

PATSPIN INDIA LIMITED

NOTICE

NOTICE is hereby given that the **THIRTY FIRST (31st)** Annual General Meeting of the Members of **PATSPIN INDIA LIMITED** will be held on **Friday, 30th September 2022** at **10.00 AM** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business.

ORDINARY BUSINESS:

- 1) To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors' thereon.
- 2) To appoint a Director in place of Smt. Kalpana Mahesh Thakker, Non Executive Director (DIN: 08601866) who retires by rotation and being eligible, offers herself for re-appointment.
- 3) To re-appoint Statutory Auditors and fix their remuneration:

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

“RESOLVED that pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (Act) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. L.U.Krishnan & Co. (Regn.No.001527S) Chartered Accountants, Chennai be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of five consecutive years to hold office commencing from the conclusion of this (31st) Annual General Meeting (AGM) till the conclusion of the 36th AGM of the Company to be held in the year 2027, to examine and audit the accounts of the Company for the financial years 2022-23 to 2026-27 on such remuneration plus applicable taxes and out-of-pocket expenses incurred in connection with the Audit, as recommended by the Audit Committee and as may be mutually agreed upon between the Board of Directors of the Company and the Auditors from time to time.”

SPECIAL BUSINESS

- 4) To consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution**:
“RESOLVED THAT pursuant to Section 61(1)(a), Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the Authorized Share Capital of the Company be increased from Rs.65,00,00,000 (Rupees Sixty-Five Crores) divided into 4,00,00,000 (Four Crore) Equity shares of Rs. 10/- (Rupees Ten) each and 25,00,000 (Twenty-Five lakhs) Redeemable Preference Shares of Rs. 100/- (Rupees Hundred) each to Rs. 71,00,00,000 (Rupee Seventy-One Crore) divided into 4,00,00,000 (Four Crore) Equity shares of Rs. 10/- (Rupees Ten) each and 31,00,000 (Thirty One lakhs) Redeemable Preference Shares of Rs. 100/- (Rupees Hundred) each.

RESOLVED FURTHER THAT the existing clause V of the Memorandum of Association of the Company be and is hereby substituted by the following new Clause V as under:

- V. The Authorized Share Capital of the Company is Rs. 71,00,00,000 (Rupees Seventy one Crores only) divided into 4,00,00,000 (Four Crore) Equity shares of Rs. 10/- (Rupees ten only) each and 31,00,000 (Thirty one lacs) Redeemable Preference Shares of Rs. 100/- (Rupees One hundred only) each with the rights, privileges, conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company. The rights of the Preference Shares shall be determined at the time of issue thereof.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/ executive/ representative and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company but not limited to settle any questions or resolve difficulties that may arise in this regard.”

- 5) To consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution**:
“RESOLVED THAT pursuant to the provisions of Sections 197,198 and all other applicable provisions of the Companies Act, 2013 (the Act) and Rules thereunder read with Schedule V of the Companies Act 2013 (Including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the company be and is hereby accorded to fix remuneration to Shri Umang Patodia (DIN: 00003588), Managing Director of the company for his balance tenure from 1.6.2022 to 3.8.2024 on the terms and conditions as set out and approved by the Nomination and Remuneration Committee/ Board of Directors. The draft remuneration structure placed before this meeting is specifically sanctioned with liberty to the Board of Directors (hereinafter referred to the “Board” which terms shall be deemed to include the Nomination and Remuneration

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Committee constituted by the Board) to alter and vary the terms and conditions of the remuneration structure, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013 including any statutory re- enactment thereof for the time being in force or as may hereinafter be made by the Central Government in that behalf from time to time or any amendments thereto as may be agreed to between the Board and Shri Umang Patodia”.

“FURTHER RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Act, the remuneration payable to Shri. Umang Patodia by way of salary, perquisites, commission and other allowance, shall not in any event exceed 5% of the net profits of the company in that financial year”.

“FURTHER RESOLVED THAT in the event of any loss or inadequacy of profits in any financial year of the company during the tenure of Shri. Umang Patodia, the remuneration, perquisites and other allowances shall be governed by the limits prescribed in section II of part II of Schedule V to the Act”

AND

“FURTHER RESOLVED that the Board be and is hereby authorized to take all such steps as may necessary, proper, or expedient to give effect to this resolution”.

- 6) To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**

“RESOLVED THAT consent of the Company be and is hereby accorded to the Board in terms of restructuring of debt (hereinafter referred to as the “Resolution Plan”, which term shall include inter alia debt restructuring proposal, sanction letter issued by Lead Bank, Central Bank of India vide their letter reference no. EKM/ADV/22-23/35 dated 28.7.2022, the definitive agreements and other documents, writings, written communications as the Board enters into/ exchanges with Central Bank of India in relation to or in order to implement the Resolution Plan (RP) of the Company formulated under the principles of the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by the Reserve Bank of India vide its Circular No. RBI/2018- 19/203/DBR. No.BPBC.45/ 21.04.048/2018-19 dated 7th June 2019 (hereinafter referred to as the “RBI Circular”), conversion of outstanding working capital dues of Rs. 66.68 crores to Working Capital Term Loan (WCTL) repayable in structured quarterly installment in 6 years after moratorium period of one year from the date of implementation of RP to the following lenders.

Name of the Lenders

Amt. in Crores

S.N	Name of Lenders	WCTL
1.	M/s. Central Bank of India	38.83
2.	M/s. State Bank of India	24.43
3.	M/s. Karur Vysya Bank Limited	3.42
	Total	66.68

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/ executive/ representative and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company but not limited to settle any questions or resolve difficulties that may arise in this regard.”

- 7) To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 (“the Act”) including Sections 42, 55, and 62(1) and all other applicable provisions, if any, of the Act, read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable guidelines, clarifications, rules, regulations issued by the Securities and Exchange Board of India (SEBI), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, any other applicable laws in force, and enabling provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such approval(s), consent(s), permission(s), sanction(s), if required, of concerned statutory authorities and subject to such condition(s) and modification(s) as may be imposed or prescribed by any of them while granting such approvals, consents, permissions, sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include any Committee duly constituted/ to be constituted by the

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Board to exercise its powers, including the powers conferred by this resolution), consent of the members be and is hereby accorded to offer, issue and allot 10.81 lakhs 0.50% Non-Cumulative Compulsorily Convertible Preference Shares (NCCCPS) of Rs. 100 each in lieu of existing 10.81 lakhs 0.01% Non-Cumulative Redeemable Preference shares of Rs. 100 each aggregating Rs. 10.81 crores issued to Lenders as per the CDR package conversion of NCCCPS on 31.3.2030 being at the end of the Resolution Plan (which term shall include inter alia debt restructuring proposal, sanction letter issued by Central Bank of India vide their letter reference no. EKM/ADV/22-23/35 dated 28.7.2022, the definitive agreements and other documents, writings, written communications as the Board enters into/ exchanges with Central Bank of India in relation to or in order to implement the Resolution Plan) of the Company formulated under the principles of the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by the Reserve Bank of India vide its Circular No. RBI/2018- 19/203/DBR. No.BPBC.45/21.04.048/ 2018-19 dated 7th June 2019 (hereinafter referred to as the "RBI Circular").

Name of the Lenders

S. N	Name of Lenders	Issue of Non-Cumulative Compulsorily Convertible Preference Shares (NCCCPS) of Rs. 100 each	
		No. of NCCCPS	Amount in Rs.
1.	Central Bank of India	1,99,000	1,99,00,000
2.	State Bank of India	2,99,000	2,99,00,000
3.	Export Import Bank of India	1,21,000	1,21,00,000
4.	Karur Vysya Bank Limited	82,000	82,00,000
5.	Canara Bank	1,15,000	1,15,00,000
6.	Punjab National Bank (eOBC)	1,53,000	1,53,00,000
7.	Bank of Maharashtra	1,12,000	1,12,00,000
	Total	10,81,000	10,81,00,000

RESOLVED FURTHER THAT the NCCCPS to be created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and inter alia on the following terms and conditions:

1. The NCCCPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of Capital.
2. The NCCCPS holders shall be participating in surplus assets and profits, on winding up after the entire capital has been re-paid.
3. The NCCCPS holders shall have the voting rights only in respect of certain matters as per the provisions of Section 47(2) of the Companies Act, 2013.

4. The NCCCPS holder shall have a right to vote on all the resolutions placed before the Company, if the dividend in respect of NCCCPS has not been paid to the NCCCPS holders for a period of 2 (two) years or more.
5. Each NCCCPS may be converted into Equity Shares at a price calculated in accordance with applicable law as per the terms and conditions of issue of the NCCCPS at the end of the Resolution Plan period from the date of allotment; and/ or (b) upon payment of the entire sustainable debt owed to the NCCCPS holders by the Company.
6. The Equity Shares to be allotted on conversion of the NCCCPS, shall rank pari-passu with the then existing Equity Shares of the Company in all respects.
7. The conversion price for the NCCCPS into equity can only be determined with reference to the 'Reference Date', in accordance with the circular issued by Reserve Bank of India titled Circular No. RBI/2018- 19/203/DBR.No.BP. BC.45/21.04.048/2018-19 dated 7th June 2019. As per the same, "In the case of conversion of debt into equity, the 'reference date' shall be the date on which the bank approves the restructuring scheme. In the case of conversion of convertible securities into equity, the 'reference date' shall be the date on which the bank approves the conversion of the convertible securities into equities".

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any officer/ executive/ representative and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company but not limited to settle any questions or resolve difficulties that may arise in this regard."

- 8) To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**.

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 ("the Act") including Sections 42, 55, and 62(1) and all other applicable provisions, if any, of the Act, read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Issue of Capital and

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Disclosure Requirements) Regulations, 2018 and other applicable guidelines, clarifications, rules, regulations issued by the Securities and Exchange Board of India (SEBI), the listing agreement entered into between the Company and BSE Limited ("BSE"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, any other applicable laws in force, and enabling provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such approval(s), consent(s), permission(s), sanction(s), if required, of concerned statutory authorities and subject to such condition(s) and modification(s) as may be imposed or prescribed by any of them while granting such approvals, consents, permissions sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this resolution), consent of the members be and is hereby accorded to offer, issue and allot 9.70 lakhs 0.50% Non Cumulative Compulsorily Convertible Preference Shares (NCCCPS) of Rs. 100 in lieu of existing 9.70 lakhs Non cumulative Redeemable Preference shares of Rs. 100 each aggregating Rs. 9.70 crores issued to Promoters & Its Associates, as given below, conversion on 31.3.2030 being at the end of the "Resolution Plan" (which term shall include inter alia debt restructuring proposal, sanction letter issued by Lead Bank, Central Bank of India vide their letter reference no. EKM/ADV/22-23/35 dated 28.7.2022, the definitive agreements and other documents, writings, written communications as the Board enters into/ exchanges with Central Bank of India in relation to or in order to implement the Resolution Plan) of the Company formulated under the principles of the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by the Reserve Bank of India vide its Circular No. RBI/2018- 19/203/DBR.No.BP.BC.45/21.04.048/ 2018-19 dated 7th June 2019 (hereinafter referred to as the "RBI Circular").

Name of the Promoters & Its Associates

S. N	Name of Promoters & Its Associates	Issue of Non Cumulative Compulsorily Convertible Preference Shares (NCCCPS) of Rs. 100 each	
		No. of NCCCPS	Amount in Rs.
1.	Shri. Binod Kumar Patodia	75,000	75,00,000
2.	Shri. Umang Patodia	25,000	25,00,000
3.	Smt. Deepa Bagla	8,70,000	8,70,00,000
	Total	9,70,000	9,70,00,000

RESOLVED FURTHER THAT the NCCCPS to be created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles

of Association of the Company and inter alia on the following terms and conditions:

1. The NCCCPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of Capital.
2. The NCCCPS holders shall be participating in surplus assets and profits, on winding up after the entire capital has been re-paid.
3. The NCCCPS holders shall have the voting rights only in respect of certain matters as per the provisions of Section 47(2) of the Companies Act, 2013.
4. The NCCCPS holder shall have a right to vote on all the resolutions placed before the Company, if the dividend in respect of NCCCPS has not been paid to the NCCCPS holders for a period of 2 (two) years or more.
5. Each NCCCPS may be converted into Equity Shares at a price calculated in accordance with applicable law as per the terms and conditions of issue of the NCCCPS at the end of the Resolution Plan period from the date of allotment; and/ or (b) upon payment of the entire sustainable debt owed to the NCCCPS holders by the Company.
6. The Equity Shares to be allotted on conversion of the NCCCPS, shall rank pari-passu with the then existing Equity Shares of the Company in all respects.
7. The conversion price for the NCCCPS into equity can only be determined with reference to the 'Reference Date', in accordance with the circular issued by Reserve Bank of India titled Circular No. RBI/2018- 19/203/DBR.No.BP.BC.45/21.04.048/2018-19 dated 7th June 2019. As per the same, "In the case of conversion of debt into equity, the 'reference date' shall be the date on which the bank approves the restructuring scheme. In the case of conversion of convertible securities into equity, the 'reference date' shall be the date on which the bank approves the conversion of the convertible securities into equities".

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any officer/ executive/ representative and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company but not limited to settle

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any questions or resolve difficulties that may arise in this regard.”

- 9) To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 (“the Act”) including Sections 42, 55, and 62(1) and all other applicable provisions, if any, of the Act, read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable guidelines, clarifications, rules, regulations issued by the Securities and Exchange Board of India (SEBI), the listing agreement entered into between the Company and BSE Limited (“BSE”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, any other applicable laws in force, and enabling provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such approval(s), consent(s), permission(s), sanction(s), if required, of concerned statutory authorities and subject to such condition(s) and modification(s) as may be imposed or prescribed by any of them while granting such approvals, consents, permissions sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this resolution), consent of the members be and is hereby accorded to offer, issue and allot 10 lakhs 0.50% Non Cumulative Compulsorily Convertible Preference Shares (NCCCPS) of Rs. 100 each aggregating Rs. 10 crores against money brought in by the Promoters and its Associates pursuant to RP, conversion on 31.3.2030 being at the end of the “Resolution Plan” (which term shall include inter alia debt restructuring proposal, sanction letter issued by Central Bank of India vide their letter reference no. EKM/ADV/22-23/35 dated 28.7.2022, the definitive agreements and other documents, writings, written communications as the Board enters into/ exchanges with Central Bank of India in relation to or in order to implement the Resolution Plan) of the Company formulated under the principles of the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by the Reserve Bank of India vide its Circular No. RBI/2018- 19/203/DBR. No.BPBC.45/21.04.048/ 2018-19 dated 7th June 2019 (hereinafter referred to as the “RBI Circular”).

S. N	Name of Promoters & Its Associates	Issue of Non Cumulative Compulsorily Convertible Preference Shares (NCCCPS) of Rs. 100 each	
		No. of NCCCPS	Amount in Rs.
1.	M/s. Patodia Exports & Investments Pvt. Ltd.	4,00,000	4,00,00,000
2.	Shri. Binod Kumar Patodia	1,30,000	1,30,00,000
3.	Shri. Umang Patodia	1,75,000	1,75,00,000
4.	Shri. Ankur Patodia	2,95,000	2,95,00,000
	Total	10,00,000	10,00,00,000

RESOLVED FURTHER THAT the NCCCPS to be created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and inter alia on the following terms and conditions:

1. The NCCCPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of Capital.
2. The NCCCPS holders shall be participating in surplus assets and profits, on winding up after the entire capital has been re-paid.
3. The NCCCPS holders shall have the voting rights only in respect of certain matters as per the provisions of Section 47(2) of the Companies Act, 2013.
4. The NCCCPS holder shall have a right to vote on all the resolutions placed before the Company, if the dividend in respect of NCCCPS has not been paid to the NCCCPS holders for a period of 2 (two) years or more.
5. Each NCCCPS may be converted into Equity Shares at a price calculated in accordance with applicable law as per the terms and conditions of issue of the NCCCPS at the end of the Resolution Plan period from the date of allotment; and/ or (b) upon payment of the entire sustainable debt owed to the NCCCPS holders by the Company.
6. The Equity Shares to be allotted on conversion of the NCCCPS, shall rank pari-passu with the then existing Equity Shares of the Company in all respects.
7. The conversion price for the NCCCPS into equity can only be determined with reference to the ‘Reference Date’, in accordance with the circular issued by Reserve Bank of India titled Circular No. RBI/2018- 19/203/DBR.No.BP. BC.45/21.04.048/2018-19 dated 7th June 2019. As per the same, “In the case of conversion of debt into equity, the ‘reference date’ shall be the date on which the bank approves the restructuring scheme.

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In the case of conversion of convertible securities into equity, the 'reference date' shall be the date on which the bank approves the conversion of the convertible securities into equities".

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/ executive/ representative and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company but not limited to settle any questions or resolve difficulties that may arise in this regard.”

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

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (LODR) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76), Section 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) between the Company and M/s. GTN Enterprises Limited on such terms and conditions as may be mutually agreed between the Company and the above related party, as mentioned in detail in the Explanatory Statement annexed herewith, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

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

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (LODR) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76), Section 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) between the Company and M/s. GTN Textiles Limited on such terms and conditions as may be mutually agreed between the Company and the above related party, as mentioned in detail in the Explanatory Statement annexed herewith, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at

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an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect."

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

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and other applicable provisions, if any, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to the ratification of the remuneration of M/s. Hareesh K.N and Associates, Cost Accountants (Firm Reg. No. 101974), appointed as the Cost Auditors by the Board of Directors of the Company ("the Board") for the financial year ending 31st March, 2023 to conduct cost audits relating to cost records of the Company and that the said Cost Auditors be paid a remuneration of Rs. 55,000 (Rupees Fifty-Five Thousand only) plus applicable taxes.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

Veena Vishwanath Bhandary
Assistant Company Secretary
Membership No. A61968

Place: Kochi
Date: 12.8.2022

NOTES:-

1. The Ministry of Corporate Affairs ("MCA") allowed conducting Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") and dispensed physical presence of the Members at a common venue. Accordingly, MCA issued Circular No. 20/2020 dated 5th May, 2020 read with Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 19/2021 dated 8th December, 2021 and Circular No. 02/2022 dated 05th May, 2022 (hereinafter collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide Circular Nos. SEBI/HO/CFD/CMD1CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (hereinafter collectively referred to as SEBI Circulars) prescribing the procedures and manner of conducting the AGM through VC/OAVM. In terms of the said Circulars, the 31st AGM of the Company is being held through VC/OAVM on Friday 30th September, 2022 at 10:00 a.m. Hence, Members can attend and participate in the AGM through VC/OAVM only.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning the business under Item Nos. 3 to 12 of the Notice are annexed hereto. The relevant details pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM are also annexed.
3. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Since this AGM is being held through VC/OAVM, physical attendance of the 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, Attendance Slip and Route Map are not annexed to this Notice.
4. Attendance of the Members participating in the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24th September 2022 to Friday, 30th September 2022 (both days inclusive) for the purpose of AGM.
6. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, RTA or CDSL / NSDL ("Depositories"). Members may note that the Notice

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- and Annual Report 2021-22 will also be available on the Company's website www.patspin.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.
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), read with MCA Circulars and SEBI Circular, Company is providing facility of remote e-voting to its Members to cast their vote electronically, through the E-voting services provided by CDSL on all the resolutions set forth in this Notice. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by CDSL.
 8. In case the shareholder holding shares in physical mode has not registered his/her e-mail address with the Company/STA/Depositories, he/she may do so by sending a duly signed request letter to M/s. Integrated Registry Management Services Private Limited (IRMSPL) by providing Folio No. and Name of shareholder at 2nd Floor, Kences Towers, No.1, Ramakrishna Street, T Nagar, Chennai-600017, Tel: 044 28140801-803; E-Mail: corpserv@integratedindia.in.
 9. In the case of shares held in demat mode, the shareholder may contact the Depository Participant ('DP') and register the e-mail address in the demat account as per the process followed and advised by the DP.
 10. Members seeking any information with regard to Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act, and relevant documents referred to in the accompanying Notice and in the Explanatory Statements are requested to write to the Company on or before Friday 23rd September 2022, through email on cs@patspin.com, quoting their folio number. The same will be replied by the Company suitably.
 11. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, on the website of the Company's Registrar and Transfer Agents, IRMSPL at corpserv@integratedindia.in.
 12. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN card for all the above mentioned transactions.
 13. Members are advised to avail the nomination facility in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to IRMSPL. Members holding shares in dematerialized form may contact their respective DP for availing this facility.
 14. Members are requested to notify change in address, if any, immediately to M/s. IRMSPL, quoting their folio numbers.
 15. The Members can join the AGM in the VC/OAVM mode 15 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.
 16. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM through e-voting system is Friday 23rd September 2022 ('Cut-off Date').
 17. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice, holds shares as on Cut-off Date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com with a copy marked to the Company on cs@patspin.com. However, if the Member is already registered with CDSL for remote e-voting, then he/she/it can use his/her/its existing User ID and password for casting the vote. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on Cut-off Date should treat the same as intimation only.
 18. The Board of Directors of the Company has appointed Shri MRL Narasimha (Membership No.2851, CRNO 799), Practicing Company Secretary or failing him,

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Shri. Abhilash N.A, Practicing Company Secretary (Membership No. 22601 CP.No. 4524) as Scrutinizer for conducting the e-voting process in a fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014.

19. Corporate Members are required to scan and send a certified true copy of the Board Resolution, pursuant to Section 113 of the Act, authorizing their representatives to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to mrln54@outlook.com with a copy marked to the Company on cs@patspin.com.
20. The results once declared along with the Scrutinizer's Report shall be placed on the Company's website www.patspin.com and on website of CDSL within forty eight hours of conclusion of the AGM and will also be communicated to The BSE Limited, where the shares of the Company are listed.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. 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 dated April 08, 2020, April 13, 2020 and May 05, 2020 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 on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 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 atleast 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.

4. 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.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. 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.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.patspin.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.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.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of Ministry's General Circular No. 20/2020, dated 05th May, 2020 MCA has been decided to allow companies whose AGMs were due to be held in the year 2022 to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in General No. 3 / 2022 dated 5th May 2022 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Tuesday 27th September 2022 at 9:00 AM (IST) and ends on Thursday 29th September 2022 at 5:00 PM (IST). During this period

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shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday 23rd September 2022 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 during the meeting.
- (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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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 Listed 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
	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 & 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. 3) If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 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.

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	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: https://eservices.nsd.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 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.
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com . Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 or joining virtual meeting & voting during the meeting.

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 toll free no. 1800 22 55 33
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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings 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.
- 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.

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- 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 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) <ul style="list-style-type: none"> • 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. <ul style="list-style-type: none"> • 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 for the relevant <PATSPIN 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) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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 at mrln54@outlook.com and to the Company at the email address viz; cs@patspin.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. 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 e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). 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 i.e. by Friday 23rd September 2022 mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. 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.
10. 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 may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. 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/RTA email id.
2. For Demat shareholders, please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

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, 25th 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 toll free no. 1800 22 55 33.

NOTICE (Contd...)**Details of Director seeking re-appointment at the forthcoming AGM
in pursuance of Regulation 36 of SEBI (LODR) Regulations 2015**

Name of the Director	Smt. Kalpana Mahesh Thakker
DIN	08601866
Age & Date of Birth	59 years, 10.1.1963
Nationality	Indian
Qualification	Graduate
Expertise	Smt. Kalpana Mahesh Thakker (DIN 08601866), aged 59 years, possessed qualification in Bachelor of Arts. She is the Managing Director of M/s. Purav Trading Limited engaged in procurement of raw cotton both from domestic and overseas markets. In addition to the same, she is partner in M/s. Perfect Cotton Company, M/s Patcot Company, and Standard Cotton Company, Mumbai, leading players in raw cotton market. Her family is in the Business of Raw Cotton Procurement for the last 4 to 5 Decades and have special expertise in Import and Export of Raw Cotton. She is actively involved in her family business for last many years. Presently, she is controlling the whole family business.
Date of Appointment in the Company	14.11.2019
Other Directorships (Listed / Public Co.)	GTN Textiles Limited Purav Trading Limited
Membership / Chairman in other Committees	NIL
Shareholding in the Company	85490 equity shares
Relationship between Directors Inter -se Directors	NIL

By Order of the Board of Directors

Veena Vishwanath Bhandary
Assistant Company Secretary
Membership No. A61968Place: Kochi
Date : 12.8.2022

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Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of SEBI (LODR) Regulations, 2018

Item No. 3

At the 26th Annual General Meeting (AGM) of the Company held on 22nd September 2017, the Members had approved the appointment of M/s. L.U.Krishnan & Co (Regn.No.001527S) Chartered Accountants, Chennai as Statutory Auditors of the Company, to hold office till conclusion of 31st AGM of the Company to be held in 30th September 2022.

Pursuant to the provisions of Section 139 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, a listed Company can appoint or reappoint an audit firm as auditor for a maximum of two terms of five consecutive years.

Pursuant to the aforesaid provision and based on the recommendations of the Audit Committee, the Board of Directors have, at its Meeting held on 12.8.2022, proposed the re-appointment of M/s. L.U.Krishnan & Co(Regn.No.001527S) Chartered Accountants as Statutory Auditors for a second term of five consecutive years from the conclusion of 31st AGM till the conclusion of 36th AGM of the Company to be held in the year 2027, to examine and audit the accounts of the Company for the financial years 2022-23 to 2026-27 (both inclusive) on such remuneration plus applicable taxes and out-of-pocket expenses incurred in connection with the Audit as may be decided by the Board.

Established in 1977, L.U.Krishnan & Co firm of Chartered Accountants, carry the legacy of vast experience and varied exposure in the industry. Since its inception in Chennai, the firm's reach has transcended limits and barriers both functionally and geographically; with branch offices spread across the country.

In accordance with the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Act read with the Companies (Audit and Auditors) Rules, 2014 and Listing Regulations, L.U.Krishnan & Co have provided their consent and eligibility certificate to the effect that, their re-appointment, if made, would be in compliance with the applicable laws.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 3 of the accompanying Notice.

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

Item No. 4

The Present Authorized Share Capital of the Company is Rs.65,00,00,000 (Rupees Sixty-Five Crores) divided into 4,00,00,000 (Four Crore) Equity shares of Rs. 10/- (Rupees Ten) each and 25,00,000 (Twenty-Five lakhs) Redeemable Preference Shares of Rs. 100/- (Rupees Hundred) each.

In order to meet the requirement by virtue of Company's Resolution Plan approved by the Lead Bank, Central Bank of India, the Company has to issue Non Cumulative Compulsorily Convertible Preference Shares (NCCCPS) to its Lenders and Promoters & its Associates. It is therefore proposed to increase the Authorized Share Capital of the Company as Rs. 71,00,00,000 (Rupees Seventy-One Crore) divided into 4,00,00,000 (Four Crore) Equity shares of Rs. 10/- (Rupees Ten) each and Rs. 31,00,000 (Thirty-One lakhs) Redeemable Preference Shares of Rs. 100/- (Rupees Hundred) each.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution set out at Item no. 4.

The Board recommends the passing of this Special Resolution setout at Item No. 4 of the accompanying Notice in the interest of the Company.

Item No.5

The Board/Shareholders had at their meetings held on 21.5.2019 and 20.9.2019 approved appointment of Shri Umang Patodia as Managing Director for a period of Five Years from 4.8.2019 to 03.08.2024. Pursuant to provisions of Schedule V of the Companies Act, 2013, remuneration was fixed for three years from 1.6.2019 to 31.5.2022.

Nomination and Remuneration committee constituted by the Board had met on 30.05.2022 and approved and recommended remuneration package of Shri. Umang Patodia, Managing Director for his balance tenure from 1.6.2022 to 3.8.2024 in accordance with Schedule V to the Companies Act, 2013

In terms of Section II Part II of the Schedule V of the Companies Act 2013, where in any financial year, during the currency of the tenure of the managerial person, a company has no profit or its profits are inadequate, it may pay remuneration to a managerial person without Central Government approval not exceeding the higher of the following two limits (A and B):

A.	
Where the Effective Capital (EC) is	Limit of yearly remuneration payable shall not exceed (Rs)
i. Negative or less than Rs. 5 Crore	60 lacs
ii) Rs. 5 crores and above but less than Rs. 100 Crores	84 lacs
iii) Rs. 100 crores and above but less than Rs.250 Crores	120 lacs
iv) Rs. 250 Crores and above	120 lacs+0.01% of EC in excess of Rs. 250 Crores
Provided that the above limits shall be doubled if the resolution passed by the shareholders is a special resolution.	

NOTICE (Contd...)

B.

In case of a managerial personnel who is functioning in a professional capacity, (remuneration as per item (A) may be paid), if such managerial personnel is not having any interest in the capital of the company or its holding company or any of its subsidiaries directly or indirectly or through any other statutory structures and not having any, direct or indirect interest or related to the Directors or promoters of the company or its holding company or any of its subsidiaries at any time during the last two years before or on or after the date of appointment and possess graduate level qualification with expertise and specialized knowledge in the field in which the company operates.

Provided that any employee of a company holding shares of the company not exceeding 0.5% of its paid up share capital under any scheme formulated for allotment of shares to such employees including employees stock option plan or by way of qualification shall be deemed to be a person not having any interest in the capital of the company.

Provided further that the limits specified under items (A) and (B) of the section shall apply, if :

- (i) Payment of remuneration is approved by a resolution passed by the Board and, in the case of a company covered under sub section (1) of Section 178 also by the Nomination and Remuneration Committee.
- (ii) The company has not committed any default in payment of dues to any Bank or public Financial Institution or non convertible debenture holders or any other secured creditor, and in case of default, the prior approval of the Bank or Public Financial Institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be, shall be obtained by the company before obtaining the approval in the general meeting.
- (iii) An Ordinary resolution or a Special resolution, as the case may be has been passed for payment for remuneration as per item (A) or a Special Resolution has been passed for payment of remuneration as per item (B) at the General Meeting of the company for a period not exceeding 3 years.
- (iv) A statement alongwith Notice calling the General meeting with certain specified information is to be given to the shareholders.

Shri. Umang Patodia, Managing Director was drawing remuneration in the scale of Rs. 4,00,000 per month plus usual perquisites.

Under his able leadership and superintendence and guidance from the Board of Directors, the Company was performing extremely well and undertook major capacity expansions, renovation and technology upgradation at Palakkad plant and setting up of Ponneri plant. However, on account of external challenges in the form of fluctuating cotton prices, demand constraints and tight liquidity conditions, besides Covid-19 pandemic, the performances for the last few years were not satisfactory and reported continued losses. Effective steps were taken by the Management under Shri Umang Patodia, Managing Director, to overcome the challenges by bringing Resolution Plans (RP) pursuant to RBI guidelines dated 7.6.2019 in April 2020, again in February 2021 (Revised RP proposing sale of Palakkad unit) again in May 2021 (Revised RP proposing sale of Ponneri Unit) and again in Feb./March 2022 (Revised RP to pay off entire dues of term lenders from the sale proceeds of Ponneri plant and restructuring of working capital facility in order to carrying on business with remaining Palakkad plant). This proposal was approved by all lenders and Lead Bank, Central Bank of India had conveyed their sanction for the approval of RP.

The Nomination & Remuneration Committee felt that though Managing Director deserve to have better remuneration package, in view of the company's present situation, it is decided to retain existing remuneration structure, of Rs 4,00,000/- per month in the scale of Rs.4,00,000- Rs. 20,000-Rs 4,40,000 plus usual perquisites to Shri. Umang Patodia, Managing Director for his balance tenure from 1.6.2022 to 3.8.2024 on the following terms :

a) Salary:

Rs. 4,00,000/- per month in the scale Rs. 4,00,000- Rs.20,000- Rs. 440000 effective form 1.6.2022 to 3.8.2024.

b) Commission:

Subject to the overall limits laid down in Sections 197 of the Companies Act, 2013, such percentage of the Net Profits of the Company or such quantum as may be fixed by the Board of Directors for each financial year not exceeding 2% of the Net Profits of the Company, each year, restricted to an overall limit of 60 lacs per annum.

c) Perquisites as follows:

- i. Housing: Rent free accommodation will be provided to the appointee for which actual amount of lease rental paid or payable by the Company or 10% of the salary, whichever is lower, shall be recovered. In case no accommodation is provided by the Company, House Rent Allowance, subject to a ceiling of 60% of the appointees salary shall be paid. In addition, the appointee shall be allowed Company owned furniture and fixtures, if required.
- ii. The expenditure incurred by the appointee on gas, electricity and water shall be reimbursed by the Company.
- iii. All Medical Expenses incurred by the appointee for self and his family shall be reimbursed.

NOTICE (Contd...)

- iv. Leave Travel Concession for the appointee and his family will be allowed once in a year as per the Rules of the Company.
- v. Fees of Clubs: Subject to a maximum of 2 Clubs. This will not include admission and life membership fees.
- vi. Personal Accident Insurance: As per Rules of the Company.
- vii. Provision of Car with driver and telephone at the residence for use of Company's business.

Perquisites not included in Managerial Remuneration

- a. contribution to Provident Fund, Superannuation or Annuity Fund to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961
- b. gratuity payable at a rate not exceeding half a month salary for each completed year of service; and
- c. encashment of leave at the end of the tenure

d) Overall Remuneration:

The aggregate of salary, commission and perquisites in any financial year shall not exceed the limits prescribed from time to time under Section 197, and other applicable provisions of the Act read with Schedule V to the said Act, as may for the time being in force.

e) Minimum Remuneration:

In case of loss or inadequacy of profits in any financial year during the currency of tenure of his service, the payment of salary, commission and perquisites shall be governed by the limits prescribed under the Section II of Part II of Schedule V to the Act.

Furthermore, approval of the members in general meeting by way of a special resolution is required to be obtained for payment of minimum remuneration, by way of salary and perquisites and allowance as specified above in the event of absence or inadequacy of profits in any financial year during the tenure of Shri Umang Patodia, Managing Director of the Company.

Shri. B K Patodia, Chairman and Shri. Umang Patodia, Managing Director are deemed to be interested in the resolution mentioned in item No.5 of the Notice.

None of the other Directors of the Company or their relatives are in any way concerned or interested, financial or otherwise, in the resolution.

Information required to be disclosed in terms of Schedule V of the Companies Act, 2013

I General information:

i. Nature of industry:

Textiles Industry- the company is mainly engaged in manufacture and exports of cotton yarn in the segment of medium, fine and superfine combed yarns.

ii. Date or expected date of commencement of commercial production

The commercial production has commenced during October 1994

iii. In the case of new companies, expected date of commercial activities as per project approved by financial appearing in the prospectus

Not Applicable

iv. Financial performance:

(Rs. In crores)

Particulars	2019-20	2020-21	2021-22
Revenue from Operations	395.41	148.47	143.56
Operating Profit	1.51	(3.83)	19.60
Finance Costs	27.33	23.92	22.84
Profit /(Loss)Before Tax	(36.17)	(37.96)	(13.38)
Profit / (Loss)After Tax	(24.02)	(37.96)	(13.38)
Amount of Equity Dividend Paid	-	-	-
Rate of Dividend Declared (%)	-	-	-

The effective capital of the company based on the Audited Accounts for the year ended 31st March 2022 is Rs.125 crores.

NOTICE (Contd...)

v) **Export performance and net foreign exchange contribution:**

In view of continued liquidity stress and working capital constraints, the Company was forced to switch on to purely job work basis.

vi) **Foreign investments or Collaboration, if any:**

The company does not have any Foreign Exchange Collaboration

II. **Information about the appointee: Shri.Umang Patodia**

Vide item No 5 of the notice of this Annual General Meeting of the company the approval of the members is being sought for fixing the remuneration of Shri. Umang Patodia, Managing Director effective from 1.6.2022 for his balance tenure up to 3.8.2024. Shri. Umang Patodia, aged 53 years is a citizen of India. He is a Commerce Graduate and has more than three decades of experience in the textiles business and has a successful presence in the textiles business segment. He is actively involved in the day-to-day management of the company. He plays a pivotal role in policy matters as well as strategic planning and has also been instrumental in the project implementation, start up and operations of the company. He is the past Chairman of CII- Kerala State Council. He is presently committee members of CII State and Southern Region, Confederation of India Textile Industry, TEXPROCIL and special invitee in Southern India Mills Association. In the year 2000, he was nominated by CITI New Delhi, to the "YOUNG ENTREPRENEURS GROUPS" of international Textiles Manufacturers Federation based at Zurich, and in October 2002, the group nominated him as their Vice Chairman. Shri. Umang Patodia, who pioneered the Young Entrepreneurs Group during 2003 within CITI served as its founder Chairman till September 2005.

Shri Umang Patodia is holding the position of Managing Director of Patspin India Limited since 4.8.1994. During the financial year 2021-22 he was paid a gross remuneration of Rs. 54.01 lakhs besides contribution in P.F/Gratuity/Superannuation as per Government rules

Pecuniary Relationship:

The Company had not entered into any transaction of material in nature with any of the related parties which were in conflict with the interest of the company. Further, all transactions with the related parties were in the ordinary course of business and at arm's length

III. **Other information**

The Directors Report forming part of the Annual Report mentioned in details" Other Information" as required under Schedule V of the Companies Act, 2013

Draft agreement referred in the resolution would be available for inspection by the members at the Registered Office of the Company during normal business hours on all working days up to the date of the Annual General Meeting.

Shri. B.K Patodia and Shri Umang Patodia are related to each other and are deemed to be interested in the resolution mentioned in item No 5 of the Notice None of the other Directors of the Company or their relatives is in any way concerned or interested, financial or otherwise in the resolution.

The terms and conditions mentioned in item No 5 of the notice may also be taken as an Abstract of the Agreement to be made by the company with Shri. Umang Patodia, pursuant to Section 190 of the Companies Act, 2013.

Your Directors recommend this resolution for Approval.

Item Nos 6 to 9

As reported in the previous year Board's report, your Company had submitted Resolution Plan (RP) with a proposal for sale of company's Tamil Nadu plant and to restructure outstanding debts. The same was not approved by Lenders due to disagreement amongst them in sharing the sale proceeds. Thereafter, the Company had submitted a Revised Resolution Proposal to repay entire Term debt from the proposed sale proceeds of Tamil Nadu plant and conversion of outstanding Working Capital dues of Rs.66.68 crores in to Working capital Term loan (WCTL) which is repayable over 6 years after an initial moratorium of one year. Lenders have agreed to consider the revised RP and mandated Lead bank to take up approval of the said RP. Lead Bank has obtained Techno Economic Viability Study (TEV) report conforming Techno Economic Viability of the RP and also obtained required RP4 rating from Credit Rating agency- CRISIL. The Lead Bank, Central Bank of India vide their Letter Ref. No. EKM/ADV/22-23/35 dated 28.7.2022 has now approved the Resolution / Restructuring Proposal in terms Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by the Reserve Bank of India vide its Circular No. RBI/2018- 19/203/DBR.No.BPBC.45/21.04.048/2018-19 dated 7th June 2019.

As per the same, the Lead Bank had approved

a) Issuance of NOC / Release of charge for sale of:

- i) Company's Tamilnadu unit located at, S.F No. 190 and 191, Door No.2/147, Tirupur Road. Ponneri Village, PO Kottamagalam. Distt. Udumalpet- 642201 for a net consideration of Rs. 105.00 crores

NOTICE (Contd...)

- ii) Company's office located at 34, 3rd floor, Mittal Chambers, Plot No. 228, Block III, BBR Scheme, Nariman Point, Mumbai PIN-400 021 (856 sq. ft. carpet area) for a minimum consideration of Rs. 3.00 crores (Market Value as per Valuation Report dated 14.05.2022). Any deficit in realization of proceeds to be made good by the promoters.
- b) Conversion of outstanding working capital dues of Rs. 66.68 crores to Working Capital Term Loan (WCTL) repayable in structured quarterly instalments in 6 years after moratorium period of one year.
- c) Approved issuance of fresh series of 10,81,000 0.50% Non-cumulative Compulsorily Convertible Preference Shares (NCCCPS) of Rs. 100 each in lieu of existing Non-Cumulative Redeemable Pref. Shares of Rs.10.81 crores issued to Lenders as per CDR package, conversion on 31.3.2030, at the end of Resolution Plan in terms of SEBI/other regulatory guidelines.
- d) Approved issuance of fresh series of 9,70,000 0.50% Non-cumulative Compulsorily Convertible Preference Shares (NCCCPS) of Rs. 100 each against the existing Non- Cumulative Redeemable preference shares of Rs. 9.70 crores already issued to Promoters & Associates, conversion on 31.3.2030, at the end of Resolution Plan in terms of SEBI/ other regulatory guidelines.
- f) Approved issuance of fresh series of 10,00,000 0.5% Non-cumulative Compulsorily Convertible Preference Shares (NCCCPS) of Rs. 100 each against money brought in by the promoters pursuant to terms of Resolution Plan, conversion on 31.3.2030 at the end of Resolution Plan in terms of SEBI/other regulatory guidelines

Sanctions from the other members of the Joint Lenders are yet to be received, however it is clarified that the final reconciled amount, as mentioned above, shall not exceed the overall limit for which approval is being sought from the members of the Company. Accordingly, approval of the members of the Company is being sought to convert (i) outstanding working capital dues of 66.68 crores into Working Capital Term Loan (WCTL) (ii) conversion of the existing Redeemable Preference shares aggregating Rs. 20.51 crores issued to Lenders and Promoters and Its Associates into Non Cumulative Compulsorily Convertible Preference Shares (NCCCPS) and (iii) fresh issue of NCCCPS aggregating Rs. 10 crores to Promoters and its Associates against money brought in pursuant to Resolution Plan in the Company, as mentioned above.

The issuance of securities pursuant to the Resolution Plan shall be in such manner and on such terms and conditions as prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 (ICDR Regulations) and in compliance with the applicable provisions of the Companies Act, 2013 read with Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by the Reserve Bank of India vide its Circular No. RBI/2018- 19/203/DBR.No.BP.BC.45/21.04.048/2018-19 dated 7th June 2019. As per the same, "In the case of conversion of debt into equity, the 'reference date' shall be the date on which the bank approves the restructuring scheme. In the case of conversion of convertible securities into equity, the 'reference date' shall be the date on which the bank approves the conversion of the convertible securities into equities"

Further, as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, additional disclosure for issue of preference shares on private placement basis are as follows:

Particulars of the offer	Issue of 30,51,00,000 0.50% Non Cumulative Compulsorily Convertible Preference Shares (NCCCPS) of Rs. 100 each aggregating Rs. 30.51 crores under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by the Reserve Bank of India vide its Circular No. RBI/2018- 19/203/DBR.No.BP. BC.45/21.04.048/2018-19 dated 7th June 2019				
	1. To Lenders (issue of fresh series of NCCCPS in lieu of existing Redeemable Preference Shares)	SL. No.	Name of Lenders	Issue of NCCCPS of Rs. 100 each	
				No. of NCCCPS	Amount in Rs.
	1	Central Bank of India	1,99,000	1,99,00,000	
	2	State Bank of India	2,99,000	2,99,00,000	
	3	Export Import Bank of India	1,21,000	1,21,00,000	
	4	Karur Vysya Bank Limited	82,000	82,00,000	
	5	Canara Bank	1,15,000	1,15,00,000	
	6	Punjab National Bank	1,53,000	1,53,00,000	
	7	Bank of Maharashtra	1,12,000	1,12,00,000	
		Total	10,81,000	10,81,00,000	

NOTICE (Contd...)

	2. To Promoters & its Associates (issue of fresh series of NCCCPS in lieu of existing Redeemable Preference Shares)	SL. No.	Name of Promoters & Its Associates	Issue of NCCCPS of Rs. 100 each	
				No. of NCCCPS	Amount in Rs.
		1	Binod Kumar Patodia	75,000	75,00,000
		2	Umang Patodia	25,000	25,00,000
		3	Deepa Bagla	8,70,000	8,70,00,000
	Total		9,70,000	9,70,00,000	
	3. To Promoters & Its Associates (Issue of fresh series of NCCCPS against money brought in by them under Resolution Proposal)	SL. No.	Name of Promoters & Its Associates	Issue of NCCCPS of Rs. 100 each	
				No. of NCCCPS	Amount in Rs.
		1	Patodia Exports & Investments Pvt. Ltd.	4,00,000	4,00,00,000
		2	Binod Kumar Patodia	1,30,000	1,30,00,000
		3	Umang Patodia	1,75,000	1,75,00,000
		4	Ankur Patodia	2,95,000	2,95,00,000
	Total		10,00,000	10,00,00,000	
Kinds of securities offered and the price at which security is being offered	Non Cumulative Compulsorily Convertible Preference Shares (NCCCPS) of Rs. 100 each				
Basis or justification for the price	The NCCCPS will be issued at par pursuant to Resolution Plan approved by the Central Bank of India, the Lead Bank under the Resolution / Restructuring Proposal in terms of RBI Circular dated 7th June 2019 vide their Letter Ref. No. EKM/ADV/22-23/35 dated 28.7.2022				
Name and address of valuer who performed valuation	Not Applicable. The NCCCPS will be issued at par pursuant to Resolution Plan approved by the Central Bank of India, the Lead Bank under the Resolution / Restructuring Proposal in terms of RBI Circular dated 7th June 2019 vide their Letter Ref. No. EKM/ADV/22-23/35 dated 28.7.2022				
Amount which the Company intends to raise by way of such securities	Conversion of existing redeemable preference shares / money brought in by the promoters pursuant to Resolution Plan aggregating Rs. 30.51 crores				
The terms of issue, including terms and rate of dividend on each share, etc.	The NCCCPS shall carry dividend rate of 0.50% p.a.				
The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	NCCCPS of Rs. 30.51 crores is to be converted into equity at the end of FY2030 after full repayment of WCTL by FY29 as per applicable RBI Regulations and SEBI Guidelines in this regard. The NCCCPS- will not be marked to market up to conversion into equity. Banks to offer first right of refusal to promoters upon conversion and before any sale / transfer. Further, the company / promoters shall purchase the NCCCPS at issue price or market value, whichever is higher.				
The justification for the allotment of NCCCPS for consideration other than cash together with valuation report of the registered valuer;	As per the Resolution Plan approved by the Lead bank, Central Bank of India framed under Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by the Reserve Bank of India vide its Circular No. RBI/2018-19/203/DBR.No.BP.BC.45/21.04.048/2018-19 dated 7th June 2019 to reduce debt burden of the company.				

NOTICE (Contd...)

Equity Shareholding pattern of the company as at 31.3.2022	SL. No.	Category	No of shares (Issued Equity of Rs. 10 each)	%
	01)	Promoters & Associates	2,00,96,918	65.00
	02)	Indian Financial Institutions, Banks, Mutual Funds	5,300	0.01
	03)	Foreign Institutional Investors / NRIs	0	0
	04)	Others (Public)	1,08,17,782	34.99
		Total:		3,09,20,000
Preference shareholding pattern of the company as on 31.3.2022	SL. No.	Category	No of shares (Issued preference of Rs. 100 each)	%
	01)	Promoters & Associates	9,70,000	47.29
	02)	Lenders of the Company	10,81,000	52.71
		Total:		20,51,000
The expected dilution in equity share capital upon conversion of preference shares	Cannot be quantified at this stage. However, assume conversion of the NCCCPS of 30.51 lakhs of Rs. 100 each, into equity shares of Rs. 10 each, the equity shareholding pattern of the company as on 31.3.2030 shall be as under.			
	SL. No.	Category	No of shares (Issued Equity of Rs. 10 each)	%
	01)	Promoters & Associates	3,97,96,918	64.78
	02)	Lenders pursuant to RP	1,08,10,000	17.60
	03)	Indian Financial Institutions, Banks, Mutual Funds	5,300	0.01
	04)	Others (Public)	1,08,17,782	17.61
	Total:		6,14,30,000	100.00
Ranking of equity shares arising on conversion	The equity shares to be allotted on conversion of the NCCCPS shall rank pari passu in all respect with then existing equity shares of the Company and shall be subject to the Memorandum and Articles of Association of the Company			
Manner of issuance of CCPs and equity shares on Conversion	NCCCPS would be allotted in dematerialised form and will not be listed with any Stock Exchange. The equity shares arising on conversion shall also be issued in dematerialised form and will be listed with Stock Exchange at the time of conversion.			

Post restructuring, company's remaining Kerala plant would continue to operate with reduced debt levels, lower labour cost and improved operational efficiency which will improve EBITDA levels. From its cash generation, the remaining debt (WCTL) can be serviced with ease

None of Directors/ Key Managerial Personnel of the Company or their relatives except Shri. B.K.Patodia and Shri. Umang Patodia Directors are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 to 9 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 to 9 of the Notice for approval of the members.

Item No. 10 & 11

Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended, prescribe certain procedure for approval of related party transactions. Regulation 23 of the SEBI (LODR) Regulations, 2015 has also prescribed seeking of shareholders' approval for related party transactions provided that a transaction with a related party shall be considered material i.e. if the transaction(s) to be entered into individually or taken together with previous transaction during a financial year exceeds Rs. 1000 crore or 10% of the annual turnover of the listed entity as per the last audited financial statement of the listed entity, whichever is lower. Proviso to Section 188 provides that nothing contained in Sub-section (l) of Section 188 applies where transactions are entered into by the company in the ordinary course of conduct of business other than transactions which are not on an arm's length basis.

NOTICE (Contd...)

Annual turnover of Patspin India Limited as per audited financial statements as at 31.3.2022 is Rs. 143.32 crores. Therefore, the value of the related party transactions with M/s. GTN Enterprises Limited & GTN Textiles Limited were considered material, pursuant to the provisions of Regulation 23 of the SEBI (LODR) Regulations, 2015. Hence the following proposed transactions are for the approval of Shareholders of the Company by passing an ordinary resolution.

Name of Related party	Relationship	Estimated value of transaction (Rs. In lakhs)	Nature of the transaction (s)	Material Terms of the contract / or agreement
GTN Enterprises Limited	Company in which Shri. B.K.Patodia and Shri. Umang Patodia are interested directors and Director in the related party company. Shri. Ankur Patodia (Son of Mr. B.K.Patodia and Brother of Shri. Umang Patodia) is the Managing Director of the related party company	4000	Sale, Purchase or supply of cotton, cotton yarn, stores & spares and other materials	The proposed approval is for a maximum period of 15 months between two Annual General Meetings (AGM), being conclusion of the 31st AGM to the conclusion of the 32nd AGM. Further, the proposed transaction entered into by the company shall be in the ordinary course of business and at arms length basis.
		500	Selling or otherwise disposing off, or buying, property and other assets of any kind	
		1200	Availing or rendering of processing charges or any other transaction of whatever nature	

Name of Related party	Relationship	Estimated value of transaction (Rs. In lakhs)	Nature of the transaction (s)	Material Terms of the contract / or agreement
GTN Textiles Limited	GTN Textiles Limited being the main promoter of Patspin India Limited and Shri. B.K.Patodia is the Chairman and Managing Director besides Shri. Umang Patodia a Non Executive Director are interested pursuant to Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR), Regulations 2015	1000	Sale, Purchase or supply of cotton and cotton yarn	The proposed approval is for a maximum period of 15 months between two Annual General Meetings (AGM), being conclusion of the 31st AGM to the conclusion of the 32nd AGM. Further, the proposed transaction entered into by the company shall be in the ordinary course of business and at arms length basis.

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto, and the Company's Related Party Transaction Policy are furnished hereunder:

Name of the Related Parties	GTN Enterprises Limited / GTN Textiles Limited
Name of the Director or key managerial personnel who is related, if any	Shri. B.K.Patodia, Chairman Shri. Umang Patodia, Managing Director
Nature of Relationship	Shri. Umang Patodia is the son of Shri. B.K.Patodia
The nature, material terms, monetary value and particulars of the contract or arrangement	As per table above
The nature, material terms, monetary value and particulars of the contract or arrangement	As per table above
Any other information relevant or important for the members to take a decision on the proposed resolution	Patspin India Limited is successfully implementing its Resolution Plan pursuant to RBI Circular dated 7th June 2019. There will be requirement to procure / sell the materials from the said related party in the normal course of business and at arms length.

NOTICE (Contd...)

The above proposed arrangements / transactions were approved by the Audit Committee at their meeting held on 12.8.2022 and recommended by the Board of Directors at its meeting held on 12.8.2022 to the Shareholders of the Company for their approval.

As per Regulation 23 of the SEBI (LODR) Regulations, 2015, all material related party transactions shall require approval of the shareholders through ordinary resolution and the related parties shall abstain from voting on such resolution whether the entity is a related party to the particular transaction or not. Further, as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on the subject matter of the resolution relating to such contract or arrangement. Accordingly, all related parties of the Company shall not participate or vote on this resolution.

Directors or their relatives as mentioned as related parties above may be deemed to be interested or concerned in the Resolution.

None of the other Directors of the Company or their relatives is in any way, financially or otherwise, concerned or interested in the resolution.

The above proposal is in the interest of the Company and the Board recommends the Ordinary Resolution as set out at Item No. 10 & 11 for approval by the members of the Company.

Item No.12

The Board of Directors of the company, on the recommendation of the Audit Committee, approved the appointment of M/s Hareesh K.N & Associates, Cost Accountants as Cost Auditors to conduct the audit of the cost records of the company's textile units at a remuneration of Rs. 55,000 (Rupees fifty-five thousand only) plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the financial year 2022-23

In terms of the provisions of section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Cost Records & Audit) Rules, 2014, the remuneration payable to the cost auditor has to be ratified by the members of the company. Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution as set out at Item No 11 of the notice for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March 2023.

None of the Directors / Key Managerial Personnel/Managers of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution set out as above.

The Board recommends the Ordinary Resolution set out at Item No. 12 of the Notice for approval by the members.

By Order of the Board of Directors

Veena Vishwanath Bhandary
Assistant Company Secretary
Membership No. A61968

Place: Kochi
Date : 12.8.2022