

FORM No. MGT-13
Report of Scrutinizer(s)
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2)
Of the Companies (Management and Administration) Rules, 2014]

To
The Chairman of 25th Annual General Meeting of the members of Padam Cotton Yarns Limited (the Company) held on Monday, 30th day of September, 2019 at 11.00 A.M. at 196, Opposite Red Cross Market, G.T. Road, Karnal.

Dear Sir,

1. I, Ramesh Bhatia, a Company Secretary in practice, has been appointed by the Board of Directors of M/s Padam Cotton Yarns Limited (the Company) as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the 25th Annual General Meeting of the members of the Company, held on the Monday, the 30th day of September, 2019 at 11.00 A.M. at the Registered Office of the company at 196, Opposite Red Cross Market, G.T. Road, Karnal.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the Annual General Meeting of the members of the Company. My responsibility as scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:-
 - (a) The e-voting period remained opened from Friday 27/09/2019 (9:00 A.M) to Sunday 29th September, 2019 (6.00 PM)
 - (b) The members of the Company as on the "cut-off" date i.e. 23rd September, 2019 were entitled to vote on the resolutions (items no. 1 to 6) as set out in the notice of the 25th General Meeting dated 03/08/2019.
 - (c) The votes cast were unblocked on September, 30th 2019 in the presence of 2 witnesses, Mr. Tilak Raj and Mr. Sujan Kumar who are not in the employment of the Company. They have Signed below in confirmation of the votes being unblocked in their presence.

Name :Tilak Raj

Name: Sujan Kumar

- IV. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited i.e. [https:// www. evotingindia.com /evotehome.jsp](https://www.evotingindia.com/evotehome.jsp) and based on such reports generated, the result of the e voting is as under:

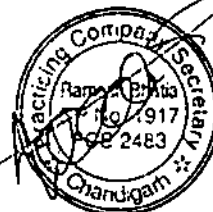
I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the CDSL e-voting system and the ballot forms received respectively.

I, now submit my Report as under on the result of the voting through electronic means physical mode in respect of the said Resolutions

Item No. 1:-

Ordinary Resolution to consider and adopt the audited Balance Sheet of the Company as at 31st March, 2019 and the Statement of Profit & Loss for the year ended on that date together with the reports of the Auditors and Directors thereon.

- (i) Voted in favour of the resolution:



	Number of members voted through electronic voting system and physical mode	No. of Votes cast(Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Physical	29	2300600	100
Total	30	2300600	100

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	No. of Votes cast(Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Total number of members whose votes are declared invalid	Total No. of Votes cast(Shares)
E-Voting	0	0
Physical	0	0
Total	0	0

Item No.2:-

Ordinary Resolution to appoint a Director in place of Mr. Vivek Gupta, (DIN No: 00172835)

Who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	No. of Votes cast(Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Physical	21*	302300	100
Total	21	302300	100

Note* The voting of Eight members holding 19,98,300 Equity shares Held by Mr. Rajev Gupta, Mr. Vivek Gupta, Padam Sain Gupta, Mrs Prem Lata, Mrs Radhika Gupta, Mr. Rekha Gupta, Rajev Gupta (HUF) and Vivek Gupta (HUF) were not considered being interested in the above Resolution.

(ii) Voted against the resolution:

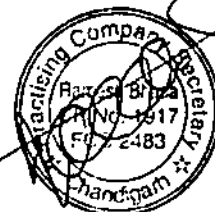
	Number of members voted through electronic voting system and physical mode	No. of Votes cast(Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Total number of members whose votes are declared invalid	Total No. of Votes cast(Shares)
E-Voting	0	0
Physical	0	0
Total	0	0

SPECIAL BUSINESS:

ITEM NO. 3



RE-APPOINTMENT OF INDEPENDENT DIRECTOR (SPECIAL RESOLUTION) Mr. HARBHAJAN SINGH (DIN: 00530523), FOR ANOTHER TERM OF FIVE YEARS FROM 30/09/2019 to 29/09/2024.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	No. of Votes cast(Shares)	% of total number of valid votes cast
E-Voting	-	-	-
Physical	29	2300600	100
Total	29	2300600	100

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	No. of Votes cast(Shares)	% of total number of valid votes cast
E-Voting	-	-	-
Physical	-	-	-
Total	-	-	-

(iii) Invalid votes:

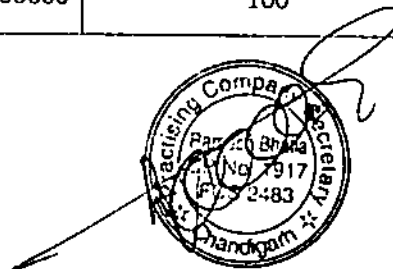
	Total number of members whose votes are declared invalid	Total No. of Votes cast(Shares)
E-Voting	-	-
Physical	-	-
Total	-	-

ITEM NO. 4:

RE-APPOINTMENT OF INDEPENDENT DIRECTOR (SPECIAL RESOLUTION) Mr. SATWANT SINGH (DIN: 00530516), FOR ANOTHER TERM OF FIVE YEARS FROM 30/09/2019 to 29/09/2024.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	No. of Votes cast(Shares)	% of total number of valid votes cast
E-Voting	-	-	-
Physical	29	2300600	100



Total	29	2300600	100
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(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	No. of Votes cast(Shares)	% of total number of valid votes cast
E-Voting	-	-	-
Physical	-	-	-
Total	-	-	-

(iii) Invalid votes:

	Total number of members whose votes are declared invalid	Total No. of Votes cast(Shares)
E-Voting	-	-
Physical	-	-
Total	-	-

ITEM NO. 5

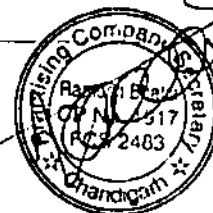
RE-APPOINTMENT OF INDEPENDENT DIRECTOR (SPECIAL RESOLUTION) Mr. JAI KUMAR (DIN: 00530513), FOR ANOTHER TERM OF FIVE YEARS FROM 30/09/2019 to 29/09/2024.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	No. of Votes cast(Shares)	% of total number of valid votes cast
E-Voting	-	-	-
Physical	29	2300600	100
Total	29	2300600	100

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	No. of Votes cast(Shares)	% of total number of valid votes cast
E-Voting	-	-	-
Physical	-	-	-
Total	-	-	-



(iii) Invalid votes:

	Total number of members whose votes are declared invalid	Total No. of Votes cast(Shares)
E-Voting	-	-
Physical	-	-
Total	-	-

ITEM NO. 6

TO APPROVE APPOINTMENT OF MANAGING DIRECTOR (ORDINARY RESOLUTION)

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	No. of Votes cast(Shares)	% of total number of valid votes cast
E-Voting	-	-	-
Physical	21*	302300	100
Total	21	302300	100

Note* The voting of Eight members holding 19,98,300 Equity shares Held by Mr. Rajev Gupta, Mr. Vivek Gupta, Padam Sain Gupta, Mrs Prem Lata, Mrs Radhika Gupta, Mr. Rekha Gupta, Rajev Gupta (HUF) and Vivek Gupta (HUF) were not considered being interested in the above Resolution.

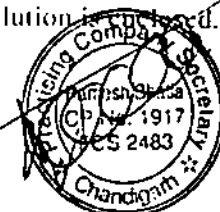
(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	No. of Votes cast(Shares)	% of total number of valid votes cast
E-Voting	-	-	-
Physical	-	-	-
Total	-	-	-

(iii) Invalid votes:

	Total number of members whose votes are declared invalid	Total No. of Votes cast(Shares)
E-Voting	-	-
Physical	-	-
Total	-	-

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" OR "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you.



(Ramesh Bhatia)
Practising Company Secretary
Membership No. FCS 2483
C.P. 1917
Place: Chandigarh
Date: 01.10.2019

Accepted
For Ramesh Cotton Yarns Ltd.
Director