

GUJARAT HY-SPIN LIMITED

Registered office: Gujarat Hy-Spin Limited P.O. Box No. 22, Gundala Road,
Gondal. Dist - Rajkot -360311. Gujarat.

CIN: L17110GJ2011PLC063898

Tel No.: 02825-297170/ Email ID: cs@gujarathyspin.in / Website: www.gujarathyspin.in

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Dear Members,

Notice is hereby given that the Extra-ordinary General Meeting ("EGM") of the members of **Gujarat Hy-Spin Limited ("Company")** is scheduled to be held at the registered office of the company at **Gujarat Hy-Spin Limited P.O. Box No. 22, Gundala Road, Gondal. Dist - Rajkot -360311. Gujarat** on **Saturday, October 11, 2025 at 11:00 A.M. (IST)**, to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1: ALTERATION IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT, pursuant to the provisions of Sections 13 and 61 and other applicable provisions, if any, of the Companies Act 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, (including any amendment, modification, variation or re-enactment to any of the foregoing), read with the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased and altered from the existing ₹ 16,75,00,000 (Indian Rupees Sixteen Crores Seventy-Five Lakhs) divided into 1,67,50,000 (One Crore Sixty-Seven Lakhs Fifty Thousand) equity shares of ₹10/- (Indian Rupees Ten) each to ₹ 22,75,00,000 (Indian Rupees Twenty-Two Crores Seventy-Five Lakhs) divided into 2,27,50,000 (Two Crores Twenty-Seven Lakhs Fifty Thousand) equity shares of ₹10/- (Indian Rupees Ten) each, by creation and addition of additional 60,00,000 (Sixty Lakhs) equity shares of ₹10/- (Indian Rupees Ten) each, aggregating to ₹ 6,00,00,000 (Rupees Six Crores only).

"RESOLVED FURTHER THAT, the existing Clause 5 of the Memorandum of Association of the Company be and is hereby substituted with the following:

"5. The Authorized Share Capital of the Company is Rs. 22,75,00,000 /- (Rupees Twenty-Two Crore Seventy-Five Lakhs) divided into 2,27,50,000 (Two Crores Twenty-Seven Lakhs Fifty Thousand) equity shares of Rs. 10/- (Ten only) with power to increase and decrease 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, qualified or special rights, privileges or conditions as may be determined in accordance with the Article of Association of the company for the time being in and to modify or abrogate any such right, privilege or condition in such a manner as may be permitted by the Companies Act or as provided by the Article of Association of the Company for the time being in force and with such modification from time to time."

ITEM NO. 2: TO APPROVE THE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTERS FOR CASH CONSIDERATION:

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

"RESOLVED THAT, pursuant to the provisions of Sections 23(1)(b), 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **"Companies Act"**) read

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with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time and other relevant rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“**FEMA**”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange i.e. BSE Limited where the equity shares of the Company are listed (“**Stock Exchange**”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“**SEBI LODR Regulations**”) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to issue, offer and allot, on a preferential basis to extent of 60,00,000 (Sixty Lakhs) equity shares of face value of ₹ 10/- (Rupees Ten only) each fully paid up for cash, at an issue price of ₹ 40/- (Rupees Forty Only) per equity share (which includes a premium of ₹ 30/- (Rupees Thirty Only) per equity share), aggregating up to ₹ 24,00,00,000 (Rupees Twenty-Four Crore Only), determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations with the terms as set out herein, and in the Explanatory Statement to this Notice convening the EGM, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, to the below mentioned Proposed Allottees from the ‘Non-Promoter’ category as follows:

S.No.	Name of the Proposed Allottee	Category	No of Proposed Equity share
1.	Seema Manish Nuwal	Non-Promoter	900,000
2.	Sachin Naresh Jain	Non-Promoter	700,000
3.	Lalita Naresh Jain	Non-Promoter	500,000
4.	Naresh Sagarmal Jain	Non-Promoter	700,000
5.	Vatsal Kamal Joisher	Non-Promoter	600,000
6.	Amit Umarshi Bhanushali (HUF) (Karta of HUF - Amit Umarshi Bhanushali)	Non-Promoter	600,000
7.	Haresh V Joisher	Non-Promoter	700,000
8.	Kedar Dilip Kothari	Non-Promoter	500,000
9.	Shah Jay Pareshbhai	Non-Promoter	600,000
10.	Finava Jay Jagdishbhai	Non-Promoter	200,000
	Total		60,00,000

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“RESOLVED FURTHER THAT in terms of the provisions of SEBI ICDR Regulations, the **“Relevant Date”**, for determining the minimum price of the equity shares being allotted to the non-promoters on a preferential basis, is **Thursday, September 11, 2025**, being the date Thirty (30) days prior to the date of Extra-ordinary General Meeting.

“RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a) The pre-preferential shareholding of the proposed allottees shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;
- b) The Shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- c) Allotment of Shares shall only be made in dematerialized form; and
- d) Equity Shares shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations".

“RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank *pari-passu* with the existing equity shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares. The issue and allotment of Equity Shares be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and be listed on the BSE Limited where the equity shares of the Company are currently listed”.

“RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, 2018 the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations”.

“RESOLVED FURTHER THAT pursuant to the provision of the Companies Act 2013, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and a Private Placement Offer Letter in Form No. **PAS-4** together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initiated by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscribers to the Equity shares”.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Issue and Allotment Committee of the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the SEBI ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, the Government of India, etc. and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed

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by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution.”

By order of the Board
For Gujarat Hy-Spin Limited
Sd/-

Mr. Maganbhai Parvadiya
Chairman & Whole-time Director
DIN: 03190749

Place: Rajkot

Date: September 11, 2025

Registered Office:

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NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member of the company.

A Member entitled to attend and vote at the Extra-Ordinary General Meeting (“the meeting”) is entitled to appoint a proxy to attend and vote on poll and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

3. Corporate Members intending to send their authorized representatives to attend the meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board resolution together with respective Specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.

4. Electronic Copy of Notice of EGM is being sent to all the members whose email addresses are registered with the Company/Depository Participant(s) unless any member has requested a hard copy

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of the same. Members may also note that the Notice of EGM will also be available on the Company's Website www.gujarathyspin.in for download. Members who have not registered their e-mail address are requested to register the same with their respective depository participant(s).

5. Shareholders who have not registered their e-mail addresses so far, are requested to register their e-mail address in prescribed form attached with Notice for receiving all communication including Notices of EGM etc. from the Company electronically.

6. Members may note that the Notice of EGM will also be available on the Company's website www.gujarathyspin.in websites of the BSE Limited at www.bseindia.com.

7. Member's voting rights shall be in proportion to his/her share of paid-up share capital of the company. In case of Joint holders attending the meeting together, only whose name appearing first, will be entitled to vote.

8. Statutory Registers and documents referred to in the Notice and Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days (Monday to Friday) between 11:00 a.m. to 5:00 p.m. up to the date of the Extra-ordinary General Meeting and will also be available for inspection at the Meeting.

9. Members desirous of making a nomination in respect of their shareholding, under Section 72 of the Companies Act, 2013, are requested to send their request to the Secretarial Department in the prescribed form.

10. Members/proxies are requested to bring their Attendance slip, sent herewith, duly filled in, to attend the meeting. The results shall be declared at or after the Extra-Ordinary General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Website of the Company i.e. www.gujarathyspin.in and also on the Stock exchange www.bseindia.com immediately after the result is declared by the Chairman and communicated to BSE Limited.

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

ITEM NO. 1:

The present capital structure of the Company is as under:

Particulars	Authorized Share Capital		Issued / Subscribed / Paid-up Capital	
	Number of Shares	Value (Rs.)	Number of Shares	Value (Rs.)
Equity Shares	1,67,50,000	16,75,00,000	1,67,50,000	16,75,00,000

The members are informed that the Board of Directors of the Company (“Board”) at its meeting held on September 11, 2025 has approved to offer, issue and allot up to 60,00,000 (Sixty Lakhs) fully paid-up Equity Shares of the Company having face value of ₹ 10/- each, at a price of ₹ 40/- (Rupees Forty Only) per Equity Share, including a premium of ₹ 30/- (Rupees Thirty Only) per Equity Share, aggregating to ₹ 24,00,00,000 (Rupees Twenty-Four Crores Only) on a preferential allotment basis to Non-promoter, subject to shareholders’ approval. After the proposed preferential issue as per Item No. 2 of this Notice (assuming full equity shares takes place) the paid-up share capital of the Company will be Rs. 22,75,00,000/- consisting of 2,27,50,000 equity shares of ₹ 10/- each. Hence, after the proposed preferential issue the paid-up share capital of the Company will increase beyond the limit of the present authorized share capital of the Company and therefore there is a need to increase the authorized share capital of the Company.

The increase in the authorized share capital as aforesaid would require consequential amendments to the existing Clause 5 of the Memorandum of Association of the company as set out in Item Nos. 1 of the Notice respectively.

Accordingly, the Resolutions at Item No. 1 seek approval of the Shareholders for the proposed increase of Authorized Capital of the Company and the consequent amendments to the existing Clause 5 of the Memorandum of Association of the company.

None of the Directors, Key Managerial Personnel and their relatives are financially or otherwise concerned with or interested in the resolution at Item Nos. 1 of the notice except to the extent of their shareholding in the company.

ITEM NO. 2:

In accordance with Sections 23, 42 and 62 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI (ICDR) Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of Members of the Company by way of Special Resolution is required to issue of equity shares (“Equity Shares”) to the Proposed Allottees, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

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The details in relation to the preferential issue as required under the SEBI (ICDR) Regulations and the Act read with the rules issued thereunder are set forth below:

1. The allotment of the equity shares is subject to the proposed allottee(s) not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee(s) have represented that the allottee(s) have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.

2. The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations are set out below:

(i) **Particulars of the Preferential Issue including date of passing of Board Resolution**

The Board of Directors of the Company at meeting held on Thursday, September 11, 2025 had approved the issue of equity shares on preferential basis in aggregate and up to 60,00,000 (Sixty Lakhs) number of Equity Shares of the Company having face value of ₹ 10/- each, at an Issue price of ₹ 40/- (Rupees Forty Only) per Equity Share, including a premium of ₹ 30/- (Rupees Thirty Only) per Equity Share, aggregating to ₹ 24,00,00,000 (Rupees Twenty-Four Crore Only) of equity shares on a preferential allotment basis to Non-promoter as defined in SEBI (ICDR) Regulations (“**Proposed Allottee**”).

The following details of the proposed preferential issue of the equity shares are disclosed in accordance with the business;

(ii) **The object / purpose of the preferential issue:** The proceeds of the Preferential Issue will be utilized as per follow.

Utilization of Gross Proceeds along with Timeline for utilisation:

Sr. No	Particulars	Total estimated amount to be utilized (Rs. In Lakhs)	Timelines for Utilisation of Funds
1	Capital Expenditure for setting up of the Solar Plant for our factory to run and optimize the power / electricity expense	1200.00	Within 12 months on receipt of the fund
2	Repayment of Bank loans including CC / OD	850.00	Within 6 months on receipt of the fund
3	General Corporate Purpose	350.00	Within 12 months on receipt of the fund
	Total	2400.00	

Since the funds raised are less than Rs.100 Crores, there is no need to appoint a Monitoring Agency for monitoring the utilization of funds

(iii) **Maximum number of specified securities to be issued:** It is proposed to offer, allot and issue up to 60,00,000 (Sixty Lakhs) number of fully paid-up equity shares of the Company having a face value of ₹ 10/- (Rupees Ten Only) each at a price of ₹ 40/- (Rupees Forty Only) per Equity Share, including a premium of ₹ 30/- (Rupees Thirty Only) per Equity Share as per the table specified below:

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Sr. No.	Name of Proposed Allottees	Maximum Number of equity shares proposed to be allotted
	Non-Promoter	
1	Seema Manish Nuwal	900,000
2	Sachin Naresh Jain	700,000
3	Lalita Naresh Jain	500,000
4	Naresh Sagarmal Jain	700,000
5	Vatsal Kamal Joisher	600,000
6	Amit Umarshi Bhanushali (HUF) Karta of HUF – Amit Umarshi Bhanushali	600,000
7	Haresh V Joisher	700,000
8	Kedar Dilip Kothari	500,000
9	Shah Jay Pareshbhai	600,000
10	Finava Jay Jagdishbhai	200,000
	Total	60,00,000

- (iv) **Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:** None of the Promoters, Directors and Key Managerial Personnel and their relatives have any concern or interest, financial or otherwise, in the proposed resolution as set out in the accompanying Notice in accordance with the terms of the Companies Act, 2013.
- (v) **Pricing of the Issue:** The issue of equity shares to the Non-promoters will be at ₹ 40/- per Equity Share (including a premium of ₹ 30/-) in accordance with the SEBI (ICDR) Regulations.
- (i) **Basis on which the price has been arrived at along with report of the registered valuer:** The Equity Shares of the Company is listed on BSE Limited (“BSE”) (BSE is hereinafter referred to as the “Stock Exchange”). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and the share prices on BSE, being the stock exchange with higher trading volumes for the relevant periods, have been considered for arriving at the floor price of the shares to be allotted under the Preferential Allotment in accordance with the SEBI ICDR Regulations.

As the equity shares of the Issuer have been listed on a recognized stock each for more than 90 trading days, the ICDR Regulations provides that the issue of shares on a preferential basis can be made at a price not less than the higher of the following:

- (a) ₹ 24.23 per Equity Share being the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the 90 trading days preceding the relevant date; or
- (b) ₹ 25.97 per Equity Share being the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the 10 trading days preceding the relevant date; or
- (c) ₹ 40.00 per Equity Share being the price determined as per the valuation report issued by an independent registered valuer, in accordance with Regulation 166A of the SEBI ICDR Regulations. The valuation report and is hosted on website of the Company which can be accessed at the link: https://gujarathyspin.in/links/Valuation_Report.pdf

The pricing of the Equity share to be allotted on a preferential basis as approved by the Board is ₹ 40/- (Rupees Forty only) per Equity share, which is not less than the minimum price of ₹ 40/- (Rupee Forty only) per Equity share, determined in accordance with Regulation 164 and 166A of the SEBI ICDR Regulations and as per the valuation report of a registered valuer.

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A Certificate has been taken from Independent Registered Valuer Mr. Nitish Chaturvedi (IBBI Registration No.: IBBI/RV/03/2020/12916), confirming the minimum price for the preferential issue as per Regulation 166A of SEBI ICDR Regulations and the same shall be made available and published on the websites of the company i.e. https://gujarathyspin.in/links/Valuation_Report.pdf The fair value per share recommended by valuer is Rs. 40/- per share as per the valuation report dated September 11, 2025.

Further Pursuant to Regulation 166A (1), in the case of any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

If the Company is required to re-compute the price, then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the equity share proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

- (vi) **Relevant Date:** The “Relevant Date” in terms of Regulation 161 of the SEBI (ICDR) Regulations, 2009 for determination of minimum price is September 11, 2025 being the date which is 30 (Thirty) days prior to the date on which the meeting of the shareholders is to be held to consider the proposed issue i.e. October 11, 2025.
- (vii) **The class or classes of persons to whom the allotment is proposed to be made:** The allotment is proposed to be made to the Proposed Allottees as specified in serial number x below belonging to the Non-Promoters Category.
- (viii) **The shareholding pattern of the issuer before and after the preferential issue:**

Sr. No	Category	Pre-Issue*		Preferential Offer	Post Issue#	
		Number of shares	% of shareholding	Number of Equity shares	Number of shares	% of shareholding
A	Promoters and Promoters Group Holding					
	A1) Indian					
	Individuals/Hindu undivided Family	47,80,660	28.54	0	47,80,660	21.01
	Any Other (specify)	60,93,915	36.38	0	60,93,915	26.79
	TOTAL (A)	1,08,74,575	64.92	0.00	1,08,74,575	47.80
B	Non-Promoters Shareholding					
	B1) Institutions	0	0	0	0	0
	B2) Institutions (Domestic)	0	0	0	0	0
	Banks	0	0	0	0	0

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Sr. No	Category	Pre-Issue*		Preferential Offer	Post Issue#	
		Number of shares	% of shareholding	Number of Equity shares	Number of shares	% of shareholding
	NBFCs registered with RBI	0	0	0	0	0
	Other financial Institution	0	0	0	0	0
	B3) Institutions (Foreign)	2,40,000	1.43	0	2,40,000	1.05
	B4) Central Government/ State Government(s)/ President of India	0	0	0	0	0
	B5) non-institutions	0	0	0	0	0
	Investor Education and Protection Fund (IEPF)	0	0	0	0	0
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	19,00,000	11.34	0	19,00,000	8.35
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	29,65,425	17.70	54,00,000	83,65,425	36.77
	Non- Resident NRI	30,000	0.18	0	30,000	0.13
	Body corporate	1,50,000	0.90	0	1,50,000	0.66
	Others	5,90,000	3.52	6,00,000	5,90,000	2.59
	TOTAL (B)	58,75,425	35.08	60,00,000	1,18,75,425	52.20
	TOTAL (A+B)	1,67,50,000	100.00	60,00,000	2,27,50,000	100.00

* Pre issue shareholding is as on 31st March, 2025.

The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full subscription of equity shares to be allotted under the present issue.

There will not be any change of control of the existing shareholders due to issue of such equity shares.

- (ix) **Proposed time within which allotment shall be completed:** Pursuant to the provisions of Regulation 170 of SEBI (ICDR) Regulations, the allotment of equity shares shall be made by the company within a period of Fifteen (15) days from the date of passing of this resolution provided

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that where the issue and allotment of the said equity is pending on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

- (x) **Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Investors:** Pursuant to the SEBI ICDR Regulations, 2018, stipulates that if in the chain of ownership of the Company there is any listed company, mutual fund, bank or insurance company, no further disclosure will be necessary.

Sr. No.	Name of the Proposed Allottee	Category	No. of equity Shares	Identity of the ultimate Beneficial Owners
1	Seema Manish Nuwal	Non-Promoter	900,000	Not Applicable
2	Sachin Naresh Jain	Non-Promoter	700,000	Not Applicable
3	Lalita Naresh Jain	Non-Promoter	500,000	Not Applicable
4	Naresh Sagarmal Jain	Non-Promoter	700,000	Not Applicable
5	Vatsal Kamal Joisher	Non-Promoter	600,000	Not Applicable
6	Amit Umarshi Bhanushali (HUF)	Non-Promoter	600,000	Karta of HUF - Amit Umarshi Bhanushali
7	Haresh V Joisher	Non-Promoter	700,000	Not Applicable
8	Kedar Dilip Kothari	Non-Promoter	500,000	Not Applicable
9	Shah Jay Pareshbhai	Non-Promoter	600,000	Not Applicable
10	Finava Jay Jagdishbhai	Non-Promoter	200,000	Not Applicable

- (xi) **The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:** The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment.

Sl. No	Name of the Proposed Allottee	Identity of the Ultimate Beneficial Owners*	No. & % of Equity Shares held prior to the Preferential Allotment		No. & % of Post issue Equity and voting share capital *(Assuming full allotment of Equity Shares)	
			No. of Shares	%age	No. of Shares	%age
	Non-Promoter					
1	Seema Manish Nuwal	Not Applicable	NIL	N.A	900,000	3.96%
2	Sachin Naresh Jain	Not Applicable	NIL	N.A	700,000	3.08%
3	Lalita Naresh Jain	Not Applicable	NIL	N.A	500,000	2.20%
4	Naresh Sagarmal Jain	Not Applicable	NIL	N.A	700,000	3.08%
5	Vatsal Kamal Joisher	Not Applicable	NIL	N.A	600,000	2.64%
6	Amit Umarshi Bhanushali (HUF) (Karta of HUF – Amit Umarshi Bhanushali)	Not Applicable	NIL	N.A	600,000	2.64%
7	Haresh V Joisher	Not Applicable	NIL	N.A	700,000	3.08%

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Sl. No	Name of the Proposed Allottee	Identity of the Ultimate Beneficial Owners*	No. & % of Equity Shares held prior to the Preferential Allotment		No. & % of Post issue Equity and voting share capital *(Assuming full allotment of Equity Shares)	
			No. of Shares	%age	No. of Shares	%age
8	Kedar Dilip Kothari	Not Applicable	NIL	N.A	500,000	2.20%
9	Shah Jay Pareshbhai	Not Applicable	NIL	N.A	600,000	2.64%
10	Finava Jay Jagdishbhai	Not Applicable	NIL	N.A	200,000	0.88%
	Total				60,00,000	26.37%

Note:

a) Pre issue shareholding is as on 31st March, 2025

b) Post Preferential Shareholding calculated assuming full allotment of equity shares to be issued under the said issue.

c) There shall not be any change in control consequent to the present preferential issue of equity shares.

(xii) **Changes in control, if any, in the Company consequent to the issue:** There shall be no change in the control or management of the Company. However, voting rights will change in random with the share holding pattern.

(xiii) **Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price:** The Company has not issued and allotted any shares during the Financial Year 2025-2026.

(xiv) **Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:** Not applicable as the allotment is not being made for consideration other than cash.

(xv) **Lock in Period:** The equity shares to be issued and allotted on preferential basis shall be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

The entire pre-preferential shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval in terms of provisions of Regulation 167(6) of SEBI ICDR Regulations.

(xvi) **Certificate from Practicing Company Secretary:** A certificate from the Practicing Company Secretary M/s. Pooja Gala & Associates (Membership No. 69393; COP: 25845; peer review: 5760/2024) certifying that the proposed preferential issue of Equity Shares is being made in accordance with the requirement of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as required under chapter V, Regulation 163 (2) of SEBI (ICDR) Regulations has been obtained and shall be placed before the shareholders at the Extra-Ordinary General Meeting of the Company. The Certificate will also be available on the Company's website link: https://gujarathyspin.in/links/PCS_Compliance_Certificate.pdf

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(xvii) **Undertakings:**

In accordance with the SEBI ICDR Regulations;

- i. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations;
- ii. The Company does not have any outstanding dues to SEBI, Stock Exchange or the depositories;
- iii. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- iv. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- v. The Company is in compliance with the conditions for continuous listing;
- vi. All the Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- vii. No person belonging to the promoter / promoter group have sold / transferred any equity shares of the Company during 90 trading days preceding the Relevant Date.
- viii. The Proposed Allottees have not sold/transferred any Equity Shares of the Company during 90 trading days preceding the Relevant Date.
- ix. No person belonging to the promoters / promoter group has previously subscribed to any equity share of the Company during the last one year.

The Company undertakes to re-compute the price of the equity shares issued in terms of the preferential allotment under this resolution in terms of the SEBI (ICDR) Regulations where it is required to do so.

The Company undertakes that if the amount payable on account of re-computation of price is not paid/ within the time stipulated in the SEBI (ICDR) Regulations, the specified equity shares shall continue to be locked-in till the time such amount is paid by the allottee.

(xviii) **Disclosure pertaining to willful defaulters or a fraudulent borrower:** Neither the Company nor any of its promoters or directors is willful defaulters or a fraudulent borrower.

(xix) **Disclosure pertaining to Fugitive Economic Offender:** None of our Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

(xx) **Current and proposed Status of the Proposed Allottee post preferential issue:** The proposed allotment shall be made to the promoters as well as to the non-promoters, and the details of the same is mentioned below:

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Sl. No.	Name of the Proposed Allottee	Current Status of the Proposed Allottee	Proposed status of the Proposed Allottee post the preferential issue
1	Seema Manish Nuwal	Non-Promoter	Non-Promoter
2	Sachin Naresh Jain	Non-Promoter	Non-Promoter
3	Lalita Naresh Jain	Non-Promoter	Non-Promoter
4	Naresh Sagarmal Jain	Non-Promoter	Non-Promoter
5	Vatsal Kamal Joisher	Non-Promoter	Non-Promoter
6	Amit Umarshi Bhanushali (HUF) (Karta of HUF – Amit Umarshi Bhanushali)	Non-Promoter	Non-Promoter
7	Haresh V Joisher	Non-Promoter	Non-Promoter
8	Kedar Dilip Kothari	Non-Promoter	Non-Promoter
9	Shah Jay Pareshbhai	Non-Promoter	Non-Promoter
10	Finava Jay Jagdishbhai	Non-Promoter	Non-Promoter

The Board of Directors of the Company believes that the proposed Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Special Resolution set out at Item no. 2 for the approval of the members.

None of the Directors, Key Managerial Personnel and their relatives of the company are concerned or interested, financially or otherwise in the resolution as set out in Item no. 2.

By order of the Board
For Gujarat Hy-Spin Limited
Sd/-

Mr. Maganbhai Parvadiya
Chairman & Whole-time Director
DIN: 03190749

Place: Rajkot

Date: September 11, 2025

Registered Office:
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P. O. Box No. 22, Gundala Road,
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Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the Gujarat Hy-Spin Limited, hereby appoint

1. Name:.....Address:.....

E-mail Id:Signature: or failing him/her

2.Name:.....Address:.....

E-mail Id: Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Saturday, October 11, 2025 at Register Office and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sr. No.	Resolution	Vote (Optional see Note 2)*	
		For	Against
1	Alteration in the Authorised Share Capital of the Company and consequential amendment in the Capital Clause of the Memorandum of Association of the Company.		
2	To approve the Issue of Equity Shares on Preferential Basis to Non-Promoters for Cash Consideration.		

Signed this _____ day of _____ 2025

Affix Revenue
Stamp

Signature of shareholder

Signature of 1st Proxy holder(s) Signature of Proxy 2nd holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. *It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

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ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING

Please fill in this attendance slip and hand it over at the entrance of the venue of the meeting

*DP Id No. _____

*Client Id No. _____

Regd. Folio No. _____

Name: _____

Address: _____

No. of Shares held: _____

I hereby record my presence at the Extra-ordinary General Meeting of Gujarat Hy-Spin Limited on Saturday, 11th October 2025 At Registered Office P. O. Box No. 22, Gundala Road, Gondal-360311 Dist.- Rajkot, Gujarat, India.

Signature of the Member / Proxy

*Applicable to members holding shares in electronic form

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FORM FOR UPDATION/REGISTRATION OF E-MAIL ADDRESS

To,
Gujarat Hy-Spin Limited,
P. O. Box No. - 12,
Gundala Road, Gondal-360311
Dist.- Rajkot. Gujarat.

Sending of Notices other documents through Electronic Mode

Dear Sirs,

I hereby update/register my e-mail address provided below for receiving the Notices and other documents from the Company through electronic mode:-

E-mail Address:

Name of the Sole /First Holder:

DP ID/Client ID/ Registered Folio No.:

Contact Nos.:

Mobile:

Landline:

.....
Signature of the Sole/First Holder

Date:

Notes:

(1) The Notices of EGM are sent in electronic mode to those Shareholders who have registered their e-mail addresses with the Company or with the Depositories.

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Route Map

Gujarat Hy-Spin Limited

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