

PADAM COTTON YARNS LIMITED

28TH ANNUAL REPORT 2021-2022

CORPORATE INFORMATION

Mrs. Radhika Gupta
Managing Director

Mr. Vivek Gupta
Director

Mr. Satwant Singh
Independent Director

Mr. Rajev Gupta
Director

Mr. Sachin Gupta
Independent Director

Mr. Naresh Chand Goyal
Independent Director

Chief Financial Officer
Mr. Shivam Gupta

Statutory Auditors
M/s Harjinder Singh & Co., Karnal
(Chartered Accountants)

Secretarial Auditors
M/s A. Goyal & Associates, Karnal
(Company Secretaries)

Registrar and Transfer Agent
(Electronic & Physical)
Beetal Financial & Computer Services (P) Ltd.
Email: beetal@beetalfinancial.com

Registered and Corporate Office
196, 1st Floor, G.T Road, Opp. Red Cross Market,
Karnal- 132001 (Haryana)
Ph- 0184-6616601-9
Email-rajevoswal@yahoo.com
Website- www.padamcotton.com
CIN- L17112HR1994PLC033641

I N D E X

Particulars	Page Nos.
Notice	4-14
Proxy Form (Form MGT-11) & Attendance Slip	15-16
Route Map	17
Directors' Report	18-29
Content of Annexure to Directors' Report	30
Secretarial Audit Report- Annexure A	31-32
Management's Discussion & Analysis Report- Annexure B	33-35
Particulars on Conservation of Energy etc.- Annexure C	36
Particulars of Employees- Annexure D	37-38
Particulars of Related Party Transaction in Form AOC-2- Annexure E	39
Declaration of Compliance with the Code of Conduct- Annexure F	40
Certification from Chief Financial Officer- Annexure G	41-42
Extract of Annual Return in Form MGT-9- Annexure H	43-49
Independent Auditor's Report	50-57
Financial Statements	58-79

PADAM COTTON YARNS LIMITED

CIN: L17112HR1994PLC033641

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

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

NOTICE

Notice is hereby given that the 28th Annual General Meeting ("AGM") of the Members of M/s Padam Cotton Yarns Limited will be held on Friday, the 9th day of September, 2022 at 11:00 a.m. at Registered Office of the Company at 196, 1st 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 31st March, 2022 including Audited Balance Sheet as at 31st March, 2022 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 Mr. Rajev Gupta (DIN: 00172828), who retires by rotation and, being eligible, offers himself for re-appointment.**

Based on term of Appointment, Executive and Non-Executive Directors are liable to retire by rotation. Mr. Rajev Gupta, Non-Executive, Non-Independent Director who is liable to retire by rotation being eligible, seeks re-appointment. The Board recommended his re-appointment.

"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 re-appointment of Mr. Rajev Gupta as Director, who is liable to retire by rotation.

3. **To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution for Appointment of Statutory Auditors of the Company:**

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re enactment thereof for the time being in force) M/s. Viney Goel & Associates Chartered Accountants, Karnal having Firm Registration No. 012188N be and is hereby appointed as Statutory Auditors of the Company for a period of five (5) years from 1st April, 2022 to 31st March, 2027 and that they shall hold office from the conclusion of this 28th Annual General Meeting (AGM) until the conclusion of the 33rd Annual General Meeting of the Company to be held 2027 on such remuneration as may be mutually agreed upon between Directors of the Company and the Auditors, plus reimbursement of goods and service tax, travelling and out of pocket expenses."

SPECIAL BUSINESS:

4. **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 Mrs. Radhika 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 19th March, 2022, the approval of the shareholders be and is hereby accorded to re-designate and appoint Mrs. Radhika Gupta (DIN: 07071267) as the Managing Director of the Company for a period of five years w.e.f. 19th March, 2022 to 18th March, 2027, 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."

5. **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. Vivek 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 19th March, 2022, the approval of the shareholders be and is hereby accorded to Change in Designation of Mr. Vivek Gupta (DIN: 00172835) from Managing Director (Executive Director) to Non-Executive, Non-Independent Director of the company, liable to retire by rotation of Directors, effective from 19th March, 2022 on such terms and conditions as per Letter of Appointment given to Mr. Vivek 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."

**By Order of the Board
For Padam Cotton Yarns Limited
Sd/-
(Radhika Gupta)
Managing Director
DIN: 07071267**

**Place: Karnal
Date: 03.08.2022**

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 28th 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 28th 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 3rd August, 2022 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 and on the website of the CDSL//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 03.09.2022 to 09.09.2022 (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 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 Tuesday, 6th September, 2022 at 10:00 a.m. and ends on Thursday, 8th September 2022 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 Friday, of 2nd September, 2022 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.
- (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 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:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">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.
Dividend Bank Details OR 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">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).

- (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 220712008 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 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.
 - 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 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.