

**NOTICE OF EXTRAORDINARY  
GENERAL MEETING  
OF  
PADAM COTTON YARNS LIMITED**

**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: cspcyl6@gmail.com, Tel: 8383858860

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**NOTICE**

Notice is hereby given that the Extraordinary General Meeting (“EGM”) of the Members of M/s Padam Cotton Yarns Limited will be held on Wednesday, 25<sup>th</sup> December, 2024 at 12:00 p.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:

**SPECIAL BUSINESS:**

**1. To Approve the Adoption of New Memorandum of Association in Place of the Existing Memorandum of Association of the Company in Conformity with the Companies Act, 2013.**

To consider and if thought fit to pass, with or without modification, the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to Section 13, 15 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other approvals, consents, sanctions and permissions as may be necessary, consent of the members be and is hereby accorded to adopt the new Memorandum of Association in place of the existing Memorandum of Association with no change in existing Clause III (A) containing the Main Objects sub-clause no. 1 to 4.”

**RESOLVED FURTHER THAT** the Name of the existing Clause III (B) containing the “Objects Incidental or Ancillary to the attainment of Main Objects” sub-clauses no. 1 to 50 and the existing Clause III (C) containing the “other objects not included in (A) and (B) above” sub clause no. 1 to 76 have been merged and replaced by New Clause III (B) Matters which are necessary for furtherance of the Objects specified in Clause III (A).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Directors of the Company and/or Company Secretary of the Company be and are hereby severally and/or jointly authorised to do all such acts, deeds, matters and things as may be necessary or expedient in this regard.”

**2. To Approve the Adoption of New Set of Articles of Association in Place of the Existing Articles of Association of the Company Containing Regulations in Conformity with the Companies Act, 2013.**

To consider and if thought fit to pass, with or without modification, the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to adopt new set of Article of Association in place of existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Directors of the Company and/or Company Secretary of the Company be and are hereby

severally and/or jointly authorised to do all such acts, deeds, matters and things as may be necessary or expedient in this regard.”

### **3. To Approve issue of Bonus Shares to the Shareholders of the Company.**

To consider and if thought fit to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to Section 63 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”), the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Foreign Exchange Management Act, 1999, as amended and other applicable regulations, rules and guidelines issued, from time to time, by SEBI and Reserve Bank of India (“RBI”) and the enabling provisions of the Articles of Association of the Company and pursuant to the recommendation of the Board of Directors of the Company and subject to requisite approvals, consents, permissions and sanctions and subject to such terms and modifications, if any, consent of the members be and is hereby accorded to the Board of Directors of the Company for capitalization of such sum not exceeding Rs. 3,87,30,000 /- (Rupees Three Crores Eighty-Seven Lakhs Thirty Thousand Only) from and out of the free reserves created out of profits of the Company as determined by the Board as may be necessary for the purpose of issue and allotment of bonus equity shares of Rs. 10/- (Rupees Ten) each, to be credited as fully paid-up shares to the existing equity shareholders of the Company holding fully paid-up equity shares of Rs. 10/- (Rupees Ten) each of the Company whose name appear in the Register of Members/ List of Beneficial Owners provided by the Depositories as on ‘Record Date’ to be determined by the Board for this purpose, in the proportion of 1 (One) new fully paid-up bonus equity share of Rs. 10/- (Rupees Ten) each for every 1 (One) existing fully paid-up equity share of Rs. 10/- (Rupees Ten) each held by the members and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company.

**RESOLVED THAT** all such new Equity shares as and when issued shall be subject to the provisions of Memorandum and Articles of Association of the Company and shall rank pari passu in all respects and carry same rights with the existing equity shares of the Company and shall be entitled to participate in full in any dividend (s) and any other corporate actions to be declared after the Bonus Equity Shares are allotted.

**RESOLVED THAT** the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchange where the shares of the Company are presently listed, as per the provisions of the SEBI (LODR) Regulations and other applicable regulations, rules and guidelines.

**RESOLVED THAT** no letter of allotment shall be issued to the allottees, and in the case of Members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, bonus equity shares shall be credited to share suspense account initially and subsequently be transferred to their respective demat accounts as prescribed by law and the relevant authorities, subject to guidelines as may be issued by MCA, SEBI in this regard.

**RESOLVED THAT** the allotment of new equity bonus shares to the extent that they relate to non-resident [including Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors] Members of the Company, shall be subject to the approval, if any, of the Reserve

Bank of India under the Foreign Exchange Management Act, 1999, as amended or any other Regulatory authority, if any, as may be deemed necessary.

**RESOLVED THAT** Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any questions, doubts or difficulties that may arise with regard to or in relation to the issue or allotment of the Bonus Equity Shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by statutory authority(ies) and deemed fit and proper.

**RESOLVED THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred by this resolution to Committee (s) or any other Director(s), Company Secretary or any other Officer(s) of the Company to give effect to the foregoing resolution, with power to such Committee(s) to further delegate all or any of its powers.

**RESOLVED THAT** any Director or Company Secretary of the Company be and is hereby severally authorised to certify the true copy of this resolution and forward the same to any person or authority for their record and necessary action.”

**4. To Appoint Ms. Nikita Karia (DIN: 10835706) as an Independent Director of the Company.**

To consider and if thought fit to pass, with or without modification, the following resolution as **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR Regulations’), including any statutory modification(s) or re-enactment thereof for the time being in force and the Articles of Association of the Company, Ms. Nikita Karia (DIN: 10835706), who in terms of Section 161 of the Act and based on the recommendations of the Nomination & Remuneration Committee, was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from November 13, 2024 by the Board of Directors of the Company (‘Board’), and who meets the criteria of independence as required under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations and a declaration to that effect has been submitted by her, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act proposing her candidature for the office of a Director, and who is eligible for appointment as a Non-Executive Independent Director, be and is hereby appointed as a Non-Executive Independent Director of the Company for a 1<sup>st</sup> term of five (5) consecutive years commencing from November 13, 2024 to November 12, 2029 (both days inclusive), and she will not be liable to retire by rotation.

**RESOLVED THAT** any director or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

**5. To Appoint Mr. Mahendra Singh (DIN: 07684132) as Non-Executive Non-Independent Director of the Company.**

To consider and if thought fit to pass, with or without modification, the following resolution as **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Sections 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), or re-enactment(s) thereof, for the time being in force) and other applicable provisions, if any, Mr. Mahendra Singh (DIN: 07684132, who was appointed as Additional Director in the capacity of Non-Executive Non-Independent Director of the Company with effect from November 27, 2024 by the Board of Directors of the Company ('Board'), liable to retire by rotation, be and is hereby appointed as Director in the capacity of Non-Executive Non-Independent Director of the Company w.e.f. November 27, 2024.

**RESOLVED THAT** any director of Board or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

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

**Sd/-  
Pernika Mittal  
Managing Director  
DIN: 08194164**

**Date: 27.11.2024  
Place: Karnal**

## NOTES:

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 FORTY-EIGHT HOURS (48 HOURS) BEFORE THE SCHEDULED TIME FOR HOLDING THE AFORESAID MEETING. A BLANK PROXY FORM IS ENCLOSED.
2. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent (10%) 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.
3. Member/proxies are required to bring their copy of Attendance Slip send herewith to attend the Extra Ordinary General Meeting.
4. 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.
5. Corporate members intending to send their authorized representative to attend the Extra Ordinary General Meeting are requested to ensure that the authorized representative carries a certified copy of the Board resolution, Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Extra Ordinary General Meeting.
6. 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.
7. 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 (3) days of notice in writing is given to the company.
8. The Notice of the Extraordinary General Meeting ('EGM') is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant ("DPs")/ Registrar and Transfer Agent (M/s Beetal Financial & Computer Services Pvt. Ltd.) in accordance with the aforesaid MCA and SEBI Circulars.
9. All documents referred to in the accompanying Notice and the Statement will be available for inspection at the Registered Office of the Company during business hours between 11:00 A.M. to 04:00 P.M. on all working days, except Saturdays, Sundays and Holidays, up to the date of the Extraordinary General Meeting.
10. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under item number 1 to 5 is annexed.
11. The Notice is also uploaded on the Company's website <https://www.padamcotton.com/> which may be accessed by the members.
12. As per the provisions of Regulation 294 (6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 w.e.f. 23.05.2023, the listed companies shall issue

Bonus Shares only in dematerialised form, and in view of this and also to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to demat mode.

13. 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.
14. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the EGM 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 EGM, 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 Extraordinary General Meeting.
15. 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 the Extraordinary General Meeting.
16. 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 voting through electronic means is optional.
17. 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.
18. 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. Members holding shares in physical form can submit their PAN details to the Company at the Registered Office of the Company.
19. Route Map for easy location of Venue of Extraordinary General Meeting General Meeting is attached herewith the Notice of Extraordinary General Meeting.
20. Voting through electronic means:

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

- (i) The voting period begins on Sunday, 22<sup>nd</sup> December, 2024 at 09:00 a.m. and ends on Tuesday, 24<sup>th</sup> December, 2024 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 Wednesday, 18<sup>th</sup> December, 2024 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
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. 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)	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. <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 <Padam Cotton Yarns Limited> which is **241130002** 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. Bhavesh Pimputkar (022- 23058543) or Mr. Anand Tirodkar (022- 23058615) or Mr. Deborshi Choudhury (022- 23058634) 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, 25<sup>th</sup> 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/-  
Pernika Mittal  
Managing Director  
DIN: 08194164**

**Date: 27.11.2024  
Place: Karnal**

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

### Item No. 1 & 2:

The Articles of Association (“AOA”) of the Company as presently in force are based on the erstwhile Companies Act, 1956 and several regulations in the existing AOA are no longer in conformity with the Companies Act, 2013. Further several regulations / articles of the existing AOA of the Company require alteration or deletion pursuant to changes in applicable laws and takeover by the new management. The object clause (Clause III) of the Memorandum of Association (“MOA”) of the Company, as presently in force, is based on the erstwhile Companies Act, 1956. According to the Companies Act, 2013, the companies are required to have only “matters which are necessary for furtherance of the objects specified in Clause III (A)”. Further in terms of provisions of the Companies Act, 2013, MOA shall not consist of other object clauses.

In view of the above, it is considered necessary to change the name of existing clause III (B) i.e. *“The objects incidental or ancillary to the attainment of the above main objects are”* to *“matters which are necessary for furtherance of the objects specified in clause III (A)”* and replace the existing MOA by a new set MOA as per the Companies Act, 2013 and to wholly replace the existing AOA by adopt a new set of Articles.

As per the provisions of Section 13 & 14 of the Companies Act, 2013, a special resolution has to be passed by the members of the Company for adoption of amended and restated MOA & AOA of the Company.

Copies of amended and restated AOA and MOA of the Company would be available for inspection of the members at the Registered Office of the Company during business hours between 11:00 A.M. to 04:00 P.M. on all working days, except Saturdays, Sundays and Holidays and will also be available at the meeting.

The Board of Directors of the Company recommends the resolutions at Item No. 2 and 3 for approval of the members as **Special Resolutions**.

None of the Directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested in the said resolutions.

### Item No. 3:

The Chairman has proposed the issue of bonus shares to reward the shareholders, who have been with the Company. Your Company has adequate accumulated free reserves as on September 30, 2024.

Considering the above, the Board of Directors in its Board Meeting held on November 27, 2024 approved and recommended to issue the Bonus Equity Shares in the ratio of 1:1, subject to the consent of the Members of the Company i.e. 1 (One) new fully paid up Equity Share of Rs. 10/- each be issued for every 1 (One) existing fully paid-up Equity Share of Rs. 10/- each held by members as on Record Date as fixed by the Board in this regard for allotment of shares, aggregating to Rs. 3,87,30,000/- (Rupees Three Crores Eighty-Seven Lakhs Thirty Thousands Only) divided into 3873000 (Thirty-Eight Lakhs Seven-Three Thousands) Equity Shares of face value of Rs. 10/- (Rupees Ten).

Post issue of Bonus Shares, the Issued and Paid-up Equity Share Capital of the Company will be Rs. 7,74,60,000/- (Rupees Seven Crores Seventy-Four Lakhs Sixty Thousand Only) divided into 77,46,000 (Seventy-Seven Lakhs Forty-Six Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten).

The Bonus shares shall be issued by capitalizing a part of the amount standing to the credit of free reserves created out of profits account of the Company as may be considered appropriate by the Board, to the shareholders whose name appears in the Register of Members/ List of Beneficial Owners provided by the Depositories as on the 'Record Date' to be determined by the Board.

Pursuant to Section 63 other applicable provisions of Companies Act, 2013 read with the rules made thereunder, approval by the members of the Company in the General Meeting is required to approve issue of Bonus shares Company along with capitalization of the amount from and out of the free reserves created out of profits requires the approval of the Members of the Company.

The Board of Directors of the Company recommends **Ordinary Resolution** the in respect of issue of Bonus Shares to the Shareholders of the Company as set out in Item No. 1 for approval of the shareholders.

The Directors of the Company and their relatives may be deemed to be concerned or interested in the proposed resolutions to the extent of their shareholding in the Company.

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

**Item No. 4:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting dated November 13, 2024 appointed Ms. Nikita Karia (DIN: 10835706) as Additional Director in the capacity of Independent Director of the Company for a 1<sup>st</sup> term of five (5) years with effect from November 13, 2024, subject to the approval of the shareholders through a **Special Resolution**.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Declaration that he has not been debarred from holding office of a director by virtue of any order passed by the SEBI or any other such authority,
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company,
- (vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act, and
- (vii) Confirmation that he had not been a partner of a firm that had transactions during the last three (3) financial years with Company or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

In compliance with the provisions of Section 149 other applicable provisions of Companies Act 2013 read with the rules made thereunder to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Ms. Nikita Karia (DIN: 10835706) as an Independent Director of the Company, as a Special Resolution. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 are set out in the Annexure to the Explanatory Statement.

The Board of Directors of the Company recommends the Special Resolution in respect of appointment of Ms. Nikita Karia (DIN: 10835706) as an Independent Director of the Company as set out in the accompanied Notice for approval of the shareholders.

None of the Directors or Key Managerial persons of the company or their relatives is in any way concerned or interested, financially or otherwise, in the proposed resolution.

**Item No. 5:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting dated November 27, 2024 appointed Mr. Mahendra Singh (DIN: 07684132) as an Additional Director in the capacity of Non-Executive Non-Independent Director on the Board of the Company, liable to retire by rotation, subject to the approval of the shareholders through an **Ordinary Resolution**.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub section (2) of Section 164 of the Act,
- (iii) Declaration that he is not been debarred from holding office of a director by virtue of any order passed by the SEBI or any other such authority,
- (iv) A notice in writing by a member proposing his candidature under Section 160(1) of the Act,

In compliance with the provisions of Section 152 other applicable provisions of Companies Act 2013 read with the rules made thereunder to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Mahendra Singh (DIN: 07684132) as a Director of the Company, as an Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 are set out in the Annexure to the Explanatory Statement.

The Board of Directors of the Company recommends the **Ordinary Resolution** in respect of appointment of Mr. Mahendra Singh (DIN: 07684132) as a Non-Executive Non-Independent Director of the Company as set out in the accompanied Notice for approval of the shareholders.

None of the Directors or Key Managerial persons of the company or their relatives is in any way concerned or interested, financially or otherwise, in the proposed resolution.

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

Sd/-  
**Pernika Mittal**  
Managing Director  
DIN: 08194164

**Date: 27.11.2024**

**Place: Karnal**

**Brief Profile of Director and information required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2) are as mentioned below:**

**Item Nos. 4 & 5:**

<b>Name</b>	<b>Ms. Nikita Karia</b>	<b>Mr. Mahendra Singh</b>
<b>Designation</b>	Non-Executive Independent Director	Non-Executive Non-Independent Director
<b>Director Identification Number (DIN)</b>	10835706	07684132
<b>Date of Birth and Age</b>	09/12/1988 (36)	05/11/1986 (38)
<b>Qualifications</b>	Ms. Nikita Karia holds Post Graduation Diploma in Business Administration.	Mr. Mahendra Singh has passed the supplemental final examination in law held by Jai Narain Vyas University.
<b>Experience</b>	<p>She has highly efficient management skills. She got registration in Independent Director Databank under Indian Institute of Corporate Affairs (IICA) having registration no. IDDB-NR-202411-066594.</p> <p>She has experience in the field of Financial Management, Accounts etc. She strives for a progressive, professional and a challenging work ecosystem comprising a blend of finance, administration and management profile.</p>	He has more than 15 years of experience in the Textile industry. Mr. Singh has in-depth knowledge of industry including retail and wholesale market of textile and garment.
<b>Terms and Conditions of Appointment</b>	Non-Executive and Independent Director, not liable to retire by rotation.	Appointment as Non-Executive and Non-Independent Director, liable to retire by rotation.
<b>Remuneration</b>	N.A.	N.A.
<b>Date of first Appointment on the Board</b>	13 <sup>th</sup> November, 2024	27 <sup>th</sup> November, 2024
<b>Directorship in other Indian companies</b>	N.A.	1. Mafia Trends Limited
<b>Number of shares held in the Company</b>	NIL	NIL
<b>Relationship, if any, with other Directors, Manager and other Key Managerial</b>	No relation	No relation
<b>Personnel Position in Committees the Board of Directors of the Company</b>	Member in <ul style="list-style-type: none"> <li>➤ Audit Committee</li> <li>➤ Stakeholder Relationship Committee</li> <li>➤ Nomination and Remuneration Committee</li> </ul>	None
<b>Number of Board Meetings attended</b>	One	NIL

**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: cspcyl6@gmail.com, Tel: 8383858860

**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]*

CIN: L17112HR1994PLC033641

**Name of the company:** Padam Cotton Yarns Limited

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

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,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extraordinary General Meeting** of the company to be held on **Wednesday, 25<sup>th</sup> December, 2024 at 12:00 p.m.** 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.	To Approve the Adoption of New Memorandum of Association in Place of the Existing Memorandum of Association of the Company in Conformity with the Companies Act, 2013.		
2.	To Approve the Adoption of New Set of Articles of Association in Place of the Existing Articles of Association of the Company Containing Regulations in Conformity with the Companies Act, 2013.		
3.	To Approve issue of Bonus Shares to the Shareholders of the Company.		
4.	To Appoint Ms. Nikita Karia (DIN: 10835706) as an Independent Director of the Company.		
5.	To Appoint Mr. Mahendra Singh (DIN: 07684132) as Non-Executive Non-Independent Director of the Company.		

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

Affix Revenue Stamp of Re. 1

**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.

**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: cspcy16@gmail.com, Tel: 8383858860

**ATTENDANCE SLIP**

**Extraordinary General Meeting on Wednesday, 25<sup>th</sup> December, 2024 at 12:00 p.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 Extraordinary General Meeting of the Company held on **Wednesday, 25<sup>th</sup> December, 2024 at 12:00 p.m.** at the 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 Extraordinary General Meeting (EGM) of the Company to be held on Wednesday, 25<sup>th</sup> December, 2024 at 12:00 p.m. at the Registered Office of the Company at **196, 1<sup>st</sup> Floor, G.T Road, Opp. Red Cross Market, Karnal- 132001 (Haryana).**

