

A. GOYAL & ASSOCIATES

COMPANY SECRETARY



COMPANY SECRETARY

CS ASHISH GOYAL

ACS, M.COM

Consolidated Report of Scrutinizer on remote e-voting and voting through polling paper

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairman,
Extraordinary General Meeting of the Equity Shareholders of
Padam Cotton Yarns Limited
held on the 23rd day of March, 2024 at 11:30 a.m., at
196, 1st Floor, G.T. Road, Opp. Red Cross Market, Karnal- 132001

Sub: Scrutinizer's Report on remote e-voting & voting through polling paper conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules 2014

Dear Sir,

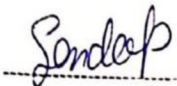
I, Ashish Goyal, Proprietor of M/s A. Goyal & Associates, Company Secretaries, Karnal was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing of voting process i.e. remote e-voting process and voting through polling paper (poll) at Extraordinary General Meeting (EGM) in pursuance of the Section 108 of the Companies Act 2013 (hereinafter "the Act"), read with Rule-20 of the Companies (Management and Administration) Rules 2014 as substituted by the Companies (Management and Administration) Rules 2015 (hereinafter "the Rules") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 on the agenda items mentioned in the Notice dated January 31, 2024 of the Extraordinary General Meeting of the members of the Company held on Saturday, the 23rd day of March, 2024 at 11:30 a.m. at 196, 1st Floor, G.T. Road, Opp. Red Cross Market, Karnal- 132001.

The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means and polling paper received on the resolutions contained in the Notice of Extraordinary General Meeting. My responsibility as a scrutinizer is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above based on the report generated from the e-voting system provided by the Central Depository Services Limited ("CDSL"), the authorized agency appointed by the Company for providing remote e-voting facilities and polling paper received by the company.

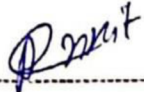
I have completed the scrutiny of online voting (remote e-voting) and polling papers received and submit my report as under:

1. The Company has engaged the services of Central Depository Services Limited (herein after "CDSL") as the Authorized Agency to provide secured system for remote e-voting process. The shareholders of the Company had been provided facility to vote on resolutions through the remote e-voting facility. Shareholders opting for remote e-voting facility, cast their votes on the designated website [https:// www.evotingindia.com](https://www.evotingindia.com) of CDSL.
2. The Company has completed the dispatch of notice containing remote e-voting instruction on Monday, February 19, 2024. The shareholders of the Company as on cut-off date i.e. Monday, 16th March, 2024, were entitled to avail the facility of remote e-voting. Shareholders who have not cast their votes via remote e-voting & present at the EGM were entitled to cast their votes through polling paper on all resolutions (Item No. 1 to 5) as set out in the notice dated January 31, 2024.
3. The remote e-voting period commenced from Wednesday, 10:00 a.m. (IST) on 20th March, 2024 and ended on Friday, 5:00 p.m. (IST) on 22nd March, 2024. All the votes received by casting of votes electronically through CDSL portal up to 5:00 p.m. (IST) on 22nd March, 2024, the last date and time fixed by the Company were considered for my scrutiny. E-voting facility was blocked forthwith thereafter.

4. After closure of period for remote e-voting, the members who has cast votes through remote e-voting were downloaded from the e-voting website of CDSL, for the purpose of ensuring that the votes of members who have already cast their votes through remote e-voting are not counted again on voting through poll.
5. At the EGM, after the Chairman ordered for poll, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
6. The locked ballot box was subsequently opened after completion of poll, in my presence along with two witnesses (1) Mr. Sandeep Gupta S/o Pawan Kansal R/o Karnal and (2) Mr. Ankit Goyal S/o Satish Goyal R/o Karnal who are not in the employment of the Company and poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the Ballot Boxes being unlocked in my presence. The Poll papers have been reconciled with the records maintained by CDSL, Registrar & Share Transfer Agents of the Company and the authorization / proxies lodged with the Company to eliminate the duplicate voting i.e. remote e-voting as well as by use of polling paper. A detailed register was maintained containing the particulars of shareholders participated in the voting.

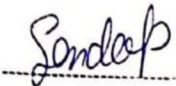


(Mr. Sandeep Gupta)




(Mr. Ankit Goyal)

7. The polling papers, which were incomplete and/or which were otherwise found defective have been treated as ignored and kept separately.
8. After counting, the votes cast by the members and proxy holders present at the EGM through polling papers, the votes cast through remote e-voting by the members were unblocked at 12:00 p.m. (IST) on 23rd day of March, 2024 in the presence of 2 (Two) witnesses namely Mr. Sandeep Gupta and Mr. Ankit Goyal who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence Name Mr. Sandeep Gupta and Mr. Ankit Goyal. Thereafter, the details containing interalia, the information about shareholders voting "For" and "Against" the resolutions, were generated from the e-voting website of CDSL.



(Mr. Sandeep Gupta)



(Mr. Ankit Goyal)

9. Based on report generated from the e-voting website of CDSL and voting through polling paper at EGM, the consolidated report on the result of voting on each resolution are given hereunder:

Item No. 1: Ordinary Resolution

Appointment of Statutory Auditors of the Company to fill Casual Vacancy:

Mode of Voting	Votes cast in favour			Votes cast against			Invalid votes		
	No. of members	No. of votes	% of total number of valid votes cast	No. of members	No. of votes	% of total number of valid votes cast	No. of members	No. of votes	% of total number of valid votes cast
Remote E-voting	18	91	0.004	0	0	0	-	-	-
Voting through polling paper (in person or by proxy)	16	2030700	99.996	-	-	-	-	-	-
Total	34	2030791	100	0	0	0	-	-	-

Therefore, Resolution No.1 has been approved with requisite majority.

Item No. 2: Special Resolution

Approval of the overall borrowing limits u/s 180(1)(c) of the Companies Act, 2013:

Mode of Voting	Votes cast in favour			Votes cast against			Invalid votes		
	No. of members	No. of votes	% of total number of valid votes cast	No. of members	No. of votes	% of total number of valid votes cast	No. of members	No. of votes	% of total number of valid votes cast
Remote E-voting	18	91	0.004	0	0	0	-	-	-
Voting through polling paper (in person or by proxy)	16	2030700	99.996	-	-	-	-	-	-
Total	34	2030791	100	0	0	0	-	-	-

Therefore, Resolution No. 2 has been approved with requisite majority.

Item No. 3: Special Resolution

Approval under Section 180(1)(a) of the Companies Act, 2013 Inter alia for Creation of Mortgage or Charge on the Assets, Properties, or Undertaking(s) of the Company:

Mode of Voting	Votes cast in favour			Votes cast against			Invalid votes		
	No. of members	No. of votes	% of total number of valid votes cast	No. of members	No. of votes	% of total number of valid votes cast	No. of members	No. of votes	% of total number of valid votes cast
Remote E-voting	18	91	0.004	0	0	0	-	-	-
Voting through polling paper (in person or by proxy)	16	2030700	99.996	-	-	-	-	-	-
Total	34	2030791	100	0	0	0	-	-	-

Therefore, Resolution No. 3 has been approved with requisite majority.

Item No. 4: Special Resolution

Approval of Payment of Managerial Remuneration in case of Inadequate Profits excess of the limits prescribed under Sec 197:

Mode of Voting	Votes cast in favour			Votes cast against			Invalid votes		
	No. of members	No. of votes	% of total number of valid votes cast	No. of members	No. of votes	% of total number of valid votes cast	No. of members	No. of votes	% of total number of valid votes cast
Remote E-voting	18	91	99.7073	0	0	0	-	-	-
Voting through polling paper (in person or by proxy)	9	31000	0.2927	-	-	-	-	-	-
Total	26	31091	100	0	0	0	-	-	-

Therefore, Resolution No. 4 has been approved with requisite majority.

Item No. 5: Special Resolution**Approval of the Payment of Remuneration to Non-Executive Directors of the Company:**

Mode of Voting	Votes cast in favour			Votes cast against			Invalid votes		
	No. of members	No. of votes	% of total number of valid votes cast	No. of members	No. of votes	% of total number of valid votes cast	No. of members	No. of votes	% of total number of valid votes cast
Remote E-voting	18	91	99.7073	0	0	0	-	-	-
Voting through polling paper (in person or by proxy)	9	31000	0.2927	-	-	-	-	-	-
Total	26	31091	100	0	0	0	-	-	-

Therefore, Resolution No. 5 has been approved with requisite majority.

10. The Register, all other papers and relevant records relating to remote e-voting and voting by polling paper at the EGM shall remain in my safe custody until the chairman considers, approves and signs the minutes of the aforesaid EGM and thereafter the same will be handed over to the Company Secretary for safe keeping.
11. I would like to inform you that the Resolution(s) as contained in the Notice dated 31st January, 2024 have been passed with requisite majority i.e. Resolution No. 1 to 5 as Ordinary/Special Resolutions. You may accordingly declare the result of the voting through Remote E-voting and Polling papers at EGM.

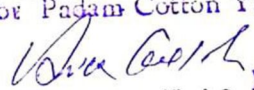
Thanking You.
Yours Faithfully,

**For A. Goyal & Associates
Company Secretaries**

CS Ashish Goyal
Proprietor
M No. 52796
COP: 19535
UDIN: A052796E003628093

Date: 24.03.2024

**Accepted:
Padam Cotton Yarns Limited**

For Padam Cotton Yarns Ltd

Director

Chairman