

# PADAM COTTON YARNS LIMITED

CIN: L17112HR1994PLC033641

Regd. Office: 196, 1<sup>st</sup> Floor, G.T Road, Opp. Red Cross Market, Karnal- 132001 (Haryana)  
www.padamcotton.com, email: rajevoswal@yahoo.com, Tel: 0184-6616601-9

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## NOTICE

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting (“AGM”) of the Members of M/s Padam Cotton Yarns Limited will be held on Monday, the 13<sup>th</sup> day of September, 2021 at 11:00 a.m. at Registered Office of the Company at 196, 1<sup>st</sup> Floor, G.T Road, Opp. Red Cross Market, Karnal-132001 (Haryana) to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2021 including Audited Balance Sheet as at 31<sup>st</sup> March, 2021 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (“the Board”) and Auditors thereon.
2. To appoint a Director in place of Mrs. Radhika Gupta (DIN: 07071267), who retires by rotation and, being eligible, offers herself for re-appointment.

Based on term of Appointment, Executive and Non-Executive Directors are liable to retire by rotation. Mrs. Radhika Gupta, Non-Executive, Non-Independent Director who is liable to retire by rotation being eligible, seeks reappointment. The Board recommended her reappointment.

**“RESOLVED THAT** pursuant to the provision of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Shareholders of the company be and is hereby accorded to the reappointment of Mrs. Radhika Gupta as Director, who is liable to retire by rotation.

### SPECIAL BUSINESS:

3. **To consider and if thought fit to pass, with or without modification the following Resolution as an Ordinary Resolution for Re-designation and appointment of Mr. Vivek Gupta as Managing Director of the Company:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 of the Companies Act, 2013 read with other applicable provisions of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (including any statutory modifications and re-enactment thereof) and the recommendation of the Nomination and Remuneration Committee (‘NRC’), the Audit Committee and as decided by the Board at their respective meetings held on 26<sup>th</sup> May, 2021, the approval of the shareholders be and is hereby accorded to re-designate and appoint Mr. Vivek Gupta (DIN: 00172835) as the Managing Director of the Company for a period of five years w.e.f. 27<sup>th</sup> May, 2021 to 26<sup>th</sup> May, 2026, without any remuneration.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take all steps and to do acts, deeds and things as may be deemed necessary for giving effect to this Resolution.”

4. **To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution for Change in Designation of Mr. Rajev Gupta from Managing Director (Executive Director) to Non-Executive, Non-Independent Director of the Company:**

**“RESOLVED THAT** pursuant to the provisions of section 152, of the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (including any statutory modifications and re-enactment thereof) and the

recommendation of the Nomination and Remuneration Committee ('NRC'), the Audit Committee and as decided by the Board at their respective meetings held on 26<sup>th</sup> May, 2021, the approval of the shareholders be and is hereby accorded to Change in Designation of Mr. Rajev Gupta from Managing Director (Executive Director) to Non-Executive, Non-Independent Director of the company, liable to retire by rotation of Directors, effective from 27<sup>th</sup> May, 2021 on such terms and conditions as per Letter of Appointment given to Mr. Rajev Gupta by the Company."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to file the necessary e-forms with Registrar of Companies, NCT of Delhi and Haryana and to do all such acts and deeds as may be required to give effect to the above resolution."

**5. To consider and to give assent/dissent for passing the following resolution as an Ordinary Resolution for the appointment of Mr. Naresh Chand Goyal as a Non-Executive Independent Director of the Company:**

**"RESOLVED THAT** pursuant to Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Nomination and Remuneration Committee, the appointment of Mr. Naresh Chand Goyal (DIN: 07608268) as a Non-Executive Independent Director of the Company, to hold office for a term of five (5) consecutive years from 28<sup>th</sup> April, 2021 to 27<sup>th</sup> April, 2026, not liable to retire by rotation, on such remuneration as may be fixed by the Board of Directors from time to time, reimbursement of expenses for participation in the meetings of the Board and/or Committees and/or general meetings in terms of applicable provisions of the Companies Act, 2013 as determined by the board and/or committee from time to time, is hereby approved."

**6. To consider and to give assent / dissent for passing the following resolution as an Ordinary Resolution for the appointment of Mr. Sachin Gupta as a Non-Executive Independent Director of the Company:**

**"RESOLVED THAT** pursuant to Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Nomination and Remuneration Committee, the appointment of Mr. Sachin Gupta (DIN: 01111152) as a Non-Executive Independent Director of the Company, to hold office for a term of five (5) consecutive years from 28<sup>th</sup> April, 2021 to 27<sup>th</sup> April, 2026, not liable to retire by rotation, on such remuneration as may be fixed by the Board of Directors from time to time, reimbursement of expenses for participation in the meetings of the Board and/or Committees and/or general meetings in terms of applicable provisions of the Companies Act, 2013 as determined by the board and/or committee from time to time, is hereby approved."

**By Order of the Board  
For Padam Cotton Yarns Limited**

**Sd/  
(Rajev Gupta)  
Director  
DIN: 00172828**

**Place: Karnal  
Date: 09.08.2021**

## Notes:

As Padam Cotton Yarns Limited, being a listed company and having more than 1000 shareholders, is compulsorily required to provide remote e-voting facility or postal ballot to members in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, voting by show of hands will not be available to the members at the 26<sup>th</sup> AGM in view of the further provisions of Section 107 read with Section 114 of the Act.

As COVID-19 pandemic situation is under control in the area where the 27<sup>th</sup> AGM is going to be held, your Company will hold upcoming AGM physically, considering the safety precautions on high priority.

This notice is sent to all the members whose name appears as on 13<sup>th</sup> August, 2021 in the Register of Members.

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED, AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTYEIGHT HOURS (48 HOURS) BEFORE THE SCHEDULED TIME FOR HOLDING THE AFORESAID MEETING. A BLANK PROXY FORM IS ENCLOSED.

A person can act as a proxy on behalf of members not exceeding fifty 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 of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the company.
4. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
5. The Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
6. Route Map for easy location of Venue of Annual General Meeting is attached herewith the Notice of Annual General Meeting.
7. No gifts, gifts coupons, or cash in lieu of gifts is distributed in the Meeting.
8. Additional Information, pursuant to regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, In respect of the directors seeking appointment/ re-appointment at the AGM, is furnished as annexure to the Notice.
9. Members are requested to bring their attendance slip along with Note that copies of Annual Report will not be distributed at the Annual General Meeting.

10. Members/Proxies/Authorized Representatives are requested to deposit the attendance slip duly filed in and signed for attending the Meeting. Members who hold shares in dematerialization form are requested to write their client ID and DP ID numbers for identification.
11. Members, who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held in electronic form and in case the shares are held in physical form to the Company's Registrar and Share Transfer Agents,
12. The Notice for the Annual General Meeting and the Annual Report will be available for inspection at the Registered Office of the Company on all working days in business hour up to the date of Annual General Meeting. The above said shall also be available on the Company's website at [www.padamcotton.com](http://www.padamcotton.com) and on the website of the CDSL//[www.cdslindia.com/](http://www.cdslindia.com/) for inspection and downloading by the shareholders of the company.
13. Members seeking further information on the Accounts or any other matter contained in the Notice are requested to write to the Company at least 7 days before the meeting so that relevant information can be kept ready at the meeting.
14. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the Registered Office of the Company during the office hours on all working days (except Saturdays, Sundays and Public Holidays) between 11: 00 A.M. to 1: 00 P.M up to the date of this Annual General Meeting.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat account. Member holding shares in physical form can submit their PAN details to the Company at the Registered Office of the Company.
16. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. The Register of Members and Share Transfer Books shall remain closed from 07.09.2021 to 13.09.2021 (Both days inclusive).
18. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the meeting.
19. The Board of Directors has appointed Mr. Ashish Goyal, Practicing Company Secretary as the Scrutinizer for conducting the voting and remote e-voting process in accordance with the law and in a fair and transparent manner and he has consented to act as scrutinizer.
20. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Ballot papers 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. The Scrutinizer shall, within 24 hours from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman or any other Key Managerial Personnel who shall countersign the same and declare the results of the voting within 48 hours of conclusion of Annual General Meeting.

21. The results declared along with the report of Scrutinizer shall be placed on the website of the Company [www.padamcotton.com](http://www.padamcotton.com) and on the website of CDSL immediately after the declaration of results by the Chairman or any other Key Managerial Personnel. The results shall also be forwarded to the Stock Exchange within 48 hours of the conclusion of Annual General Meeting.
22. The business set out in this Notice shall be conducted through e-voting. In compliance with the provisions of the 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional.

23. Voting through electronic means:

❖ **The Instructions for Shareholders for Remote E-Voting are as under:**

- (i) The voting period begins on Friday the 10<sup>th</sup> September, 2021 at 10.00 a.m. and ends on Sunday the 12<sup>th</sup> September, 2021 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 of Monday, 6<sup>th</sup> September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Company, Padam Cotton Yarns Limited which is 210809007 on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [rajevoswal@yahoo.com](mailto:rajevoswal@yahoo.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**By Order of the Board  
For Padam Cotton Yarns Limited**

**Sd/  
(Rajev Gupta)  
Director  
DIN: 00172828**

**Place: Karnal  
Date: 09.08.2021**

**Explanatory Statement**  
**[Pursuant to Section 102 of Companies Act, 2013]**

**Item No. 3:**

**Re-Designation and Appointment of Mr. Vivek Gupta as Managing Director of the Company**

Pursuant to recommendation of the Nomination & Remuneration Committee ('NRC'), the Board at its meeting held on 26<sup>th</sup> May, 2021 has re-designated Mr. Vivek Gupta who presently is Director of the Company as Managing Director of the Company w.e.f. 27<sup>th</sup> May, 2021 for a term of five years w.e.f. 27<sup>th</sup> May, 2021 to 26<sup>th</sup> May, 2026, pursuant to the recommendation/approval of the NRC and the Audit Committee, without any remuneration.

Mr. Vivek Gupta at 52 years has rich experience of finance and accounts and over 27 years of experience in Textile Industry.

None of the Directors and/or KMP or their relatives or Directors except Mr. Vivek Gupta is concerned or interested in the aforesaid Resolution.

The Board recommends the Ordinary Resolution set forth in the notice (Item No. 3) for approval by the shareholders.

**Item No. 4:**

**Change in Designation of Mr. Rajev Gupta**

The members are apprised that Mr. Rajev Gupta who was appointed as Managing Director (Executive Director) of the Company w.e.f. 16<sup>th</sup> April, 2019 by the Board of Directors and Members have ratified his appointment in the 25<sup>th</sup> AGM held on 30<sup>th</sup> September, 2019 has shown his willingness to act as Non-Executive, Non-Independent Director of the company.

The Nomination & Remuneration Committee and Board of Directors in its respective meetings held on 26<sup>th</sup> May, 2021 and considered his request and approved the change in designation of Mr. Rajev Gupta from Managing Director (Executive Director) to Non-Executive, Non-Independent Director of the company on the terms and conditions as specified in the Appointment Letter with effect from 27<sup>th</sup> May, 2021.

Hence, the Committee & the Board have proposed to appoint him as Non-Executive, Non-Independent Director of the company. The appointment of Mr. Rajev Gupta as such shall take effect from 27<sup>th</sup> May, 2021 and requires the approval of the Shareholders of the company by way of Ordinary Resolution passed in the General Meeting as per provisions of section 152 and other applicable provisions, if any of the Companies Act, 2013.

Based on the recommendation of the Nomination & Remuneration Committee & the Board, the matter is recommended to the shareholders for their approval for change in designation of Mr. Rajev Gupta, from Managing Director (Executive Director) to Non-Executive, Non-Independent Director of the company on such terms and conditions as mentioned in the Letter of Appointment.

None of the Directors and/or KMP or their relatives or Directors except Mr. Rajev Gupta is concerned or interested in the aforesaid Resolution.

The Board recommends the Ordinary Resolution set forth in the notice (Item No. 4) for approval by the shareholders.



## **Item No. 5:**

### **Appointment of Mr. Naresh Chand Goyal as a Non-Executive Independent Director of the Company**

The Board of Directors vide Resolution adopted on 28<sup>th</sup> April, 2021, appointed Mr. Naresh Chand Goyal (DIN: 07608268) as an Additional Director (Non-Executive Independent Director) of the Company, pursuant to Sections 149, 152, 161 read with Schedule IV and other applicable provisions of the Act.

In terms of Section 149 and other applicable provisions of the Act and Rules made thereunder, the proposed resolution seeks the approval of members for the appointment of Mr. Naresh Chand Goyal as a Non-Executive Independent Director for a term of 5 (five) consecutive years from 28<sup>th</sup> April, 2021 to 27<sup>th</sup> April, 2026, not liable to retire by rotation.

The Company has received consent from Mr. Naresh Chand Goyal to act as a Director and declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and also a declaration under Section 164 of the Act that he is not disqualified from being appointed as a Director.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Naresh Chand Goyal for the office of Independent Director, to be appointed under Section 149 of the Act.

Mr. Naresh Chand Goyal, in the opinion of the Board, is a person of integrity and possesses the relevant expertise and experience. Further, in the opinion of the Board of Directors, Mr. Naresh Chand Goyal, the Independent Director, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the management and his appointment as an Independent Director would be beneficial to the company and this will enable the Board to discharge its functions and duties effectively.

A copy of the letter of appointment of Mr. Naresh Chand Goyal as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during the normal business hours.

The Board recommends the Ordinary Resolution set forth in the notice (Item No. 5) for approval by the shareholders.

### **Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives**

Except Mr. Naresh Chand Goyal, the appointee, none of the Directors / Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution.

Other details as required under Secretarial Standards on General Meetings (SS-2) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are furnished separately, which form part of this statement.

## **Item No. 6:**

### **Appointment of Mr. Sachin Gupta as a Non-Executive Independent Director of the Company**

The Board of Directors vide Resolution adopted on 28<sup>th</sup> April, 2021, appointed Mr. Sachin Gupta (DIN: 01111152) as an Additional Director (Non-Executive Independent Director) of the Company, pursuant to Sections 149, 152, 161 read with Schedule IV and other applicable provisions of the Act.

In terms of Section 149 and other applicable provisions of the Act and Rules made thereunder, the proposed resolution seeks the approval of members for the appointment of Mr. Sachin Gupta as a

Non-Executive Independent Director for a term of 5 (five) consecutive years from 28<sup>th</sup> April, 2021 to 27<sup>th</sup> April, 2026, not liable to retire by rotation.

The Company has received consent from Mr. Sachin Gupta to act as a Director and declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and also a declaration under Section 164 of the Act that he is not disqualified from being appointed as a Director.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Sachin Gupta for the office of Independent Director, to be appointed under Section 149 of the Act.

Mr. Sachin Gupta, in the opinion of the Board, is a person of integrity and possesses the relevant expertise and experience. Further, in the opinion of the Board of Directors, Mr. Sachin Gupta, the Independent Director, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the management and his appointment as an Independent Director would be beneficial to the company and this will enable the Board to discharge its functions and duties effectively.

A copy of the letter of appointment of Mr. Sachin Gupta as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during the normal business hours.

The Board recommends the Ordinary Resolution set forth in the notice (Item No.6) for approval by the shareholders.

**Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives**

Except Mr. Sachin Gupta, the appointee, none of the Directors / Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution.

Other details as required under Secretarial Standards on General Meetings (SS-2) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are furnished separately, which form part of this statement.

## Details of Directors seeking Appointment/Re-appointment at the Annual General Meeting

<b>Name of the Director and DIN</b>	Mr. Vivek Gupta (DIN: 00172835)	Mr. Rajev Gupta (DIN: 00172828)	Mr. Naresh Chand Goyal (DIN: 07608268)	Mr. Sachin Gupta (DIN: 01111152)
<b>Age</b>	52	58	61	50
<b>Qualification</b>	Graduate (B.Com)	Graduate (B.Com)	B.Sc., L.L.B., L.L.M., PGDTTM, MCILT, Dip. In Yoga, Ph.D (Hons. Causa)	Graduate (B.Sc.)
<b>Experience</b>	He has more than 27 years of experience in Textile Industry.	He is an expert in Finance and Accounting, having knowledge of Companies Act and other allied laws.	He has more than 35 years of experience in Railway Industry, legal work and social work.	He has over 20 years of experience in handling commercial activities.
<b>Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid</b>	The details are provided in the resolution at Item no. 3 of this notice.	The details are provided in the resolution at Item no. 4 of this notice.	The details are provided in the resolution at Item no. 5 of this notice.	The details are provided in the resolution at Item no. 6 of this notice.
<b>Remuneration last drawn by such person</b>	N.A.	N.A.	N.A.	N.A.
<b>Date of first appointment on the Board</b>	02/11/1994	02/11/1994	28/04/2021	28/04/2021
<b>Shareholding in the company</b>	19.28 %	15.74%	NIL	NIL
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	Mr. Rajev Gupta (Director)- Brother Mr. Shivam Gupta (CFO)- Son Mrs. Radhika Gupta (Director)- Wife	Mr. Vivek Gupta (Director)- Brother	Not related. to any Director or Key Managerial personnel of the Company.	Not related. to any Director or Key Managerial personnel of the Company.
<b>Number of Meetings of the Board attended during the year</b>	7 (Seven)	7 (Seven)	NIL	NIL
<b>Other Directorships</b>	4 (Four)	2 (Two)	1 (One)	3 (Three)
<b>Membership/ Chairmanship of Committees of other Boards</b>	NIL	NIL	1 (One)	1 (One)

**PADAM COTTON YARNS LIMITED**

CIN: L17112HR1994PLC033641

Regd. Office: 196, 1<sup>st</sup> Floor, G.T Road, Opp. Red Cross Market, Karnal- 132001 (Haryana)

www.padamcotton.com, email: rajevoswal@yahoo.com, Tel: 0184-6616601-9

**Proxy Form**

**FORM NO. MGT-11**

*[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) holding ..... shares of the above-named Company, hereby appoint

1. Name: ..... Address: .....  
E-mail Id: ..... Signature:....., or failing him,
2. Name: ..... Address: .....  
E-mail Id: ..... Signature:....., or failing him,
3. 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 **27<sup>th</sup> Annual General Meeting** of the company to be held on **Monday, the 13<sup>th</sup> day of September, 2021** at **Registered Office of the Company at 196, 1<sup>st</sup> Floor, G.T Road, Opp. Red Cross Market, Karnal- 132001 (Haryana)** and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.:**

S. No.	Particulars of Resolution	For	Against
1.	Adoption of Financial Statements for the year ended March 31, 2021.		
2.	Re-appointment of Mrs. Radhika Gupta, who retires by rotation, being eligible, seek re-appointment.		
3.	Re-Designation and Appointment of Mr. Vivek Gupta as Managing Director of the Company		
4.	Change in designation of Mr. Rajev Gupta from Managing Director (Executive Director) to Non-Executive, Non-Independent Director of the Company		
5.	Appointment of Mr. Naresh Chand Goyal as a Non-Executive Independent Director of the Company		
6.	Appointment of Mr. Sachin Gupta as a Non-Executive Independent Director of the Company		

Signed this.....day of..... 20.....  
Signature of shareholder .....  
Signature of Proxy holder(s) .....

**Note: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. A proxy need not be a member of the Company.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

Affix Revenue Stamp of Re. 1

(TEAR HERE)

**PADAM COTTON YARNS LIMITED**

CIN: L17112HR1994PLC033641

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**ATTENDANCE SLIP**

**27<sup>th</sup> Annual General Meeting on Monday, the 13<sup>th</sup> day of September, 2021 at 11:00 A.M.**

(This attendance slip duly filled in, to be handed over at the meeting)

Day: ..... Date: .....  
Time: .....Place: .....  
Member's Folio No.: .....DP ID: .....  
No of shares Hold: ..... Client ID: .....  
Name & address of the member (In Block letters): .....  
Name of Proxy(s) (in Block Letters): .....

(To be filled only when shareholder has to appoint a proxy)

I hereby record my presence at the 27<sup>th</sup> Annual General Meeting of the Company held on **Monday, the 13<sup>th</sup> day of September, 2021** at **Registered Office of the Company at 196, 1<sup>st</sup> Floor, G.T Road, Opp. Red Cross Market, Karnal- 132001 (Haryana).**

.....  
Signature of Shareholder/Proxy

(To be signed at the time of handing over this slip)

**Route Map for 27<sup>th</sup>Annual General Meeting (AGM) of the Company to be held on Monday, 13<sup>th</sup> September, 2021 at 11:00 a.m. at Registered Office of the Company at 196, 1<sup>st</sup> Floor, G.T Road, Opp. Red Cross Market, Karnal- 132001 (Haryana).**

