed from the websites of the Stock Exchange i.e., NSE Limited at 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.
15. Member(s) may also note that the Notice of the Meeting and the Annual Report for FY 2023-24 will also be available on the Company's website www.abcotspin.co.in.
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.
 - 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 23rd September, 2024 at 9.00 A.M. and ends on 25th September, 2024 at 5.00 P.M. During this period shareholders of the Company, as on the cut-off date (**record date**) of **19th September, 2024** 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 Listing Regulations, 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>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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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 & 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>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 e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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>
Individual Shareholders Holding securities in demat mode with NSDL	<p>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: https://eservices.nsdl.com 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</p>

	<p>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 & voting during the meeting.</p> <p>If the user is 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</p> <p>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 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.</p>
<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 helpdesk.evoting@cdslindia.com 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 evoting@nsdl.co.in 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.

The shareholders should log on to the e-voting website www.evotingindia.com.

Click on “Shareholders” module.

Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

a. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

1) Next enter the Image Verification as displayed and Click on Login.

2) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

3) 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) Click on the EVSN A B COTSPIN INDIA LIMITED on which you choose to vote.

(ix) 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.

(x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xi) 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.

(xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xiv) 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.
- (xv) **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 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.
 - 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 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, 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 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.
- b) **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 have not registered their email address with the 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., 19th September, 2024 he/she may write to the CDSL on the E-mail ID: 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. 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. 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, under help section or write an email to 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 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 Scrutinizer to scrutinize 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 will be declared within 2 working days from the conclusion of the AGM and shall along with the report of the scrutinizer 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.
37. 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.
38. 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.
39. 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.
40. In all correspondence with the Company and/or the RTA, members are requested to 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 Businesses mentioned in the accompanying Notice:

Item No. 3

Pursuant to section 148 of the Companies Act, 2013 (“Act”) read with the Companies (Cost Records & Audit) Rules, 2014 (“Rules”), the Company is required to have its cost records audited by a cost accountant in practice. Accordingly, the board of directors (“Board”) of the Company, on the recommendation of audit committee, at its meeting held on August 23, 2024, approved the appointment of M/s Jain Sharma & Associates (Firm Registration No.: 000270), as the cost auditors to conduct the audit of cost records maintained by the Company for the financial year ending March 31, 2025 at a remuneration of Rs.30,000/- (Rupees Thirty Thousand Only) plus applicable taxes, if any. The proposed remuneration of cost auditors for the financial year 2024-25 is in line with the guidelines issued by the Institute of Cost Accountants of India on remuneration of Cost Auditors.

Further, in accordance with the provisions of section 148(3) of the Act read with Rules, the remuneration payable to the cost auditor needs to be ratified by the members of the Company at a general meeting. Accordingly, consent of the members is being sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025.

The Board recommends the resolution as set out at Item no. 03 for ratification by the members of the Company by way of an ordinary resolution.

None of the directors and key managerial personnel of the Company and/or their respective relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 4

Mr. Ramesh Kumar (**DIN: 07684009**) was appointed as Non-Executive Director of the Company by the Board of Directors in its meeting held on 02.03.2020 and subsequently regularised by the members of the Company in their 23rd Annual General Meeting held on 31.12.2020.

In Financial year 2022-23, upon completion of audit and approval of the annual audited financials, the remuneration paid during the financial year 2022-23, turned out to be in excess of the limits envisaged under the provisions of Section 197 read with schedule V of the Companies Act, 2013 (“Act”).

Accordingly, a part of the remuneration paid to him during the financial year 2022-23 amounting to Rs. 1.94 lakhs, over and above the limits mentioned in Section 197 of the Act, being treated as excess remuneration.

Pursuant to Section 197(10) of the Act, the members of the Company have been empowered to waive the recovery of excess remuneration by passing a special resolution.

The management of the Company believes that the remuneration paid to Mr. Ramesh Kumar was very modest and in line with the consistent policies of the Company over years and less than the industry standards and therefore it is just that the excess remuneration be waived off.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

The Nomination & Remuneration Committee, Audit Committee and the Board have at their respective meeting(s) held on August 23, 2024, subject to the approval of the members of the Company, accorded their approvals for waiver of the recovery of excess remuneration paid by the Company to Mr. Ramesh Kumar, in the interest of the Company and have recommended the aforesaid resolution as set out in this Notice for approval of the Members.

The Board of Directors recommend passing of the Special Resolution as set out in Item No. 4 of this Notice. Accordingly, it is proposed that approval of the members of the Company by way of a Special Resolution be obtained for the waiver of recovery of the excess remuneration paid to Mr. Ramesh Kumar.

Save and except Mr. Ramesh Kumar and his relatives to the extent of their respective shareholding interest, if any, in the Company for Item no. 4, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item no. 4.

Item No. 5

The competitive business environment in which the Company operates has grown more demanding. Stringent and rigorous corporate governance norms have become the norm, adding to the complexity of the directors' roles. This complexity is coupled with an increased focus on risk management and the need for robust oversight. The role and responsibilities assigned to directors have undergone a substantial transformation in recent times due to various factors. The Company's operations have expanded significantly, necessitating a higher level of oversight and strategic inputs from directors. This expansion in activities is further complicated by the rapid evolution of legal and regulatory provisions and requirements, which have placed additional demands on the directors to ensure compliance and ethical governance.

Recognizing these evolving dynamics and the resultant responsibilities placed on directors, the Board in its meeting held on August 23, 2024, on the recommendation of nomination & remuneration committee and the audit committee, has proposed to increase in remuneration payable to Non-Executive Non-Independent Directors of the Company in excess of 1% of total net profit of the Company computed in accordance with the provision of Section 198 of the Companies Act, 2013 but shall not exceed INR 20,00,000/- per annum, effective from the financial year 2024-25. The payment of such remuneration shall be in addition to the sitting fees for attending Board/Committee meetings and reimbursement of the expenses for attending meetings of the Board and its committee thereof, as permissible under the Companies Act, 2013 and/ or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, the Board recommends the resolution as set out at item no. 5 for the approval of the members of the Company as Special Resolution.

Save and except Non-Executive Non-Independent Director of the Company and their relatives to the extent of their respective shareholding interest, if any, in the Company for Item no. 5, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item no. 5.

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

Sd/-

Kannu Sharma

Membership No.: A64063

Company Secretary & Compliance Officer

Date: 23 August, 2024

Place: Bathinda, Punjab

Registered Office

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

Email: cs@abcotspin.in

Website: www.abcotspin.co.in

Tel: +1635232670

Details of the Director retiring by rotation and 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	Ramesh Kumar
Directors Identification Number (DIN)	07684009
Date of Birth	May 07, 1964
Age	60
Nationality	Indian
Qualifications	He has experience of about 40 years in the Cotton industry.
Terms and conditions of appointment and re-appointment	In terms of Section 152(6) of the Act, he is a non-executive director, 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	19-12-2016
Directorship in other companies (excluding A B Cotspin India Limited)	Nil
Relationship with other Directors and Key Managerial Personnel	None
Membership/Chairmanship of committee of the Company	Audit Committee- Member Stake Holder Relationship Committee- Chairman Nomination and Remuneration Committee- Member Corporate Social Responsibility Committee- Member Preferential Issue Committee- Member
Membership/Chairmanship of committee of Directors of other companies	None
No. of Share held as on 31-03-2024	Nil
Number of Meetings of the Board attended during the financial year 2023-24	08 (Eight)
Remuneration last drawn (FY 2023-24) (including sitting fees, if any)	Rs. 4,68,000/-
Details of remuneration sought to be paid	As per existing approved terms and conditions
Listed entities from which the person has resigned in the past three years	None

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

Sd/-

Kannu Sharma

Membership No.: A64063

Company Secretary & Compliance Officer

Date: 23 August, 2024

Place: Bathinda, Punjab

Registered Office

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

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