LAXMI COTSPIN LIMITED

(CIN: - L17120MH2005PLC156866)

ANNUAL REPORT 2025-26

21st ANNUAL GENERAL MEETING

On Monday, the 28th day of September 2026 at 1.00 P.M.

Through Video Conferencing ("VC") /
Other Audio-Visual Means ("OAVM")

Registered Office:

GUT NO.399, SAMANGAON-KAJLA ROAD, IN FRONT OF MEENATAI THAKARE VRIDHASHRAM, SAMANGAON JALNA MH 431203

Contact No: - 09765999633 **Website:** www.laxmicotspin.com

E-Mail Id: - complianceofficer@laxmicotspin.com

Index

CORPORATE INFORMATION

Board of Directors	
Mr. Sanjay Kachrulal Rathi	Executive Director (Chairman & Managing Director)
Mrs. Prafullata Sanjaykumar Rathi*	Whole Time Women Director
Mrs. Sharda Ghansham Sikchi**	Whole Time Women Director
Mr. Ravindra Mishrilal Bangad***	Executive Director
Mr. Ramesh Gopikishan Mundada	Executive Director
Mr. Gopal Satyanarayan Mundada	Executive Director
Mr. Kailash Shrikisan Biyani#	Executive Director
Mr. Vivek Mohanlal Maniyar#	Executive Director

Mrs. Prafullata Sanjaykumar Rathi (Resigned w.e.f 07th February, 2026)
Mrs. Sharda Ghansham Sikchi (Appointed w.e.f 30th April, 2026)
Mr. Ravindra Mishrilal Bangad (Appointed w.e.f 5th December, 2025)
Mr. Kailash Shrikisan Biyani (Appointed w.e.f 07th August, 2025)
Mr. Vivek Mohanlal Maniyar (Appointed w.e.f 07th August, 2025)

Committees of Board	
Audit Committee	1. Mr. Gopal Mundada – Chairperson (ID) 2. Mr. Sanjay Rathi - Member 3. Mr. Kailash Biyani – Member (ID)
Nomination and Remuneration Committee (Prafullata Rathi resigned and Gaurav Karwa appointed w.e.f 13th February, 2026 and Vivek Maniyar appointed w.e.f 7th August, 2025)	1. Mr. Vivek Maniyar – Chairperson (ID) 2. Mrs. Prafullata Rathi – Member 3. Mr. Gaurav Karwa – Member (ID) 4. Mr. Gopal Mundada – Member (ID)
Stakeholders Relationship Committee (Mr. Shivratan Mundada resigned and Ravindra Bangad appointed w.e.f. 5th December, 2025)	1. Mr. Kailash Biyani – Chairperson (ID) 2. Mr. Shivratan Mundada – Member 3. Mr. Ramesh Mundada – Member 4. Mr. Ravindra Bangad _Member
Corporate Social Responsibility Committee	1. Mr. Kailash Biyani - Chairperson (ID) 2. Mr. Gopal Mundada – Member (ID) 3. Mr. Sanjay Rathi - Member

Key Managerial Personnel	
Mr. Anupkumar Ashokrao Gindodiya	Chief Financial Officer
Mrs. Deepika Amit Dalmiya	Company Secretary & Compliance Officer

Mrs. Soni Shailesh Karwa Resigned w.e.f 01/06/2026 from post of Company Secretary & Compliance Officer and Mrs. Deepika Amit Dalmiya Appointed w.e.f. 11th June, 2026 as Company Secretary & Compliance Officer

Statutory Auditors	
M/s DMKH & Co.	2025-2026 (resigned w.e.f 25/05/2026)
M/s. Singh Mundada & Associates	Appointed w.e.f. 16/07/2026
102 Kalpataru Apart plot No.51&52, Aditya Nagar Sutgirni Chowk,Chh sambhajinagar 431009	
bpsingh@smaca.in	

Secretarial Auditor	
D. SAGAR & ASSOCIATES	2025-2026
No.10, 2nd Floor, Malan Plaza, Besides Durga Mata Temple, Javahar colony road, Vishnu Nagar, Aurangabad-431001, MH IN	
deo.sagar@rediffmail.com	

Cost Auditor	
Cheena & Associates	2025-2026
WZ-H-28, Street No.9, New Mahavir Nagar, Near Janakpuri East Metro Station, New Delhi – 110018	
cheenaassociates20@gmail.com	

Internal Auditors	
Darshan Gattani & Associates	2025-2026
C-304,Fortius Space Olympia, Sutgirni Chowk,Garkheda Parisar, Aurangabad – 431001MH IN	
gattani.darshan@gmail.com	

Registered Office
Gut No.399, Samangaon-Kajla Road, In Front Of Meenatai Thakare Vridhashram, Samangaon Jalna Mh 431203
Investor Queries: complianceofficer@laxmicotspin.com

Name of the Stock Exchange
National Stock Exchange Limited

Registrar and Share Transfer Agents
MUFG Intime India Private Limited (Formerly known as Link Intime India Pvt Ltd)
C101,247 Park, LBS Marg, Vikhroli (West)Mumbai-40083

Bankers
HDFC Bank Limited, Axis Bank, SVC Co Bank

Subsidiaries
1) Laxmi Spintex Private Limited 2) Laxmi Surgical Healthcare Private Limited 3) Laxmi Style & Design Private Limited*

***Laxmi Style & Design Private Limited is closed on 29/06/2026 and ceased to be subsidiary of Laxmi Cotspin Limited.**


WORLD CLASS PREMIUM QUALITY YARN
LAXMI
LAXMI COTSPIN LIMITED

LETTER TO SHAREHOLDERS

Dear Shareholders,

On behalf of the Board of Directors of the Company, it gives me immense pleasure to extend a very warm welcome to all of you to the **21st Annual General Meeting** of the Company.

We are pleased to share with you the performance and key developments of the Company during the financial year **2025–26** and to present the Annual Report for your consideration.

Our Company is engaged in the manufacturing of **cotton yarn, cotton bales, surgical cotton, oil cake and oilseeds.** The textile industry has been undergoing a significant transformation, with rapid technological advancements, particularly in the spinning sector, over the past few years. In line with these developments, we are evaluating the replacement and upgradation of our existing manufacturing setup with advanced technology to enhance operational efficiency, product quality and overall competitiveness.

We have established strong marketing capabilities and a wide marketing network across both domestic and export markets. We are confident that these strengths will enable us to effectively market the increased production capacity and create sustainable growth opportunities for the Company.

As part of our strategy to diversify our business, we commenced **commercial production of surgical cotton during FY 2025–26.** We are optimistic about the prospects of this division and expect it to receive encouraging market acceptance in the coming years.

The **medical textile sector** presents significant growth opportunities, supported by increasing demand and attractive market potential. Accordingly, we intend to further expand our presence in this sector in the coming years and explore opportunities to build a stronger and more diversified product portfolio.

We are also planning to expand our **spinning division** through the installation of additional Ring Frames within our existing manufacturing premises, for which the required building infrastructure is already available. This expansion is expected to strengthen our manufacturing capabilities and support the Company's future growth.

We remain committed to identifying new opportunities, adopting appropriate technologies, improving operational efficiencies and making every effort to contribute meaningfully towards the long-term growth and success of the Company.

I take this opportunity to express my sincere gratitude to all our valued shareholders for their continued confidence, trust and support. We assure you that we will continue to work diligently towards achieving greater heights and creating sustainable value for all our stakeholders. We remain confident that our shareholders can look forward to robust and sustainable growth in the years ahead.

I would also like to place on record my sincere appreciation to our employees for their persistent efforts and dedication, to the Board of Directors for its valuable guidance and support, and to all our stakeholders for their continued encouragement and cooperation in all our endeavours.

We look forward to your continued guidance, confidence and support as we move ahead towards newer milestones and greater achievements.

With warm regards,

Yours sincerely,

Sd/-
Sanjay Rathi
Chairman

LAXMI COTSPIN LIMITED

(CIN: - L17120MH2005PLC156866)
Reg Office - Gut No.399, Samangaon-Kajla Road, In Front of Meenatai Thakare Vridhashram, Samangaon Jalna MH 431203
Contact No: 9765999633 **E-Mail Id: complianceofficer@laxmicotspin.com**
Website:www.laxmicotspin.com

NOTICE OF THE 21st ANNUAL GENERAL MEETING

Dear Members,

Notice is hereby given that the **21st Annual General Meeting** of **Laxmi Cotspin Limited** will be held on Monday, 28th September, 2026 at 1.00 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business.

A) ORDINARY BUSINESS

1. **To receive, consider and adopt Standalone and Consolidated Audited Financial statements including Profit and Loss Account Balance Sheet, for the year ended on 31st March, 2026 along with Directors Report and Audited Report of the Company.**

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

   "**RESOLVED THAT** the Standalone Audited Financial Statements of the Company for the year 2025-26 together with the Reports of the Board of Directors' and Auditors' thereon of the Company for the year 2025-26 as presented to the meeting, be and hereby, adopted."

   "**RESOLVED THAT** the Consolidated Financial Statements of the Company for the year 2025-26 together with the Reports of the Auditors' thereon of the Company for the year 2025-26 as presented to the meeting, be and hereby, approved and adopted."

   "**RESOLVED FURTHER THAT,** any one director of the company be and is here by authorised to sign the Audited Consolidated and Standalone Financial Statements of the company and to do all acts, things deed which are necessary to give effect to the above resolution."

2. **To Consider and Approve the Appointment Of M/S. Singh Mundada & Associates, Chartered Accountants (FRN:122059W), As Statutory Auditors of the company and to fix their remuneration.**

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 141 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or amendments or re-enactments thereof for the time being force), M/s. Singh Mundada & Associates, Chartered Accountants (Firm Registration No.

122059W), as the Statutory Auditors of the Company and to hold office from the conclusion of 21st Annual General Meeting until the conclusion of 26th Annual General Meeting, on such remuneration as may be mutually decided by the Board of Directors of the Company and the Auditors of the Company from time to time."

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters, formalities and such other things as may be required under the Companies Act, 2013 and any other law, including filing of relevant forms or documents with the Registrar of Companies and other entities, and as may be considered necessary, expedient, usual or proper to do for carrying out the said resolutions."

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

3. **To appoint a Director in place of Mr. Ramesh Gopikishan Mundada (DIN- 00153255), who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.**

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 section 152 of the Companies Act, 2013, Mr. Ramesh Gopikishan Mundada (DIN- 00153255), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the company."

B) SPECIAL BUSINESS

4. **Ratification of Remuneration of Cost Auditors for the Financial Year 2026-27: -**

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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendation of Audit Committee, the remuneration of Rs. 60,000/- (Rupees Sixty Thousand Only) per annum and approved by the Board of Directors, payable to M/s. Cheena and Associates., Cost Accountants (Firm Reg. No. 000397), appointed by the Board of Directors of the Company as Cost Auditors for the financial year 2026-2027 to conduct an audit of cost accounting records, as prescribed under the Companies (Cost Records and Audit) Rules, 2014 and amendments made thereto be and is hereby ratified.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things and take all steps as may be necessary, proper and expedient to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

5. Reappointment of Mr. Sanjay Kachrulal Rathi (DIN: 00182739) as Managing Director and chairman of the Company subject to approval of shareholders.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company and the Nomination and Remuneration Policy of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the **re-appointment of Mr. Sanjay Kachrulal Rathi (DIN: 00182739), Promoter, as Managing Director of the Company**, for a further period of **5 (Five) years with effect from December 31, 2026 up to December 30, 2031**, upon the terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT Mr. Sanjay Kachrulal Rathi shall be entitled to a remuneration of **₹4,00,000/- (Rupees Four Lakh only) per month**, together with such perquisites, allowances, benefits and facilities, if any, as may be approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, subject to the overall limits prescribed under the Companies Act, 2013, Schedule V thereto and the SEBI Listing Regulations.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Sanjay Kachrulal Rathi as Managing Director, the remuneration payable to him shall be governed by the applicable provisions of Section 197 read with Schedule V to the Companies Act, 2013 and other applicable provisions of law, and the Company shall obtain such approval, if any, as may be required under the applicable provisions prevailing at the relevant time.

RESOLVED FURTHER THAT Mr. Sanjay Kachrulal Rathi, in his capacity as Managing Director, shall, subject to the superintendence, control and direction of the Board of Directors, manage and conduct the business and affairs of the Company and shall exercise such powers and perform such duties as may be entrusted to him by the Board of Directors from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee or any other Committee authorised by the Board) be and is hereby authorised to alter, vary and/or modify the terms and conditions of the said re-appointment and remuneration from time to time, provided that the same remains within the limits prescribed under the Companies Act, 2013, Schedule V thereto, the SEBI Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute and file all such forms, returns, documents and writings with the Registrar of Companies, Stock Exchange(s) and/or any other statutory or regulatory authority as may be necessary, desirable or expedient for giving effect to this Resolution."

6. Alteration in the Object Clause of the Company by Addition in object.

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

RESOLVED THAT Pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Incorporation) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, as amended from time to time, and subject to such approvals, consents, permissions and sanctions as may be required from the Registrar of Companies, Stock Exchange(s) and/or any other statutory or regulatory authority, consent of the Members of the Company be and is hereby accorded to alter the Main Objects Clause of the Memorandum of Association of the Company by inserting the following new Object Clause 4 after the existing Object Clause 3:

"To carry on the business of purchasing, procuring, aggregating, trading, buying, selling, reselling, importing, exporting, storing, distributing and otherwise dealing in soybean, soyabean seeds and other oilseeds and agricultural commodities, whether in raw, processed or semi-processed form, and soybean-derived products including soybean oil, soybean meal, de-oiled cake and other by-products, and to act as traders, dealers, distributors, commission agents, brokers, stockists or otherwise deal in the aforesaid products, in domestic as well as international markets, subject to applicable laws, rules, regulations, licences, permissions and approvals."

RESOLVED FURTHER THAT the existing numbering of the subsequent clauses of the Main Objects Clause of the Memorandum of Association of the Company, if any, be correspondingly altered/re-numbered.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and to execute all such documents, deeds and writings as may be necessary or expedient to give effect to this resolution, including filing of requisite forms, returns and documents with the Registrar of Companies, Stock Exchange(s) and/or any other statutory or regulatory authority.

RESOLVED FURTHER THAT any Director, Company Secretary, Compliance Officer or Chief Financial Officer of the Company be and is hereby severally authorised to make such modifications, alterations, additions or corrections as may be required by the Registrar of Companies, Stock Exchange(s) or any other statutory or regulatory authority and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

For and on behalf of the Board of Directors
Laxmi Cotspin Limited

Sd/-

Date: 04/09/2026 **CS Deepika Amit Dalmiya**
Place: Jalna Company Secretary & Compliance Officer

NOTES:

General Instructions for Accessing and Participating in the AGM through VC/OAVM Facility and Voting through Electronic Means Including Remote E-Voting.

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, is annexed to the notice of the AGM.

2. The Ministry of Corporate Affairs (“MCA”) permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. Accordingly, in compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM. [General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013”, General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, collectively referred to as “MCA Circulars”].

   Members attending the AGM through VC/OAVM shall be counted for the purpose of determining the quorum. [Section 103 of the Companies Act, 2013 (“Act”)] In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on Friday, August 28, 2026 (“cut-off date”) will be entitled to vote during the AGM.

   Pursuant to the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 (“SEBI Listing Regulations”), a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for this AGM and hence, the proxy form, attendance slip and route map of AGM are not annexed to this Notice. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

3. THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS AND TO APPOINT PROXY HAS BEEN DISPENSED WITH. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting Accordingly, In Terms of The MCA Circulars and The SEBI Circulars, the facility for Appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and Route Map of AGM are not annexed to this notice.

4. 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 for 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, Stakeholders Relationship Committee, Corporate Social Responsibility , Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. 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 the Circulars issued by the Ministry of Corporate Affairs 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

7. 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. The Notice can also be accessed from the websites of the Stock Exchanges i.e. NSE Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com

8. 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 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

9. Notice of the AGM along with the Integrated Annual Report for FY 2025-26 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. The Company shall send the physical copy of Integrated Annual Report FY 2025-26 to those Members who request the same at complianceofficer@laxmicotspin.com mentioning their Folio No./DP ID and Client ID. The Notice convening the 21st AGM along with the Integrated Annual Report FY 2025- 26 will also be available on the website of the Company at **www.laxmicotspin.com** websites of the Stock Exchanges i.e. NSE Limited, at www.nseindia.com Additionally, the Company will also send a letter to shareholders providing the web-link https://www.laxmicotspin.com/ for accessing the Integrated Annual Report to those Members who have not registered their

email address with the Company or RTA or Depositories. [Regulation 36(1) of the SEBI Listing Regulations].

10. In case of joint holders attending the AGM, only such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be entitled to vote at the Meeting.

11. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

12. Only registered Members of the Company may attend and vote at the AGM through VC/OAVM facility.

13. SEBI has made available an online dispute resolution mechanism through the SMART ODR Portal for the investors to raise disputes arising in the Indian Securities Market. After exhausting the options to resolve their grievances directly with the Company/RTA and through the SCORES platform, investors can initiate dispute resolution through the SMART ODR Portal. [SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026].

    Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login).

14. Corporate/Institutional Members intending to authorize their representatives to participate in the AGM through VC/OAVM and vote either through remote e-voting or voting during the AGM are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., to the Scrutinizer by email to piyushragrawal@gmail.com with a copy marked to (RTA email yash.parab@in.mpms.mufg.com The scanned image of the above-mentioned documents should be in the naming format "LAXMI COTSPIN LIMITED 21st Annual General Meeting".

15. 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), the Secretarial Standard on General Meetings (SS- 2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs 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 EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL. The facility of casting votes by a

member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

16. Non-Resident Indian members are requested to inform RTA immediately about:
    A. the change in the residential status on return to India for permanent settlement; and
    B. the particulars of the bank account(s) maintained in India with complete name, branch, and account type, account number and address of the bank, if not furnished earlier.

17. Members are requested to,
    A. Quote their Identification number/ folio number in all correspondence with the Company/ Registrar & Share Transfer Agent (RTA).
    B. Notify immediately and change in their address and their mandate, at the Registered Office of the Company / Registrar & Share Transfer Agent (RTA).

18. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 22nd September, 2026 to Monday, 28th September, 2026 (both days inclusive) for the purpose of AGM.

19. 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 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021 and General Circular no. 09/2023 dated 25.09.2023.

20. Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), (including any statutory modification(s)/ re-enactment(s)/ amendment(s) thereof, for the time being in force), the dividend which remains unpaid/ unclaimed for a period of seven years from the date of transfer to the unpaid/ unclaimed dividend account of the Company is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. As per the IEPF Rules, the corresponding shares in respect of which dividend has not been paid or claimed by the Members for seven (7) consecutive years or more shall also be transferred to the dematerialized account created by the IEPF authority. There is unpaid dividend amount of Rs. 33,000/- which will be transferred to IEPF.

21. Members holding shares in electronic form are requested to intimate all changes pertaining to their bank mandates, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), nominations, power of attorney, contact numbers, change in address and e-mail addresses to their respective Depository Participants with whom they are maintaining their demat accounts. Changes intimated to the Depository Participants will be automatically reflected in the Company's record which will help the Company and RTA to provide efficient and better services.

22. In terms of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, every holder of securities of the Company may, at any time, nominate, in the prescribed manner, a person to whom his/her securities of the Company shall vest in the event of his/her death.

23. In terms of Regulation 40(1) of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Further, SEBI had fixed March 31, 2021, as the cut- off date for the re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialized mode. The requests for effecting transmission/ transposition of securities shall be processed in the dematerialized form. In order to eliminate all risks associated with physical shares and avail various benefits of dematerialization. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent.

24. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.

25. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote evoting.

26. Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment / re-appointment at the AGM is provided under a separate heading, which forms part of this Notice.

A. The company has set Monday, 21st September, 2026 as the Cutoff date for taking record of the shareholders of the company who will be eligible for casting their vote on the resolution to be passed in the ensuing AGM for both E–Voting and Physical mode through Polling Paper.

B. The remote e-voting period will commence on Friday, 25th September, 2026 at 9:00 A.M. and ends on Sunday, 27th September, 2026 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 21st September, 2026, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder; the shareholder shall not be allowed to change it subsequently.

C. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, 21st September, 2026

D. The Board of Directors has appointed CA Piyush Agrawal, Practicing Chartered Accountant as scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair transparent manner.

E. The Scrutinizer shall, immediately after the conclusion of e-voting at Annual General Meeting, download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within two working days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.

F. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL and also be immediately forwarded to NSE, Mumbai.

G. All the Statutory Registers and Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Regd. office of the Company on all working days, between 3.00 P.M. to 5.00 P.M. up to the date of the Meeting.

H. Members desiring any information relating to the Accounts are requested to write to the Company well in advance so as to enable management to keep the information ready.

I. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.

J. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011, and April 29, 2011, respectively), has undertaken a ‘Green Initiative in Corporate Governance’ and allowed companies to share documents with their shareholders through electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company’s Registrar and Share Transfer Agents.

K. Members holding shares in Physical form, in identical order of names, in more than one folio are requested to send to the Company or MUFG Intime India Private Limited (RTA), the details of such folio together with the share certificates for consolidating their shareholding in one folio. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

L. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have de-mat accounts.

M. Members are requested to intimate their email id at complianceofficer@laxmicotspin.comin order to meet the requirement of green initiatives.

N. Electronic copy of Notice of the AGM along with Annual Report 2025-26 including remote E Voting Instruction, is being sent by electronic mode to those members who is registered as a member as on 28th August, 2026 on their registered E mail ID. For those shareholders whose name stands registered in the register of member as on Friday 28th August, 2026 and who want a physical copy of the same kindly request to the company on complianceofficer@laxmicotspin.com.

O. Shareholders are also informed that voting shall be by E-voting.

P. Shareholders also informed that if you want to registered as speaker in AGM, you have to mail to the company on or before 20th September, 2026.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Friday, 25th September, 2026 at 09:00 A.M. and ends on Sunday, 27th September, 2026 at 05:00P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 21st September, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 21st September, 2026.

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

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

Step 1: Access to NSDL e-Voting system

A) **Login method for Individual shareholders holding securities in demat mode is given below:**
In terms of SEBI circular 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.

Login method for Individual shareholders holding secureties in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on

	the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?

   (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the

.pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL

account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status. 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting". 3. Now you are ready for e-Voting as the Voting page opens. 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to piyushragrawal@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Rahul Rajbhar at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of 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 admin@laxmicotspin.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated

Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to admin@laxmicotspin.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system.** After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. 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.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at admin@laxmicotspin.com. The same will be replied by the company suitably.

Explanatory Statement
(Pursuant to section 102(1) of the Companies Act, 2013)

Annexure to the Item No.- 2 of the Notice

M/S. Singh Mundada & Associates, Chartered Accountants (FRN:122059W), (a peer reviewed firm) was appointed as the Statutory Auditors of Laxmi Cotspin Limited (the "Company") for the financial year 2026-27, to fill the casual vacancy caused by the resignation of M/s. DMKH AND Co., to the members of the Company, to hold office till the conclusion of 21st AGM.

Pursuant to the provisions of Section 139 of the Companies Act, 2013 (the "Act") read with the Companies (Audit and Auditors) Rules, 2014 ("Rules"), the Board of Directors of the Company has recommended appointment of M/S. Singh Mundada & Associates, Chartered Accountants (FRN:122059W) as the Statutory Auditors of the Company, for a term of 5 (five) years to hold office from the conclusion of this AGM until the conclusion of the 26th Annual General Meeting of the Company on such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors, plus out of pocket expenses. The said recommendation is on the basis, inter alia, taking into consideration the qualifications and experience which commensurate with the size and requirements of the Company. Auditor has consented to act as Statutory Auditor and has confirmed that their appointment, if made, would be within the limits specified under Section 141 (3)(g) of the Act. Also confirmed that it is not disqualified to be appointed as Statutory Auditors in terms of the provisions of Sections 139(1), 141(2) and 141 (3) of the Act and the Rules and that holds a valid certificate issued by the Peer Review Board of Institute of Chartered Accountant of India (ICAI). The remuneration to be paid to auditor shall be mutually agreed upon by the Board of Directors and Deloitte.

The Board of Directors recommends the ordinary resolution as set out at item no. 2 of the notice for approval of the members.

None of the Directors of the Company or Key Managerial Personnel or their relatives, in any way are concerned or interested (financially or otherwise) in the resolution set out at item no. 2 of the Notice. Accordingly, the Board of Directors recommends the said resolution set out in item no. 2 for the Members' approval by way of an Ordinary Resolution.

Annexure to the Item No.- 3 of the Notice

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item No. 3 the accompanying Notice dated 04/09/2026

Details of Directors seeking re-appointment in the forthcoming Annual General Meeting. (In pursuance of Secretarial Standards on General Meetings [SS-2] and Regulation 36 of the Securities and Exchange Board of India [Listing Obligation and Disclosure Requirements] Regulations,2015)

Name of the Director	Mr. Ramesh Gopikishan Mundada (Whole Time Director)
Director Identification No	00153255
Category	Executive Director
Date of Birth	05/09/1959
Age	67 Years
Date of First Appointment on the Board and term	Ramesh Gopikishan Mundada was appointed as an Executive Director w.e.f. 01/07/2022 till cessation, liable to retire by rotation.
Relationship with Directors and KMPs	None
Qualifications	B.com 1982 batch, from J.E.S college Jalna.
Expertise in specific functional area.	Mr. Ramesh Gopikishan Mundada is the director of LAXMI COTSPIN LIMITED with experience of 20 years in the company, he is also director in 1. Mauli Financial services Pvt Ltd, 2. Mammadevi Steel Alloys Private Limited 3. Laxmi Surgical Healthcare Private Limited. **4.** Vedamata Multiservices and Trading Private Limited
Terms and conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Ramesh Gopikishan Mundada proposed to be appointed as Executive Director liable to retire by rotation. His last drawn remuneration is ₹12,60,000/- PA (Rupees Twelve Lakhs Sixty Thousand only).
Remuneration sought to be paid	He shall draw remuneration of ₹1,00,000/- (Rupees One Lakh only) per month.
No. of Meetings of the Board attended during the year	13
Directorships of the Board of other companies including the listed companies as on March 31, 2026	1. Laxmi Cotspin Limited 2. Mammadevi Steel Alloys Private Limited 3. Mauli Financial Services Private Limited 4. Vedamata Multiservices And Trading Private Limited 5. Laxmi Surgical Healthcare Private Limited
Membership/Chairmanship of Committees of the Board of the Company and other Companies on which he is a director.	Member in Stakeholders Relationship Committee.
Number of shares held in the Company as on 31st March, 2026	48,813
In case of independent directors, the skills and capabilities required for the	Not Applicable

role and the manner in which the proposed person meets such requirements	
List of Other Companies/bodies corporate (including listed entities) in which Directorships are held along with listed entities from which the person has resigned in the past three years	Orient Polypack Private Limited

Further, we would like to state that as per the requirement of the Circular No. LIST/COMP/14/ 2018- 19 Dated June 20, 2018 w.r.t. Enforcement of SEBI Orders Regarding Appointment Of Directors By Listed Companies, the Board of Directors and its Nomination and Remuneration Committee while considering the appointment of Mr. Ramesh Gopikishan Mundada, has verified and confirmed from him that he is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority.

Annexure to the Item No.- 4 of the Notice

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s. Cheena and Associates., Cost Accountants (Firm Registration No. 000397), as the Cost Auditors of the Company to conduct the audit of cost records maintained under Section 148 of the Companies Act, 2013 for the financial year 2026-27, at a remuneration and terms of engagement as may be mutually agreed between the Board/ Audit Committee and the Cost Auditors of the Company.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. [4] of the Notice for approval by the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Annexure to the Item No.- 5 of the Notice

Mr. Sanjay Kachrulal Rathi (DIN: 00182739) is presently the Managing Director and Promoter of the Company. His existing tenure as Managing Director is valid up to December 30, 2026.

Considering his experience, knowledge, expertise, leadership capabilities and contribution towards the growth and development of the Company, the Nomination and Remuneration

Committee ("NRC"), at its meeting held on 04/09/2026 after evaluating his performance and suitability, recommended his re-appointment as Managing Director of the Company for a further period of five years.

Based on the recommendation of the NRC, the Board of Directors of the Company, at its meeting held on 04/09/2026 approved the re-appointment of Mr. Sanjay Kachrulal Rathi as Managing Director of the Company for a further period of 5 (Five) years commencing from December 31, 2026 and ending on December 30, 2031, subject to the approval of the Members of the Company.

The re-appointment may be terminated in accordance with the terms and conditions approved by the Board and applicable provisions of law.

Mr. Sanjay Kachrulal Rathi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has furnished the requisite declarations and disclosures to the Company. The Company has received the requisite consent from Mr. Sanjay Kachrulal Rathi to act as Managing Director of the Company.

The additional information in respect of Mr. Sanjay Kachrulal Rathi pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) is provided in the Annexure to the Notice.

Mr. Sanjay Kachrulal Rathi is interested in the Resolution relating to his own re-appointment and remuneration. His relatives may also be deemed to be interested in the Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board considers that the continued association and leadership of Mr. Sanjay Kachrulal Rathi would be beneficial to the Company and accordingly recommends the **Special Resolution set out at Item No.5** for approval of the Members.

Relevant details, in terms of Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings

1	Name	Mr. Sanjay Kachrulal Rathi
2	DIN	00182739
3	Age	60 Years
4	Date of first appointment on the Board	19/10/2005
5	Designation	Managing Director
6	Qualification	B.Com, D.B.M.

7	Brief Resume, Experience and Expertise in specific functional areas	20+ years in spinning and ginning; 15 years in wholesale cloth trading. He is a business professional with extensive experience in the spinning, ginning, and textile industries, along with a strong background in wholesale cloth trading and business management.
8	Terms and conditions of appointment or reappointment	Appointment as Managing Director of the Company for a further period of 5 (Five) years commencing from December 31, 2026 and ending on December 30, 2031, liable to retire by rotation.
9	Period of Appointment	Five years commencing from December 31, 2026 up to December 30, 2031.
10	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA
11	Last drawn remuneration	**₹54,00,000/- (Rupees Fifty Four Lakh only) per annum.**
12	Remuneration sought to be paid	**₹4,00,000/- (Rupees Four Lakh only)** per month, In addition to the above remuneration, he shall be entitled to such allowances, perquisites, benefits and facilities, if any, as may be approved by the Board of Directors on the recommendation of the NRC, subject to the applicable statutory limits.
13	Minimum Remuneration	In the event of loss or inadequacy of profits during any financial year during his tenure, the remuneration payable to Mr. Sanjay Kachrulal Rathi shall be subject to the provisions of Section 197 read with Schedule V to the Companies Act, 2013 and other applicable provisions of law.
14	Powers and Duties	Mr. Sanjay Kachrulal Rathi shall, subject to the superintendence, control and direction of the Board of Directors, be responsible for the overall management and conduct of the business and affairs of the Company and shall exercise such powers and perform such duties as may be entrusted to him by the Board from time to time.
15	Relationship with Promoters/Directors	Mr. Sanjay Kachrulal Rathi belongs to the **Promoter/Promoter Group** of the Company.

16	Shareholding in the company	4,39,376
17	Number of Meetings of the Board attended during the year	13
18	Directorships of the Board of other companies including the listed companies as on March 31, 2026	1. Rathi Ispat And Infra Private Limited 2. Laxmi Cotspin Limited 3. Laxmi Spintex Private Limited 4. Rajuri Cement Private Limited 5. Laxmi Surgical Healthcare Private Limited 6. Icon Build Smart Private Limited 7. Icon Steel Social Foundation 8. Jalna Maheshwari Charitable Foundation 9. Laxmi Style & Design Private Limited
19	Membership/Chairmanship of Committees of the Board of the Company and other Companies on which he is a director	Member in Audit Committee and Corporate Social Responsibility Committee
20	Listed entities from which the person has resigned in the past three years	NA After closure of FY 2025-26 he has resigned from Cotton Association Of India

Further, we would like to state that as per the requirement of the Circular No. LIST/COMP/14/ 2018- 19 Dated June 20, 2018 w.r.t. Enforcement of SEBI Orders Regarding Appointment Of Directors By Listed Companies, the Board of Directors and its Nomination and Remuneration Committee while considering the appointment of Mr. Sanjay Kachrulal Rathi, has verified and confirmed from him that he is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority.

Annexure to the Item No.- 6 of the Notice

The Company is presently engaged in the business of cotton and yarn and allied activities.

With a view to expanding and diversifying its business activities and leveraging the Company's existing experience, infrastructure, business relationships and market presence in the agricultural commodity and allied business sectors, the Board of Directors has considered it appropriate to enable the Company to undertake the business of trading in soybean, soyabean seeds and other oilseeds and allied products.

Accordingly, the Board of Directors, at its meeting held on 04/09/2026 approved, subject to the approval of the Members and other applicable approvals, the proposal to alter the Main Objects Clause of the Memorandum of Association of the Company by insertion of the proposed Object Clause stated in Item No. 6 of this Notice.

The proposed alteration will enable the Company to undertake purchasing, procurement, trading, buying, selling, importing, exporting, storage, distribution and other allied activities in soybean, soybean seeds, other oilseeds and related products in domestic as well as international markets.

The proposed alteration is intended to provide the Company with greater flexibility to diversify its business operations, develop additional revenue streams and pursue business opportunities in the agricultural commodity trading sector.

The proposed alteration of the Main Objects Clause, by itself, does not constitute commencement of the proposed business. The Company shall obtain such registrations, licences, permissions and approvals as may be applicable under the prevailing laws before undertaking any activity for which such approval is required.

The Board is of the view that the proposed alteration of the Main Objects Clause is in the interest of the Company and its Members.

Pursuant to Section 13 of the Companies Act, 2013, alteration of the Objects Clause of the Memorandum of Association requires approval of the Members by way of a Special Resolution.

A copy of the existing Memorandum of Association and the proposed altered Memorandum of Association will be available for inspection by the Members electronically and/or at the Registered Office of the Company during business hours on all working days up to and including the date of the EGM.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

Details of Proposed Alteration in the Main Objects Clause of the Memorandum of Association

Particulars	Details
1. Brief details of amendment in the Memorandum of Association	The Company proposes to alter the Main Objects Clause of its Memorandum of Association by inserting a new object enabling the Company to undertake the business of purchasing, procuring, trading, buying, selling, importing, exporting, storing, distributing and otherwise dealing in soybean, soyabean seeds, other oilseeds, agricultural commodities and soybean-derived products, subject to applicable laws and approvals.

Particulars	Details
2. Existing Object Clause	The existing Main Objects Clause of the MOA contains the objects relating to the existing business activities of the Company. The specific existing clause proposed to be amended/altered is Clause 4 of the Main Objects Clause.
3. Proposed Object Clause	"To carry on the business of purchasing, procuring, aggregating, trading, buying, selling, reselling, importing, exporting, storing, distributing and otherwise dealing in soybean, soyabean seeds and other oilseeds and agricultural commodities, whether in raw, processed or semi-processed form, and soybean-derived products including soybean oil, soybean meal, de-oiled cake and other by-products, and to act as traders, dealers, distributors, commission agents, brokers, stockists or otherwise deal in the aforesaid products, in domestic as well as international markets, subject to applicable laws, rules, regulations, licences, permissions and approvals."
4. Purpose of alteration	The proposed alteration is intended to enable the Company to diversify and expand its business operations by entering into the soybean and allied agricultural commodity trading business and to create additional business and revenue opportunities by leveraging the Company's existing resources, experience and business relationships.
5. Impact of the amendment on the business of the Company	The proposed amendment will enable the Company to undertake soybean trading and allied activities as an additional line of business. The Company may undertake such activities directly and/or through appropriate business arrangements, subject to applicable statutory and regulatory requirements.
6. Effect on the existing business of the Company	The proposed alteration is not intended to discontinue or adversely affect the Company's existing business activities. The existing business of the Company shall continue as before.
7. Nature of the proposed activity	The proposed activity will primarily comprise procurement, purchase, sale and trading of soybean, soyabean seeds, other oilseeds and related agricultural commodities/products in domestic and, where permissible, international markets.
8. Estimated investment / financial implications	The financial requirement for undertaking the proposed activity will depend upon the scale and nature of operations undertaken by the Company. The Company will deploy funds from internal accruals and/or other sources as may be considered appropriate by the Board, subject to applicable laws and approvals.
9. Regulatory approvals required	The alteration of the MOA requires approval of the Members by way of Special Resolution under Section 13 of the Companies Act, 2013 and registration of the altered MOA with the Registrar of Companies. Any licence, registration, permission or approval required for undertaking specific

Particulars	Details
	soybean trading/import/export or other regulated activities shall be obtained separately before commencement of such activity.
10. Date of Board approval	04/09/2026
11. Date of proposed shareholders' approval	28/09/2026
12. Expected date of commencement of proposed activity	The Company proposes to commence the proposed activity after completion of applicable corporate, statutory and regulatory compliances and obtaining necessary approvals, as may be applicable.
13. Whether the promoters/directors/KMP have any interest in the proposed activity	None of the Promoters, Directors or Key Managerial Personnel of the Company has any interest in the proposed activity, except to the extent of their respective shareholding, if any, in the Company.
14. Whether the proposed activity is a related party transaction	The proposed alteration of the MOA, by itself, does not constitute a Related Party Transaction. Any transaction with a related party arising subsequently in connection with the proposed business shall be undertaken in accordance with applicable provisions of the Companies Act, 2013 and SEBI LODR Regulations.
15. Change in nature of business	The proposed alteration will enable the Company to add soybean and allied agricultural commodity trading as an additional business activity. The existing nature of business of the Company will continue.

For and on behalf of the Board of Directors
Laxmi Cotspin Limited

Sd/-

Date: 04/09/2026
Place: Jalna

CS Deepika Amit Dalmiya
Company Secretary & Compliance Officer