

PADAM COTTON YARNS LIMITED

CIN: L17112HR1994PLC033641

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

www.padamcotton.com, email: cspcyl6@gmail.com

BSE Ltd.

June 6, 2024

Department of Corporate Services
Corporate Relationship Department
Phiroze Jee Jeebhoy, 25th Floor,
Dalal Street, Mumbai- 400001

Ref.: Company Code no. 531395 PADAMCO

Sub.: Intimation under Regulation 30 & 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015- Board approval for reclassification from 'Promoter' to 'Public' category

Dear Sir,

We would like to inform your good office that the Board of Directors at their meeting held on 6th June, 2024, has considered and approved the requests received from the below-mentioned Promoters, for reclassifying them from 'Promoter' to 'Public' category. The approval of the Board towards reclassification is subject to necessary approvals from the Shareholders of the Company and Stock Exchange where the Company's shares are listed i.e., BSE Limited and such other authorities as may be required in terms of Regulation 31 A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

S. No.	Name of Promoter/ Promoter Group	No. of shares held	Percentage of the total equity
1.	Padam Sain Gupta	0	0
2.	Prem Lata	0	0
3.	Radhika Gupta	0	0
4.	Vivek Gupta	0	0
5.	Vivek Gupta HUF	0	0
Total		0	0

The Company will submit a reclassification application along with supporting documents to the Exchange post shareholders' approval in the ensuing 30th AGM as required under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the procedure prescribed by the Exchange.

We hereby enclose the Certified extract of the minutes of the Board Meeting held on 6th June, 2024 for your kind perusal.

This is for your kind reference and record.

Thanking you.

Yours faithfully,

For and behalf of Padam Cotton Yarns Limited

NEERAJ

CHUGH

Digitally signed by
NEERAJ CHUGH
Date: 2024.06.06
12:23:05 +05'30'

Neeraj Chugh

Company Secretary & Compliance Officer

M. No.: A61326

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Annexure-B

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY PADAM COTTON YARNS LIMITED AT THEIR MEETING HELD ON THURSDAY, THE 6TH DAY OF JUNE, 2024 AT 10:00 A.M. AT REGISTERED OFFICE ADDRESS AT 196, 1ST FLOOR, OPP. RED CROSS BHAWAN, G.T. ROAD, KARNAL- 132001.

The Board was apprised that Mr. Padam Sain Gupta, Mrs. Prem Lata, Mrs. Radhika Gupta, Mr. Vivek Gupta and Vivek Gupta HUF, person belonging to the 'promoter and promoter group' of the Company ("Outgoing Promoters"), had vide respective letter dated July 31, 2024 requested the Company for reclassification from the 'promoter and promoter group' category to 'public' category shareholder of the Company ("Request Letters"). The Company intimated the aforesaid request(s) for re-classification to BSE Limited ("Stock Exchange") on July 31, 2024 within 24 hours of receipt of Request Letters.

The Request Letters received from Outgoing Promoters were placed before the Board for its perusal.

The Board was informed that Mr. Padam Sain Gupta, Mrs. Prem Lata, Mrs. Radhika Gupta, Mr. Vivek Gupta and Vivek Gupta HUF hold NIL (0 %) percentage of the paid-up share capital of the Company.

Further, the Board was also informed that Mr. Padam Sain Gupta, Mrs. Prem Lata, Mrs. Radhika Gupta, Mr. Vivek Gupta and Vivek Gupta HUF vide their respective Request Letters has confirmed that they are:

1. Not controlling affairs of the Company directly or indirectly;
2. Not having special rights in the Company through formal or informal arrangements including through any shareholder agreements;
3. No representation on the Board of Directors (including not having nominee directors) of the Company;
4. Not acting as key managerial person in the Company;
5. Neither a wilful defaulter as per RBI Guidelines nor a fugitive economic offender.

Further, the Board was also apprised that Outgoing Promoters not holding any voting rights in the Company. Also, they were not involved in day-to-day affairs of the Company and were not playing role in the business decision or otherwise. The Board is requested to note that Outgoing Promoters are satisfying all the conditions specified in Regulation 31A (3) (b) of the Listing Regulations and undertake to comply that at all times from the date of such re-classification they will continue to comply with conditions mentioned in sub-clauses (i), (ii) and (iii) of Clause (b) of sub-regulation 3 of Regulation 31A and shall also with conditions mentioned sub-clause (iv) and (v) of clause (b) of sub-regulation (3) of Regulation 31A of the SEBI LODR Regulations, 2015 for a period of not less than three (3) years from the date of such reclassification.

Accordingly, on the basis of the rationale provided above and in accordance with the provisions of Regulation 31A of the Listing Regulations, the Board was of the view that the requests of Outgoing Promoters for re-classification from the 'promoter/promoter group' category to 'public' category be accepted and approved, which shall be subject to the approvals of Shareholders, Stock Exchange, and/or such other approval, if any as may be necessary in this regard.

The Board was also informed that none of the Directors of the Company is/are interested in this resolution. The approval of the Board towards reclassification is subject to the approval of the members, BSE Limited and/or such other approval, if any, as may be necessary in this regard in terms of Regulation 31A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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The Board was then requested to consider the said request for re-classification. The Board then considered and passed the following resolution: -

“RESOLVED THAT pursuant to provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI LODR Regulations”), including any statutory modification (s) or re-enactment thereof, for the time being in force and other applicable provisions, if any, Request Letters received from below mentioned persons (“Outgoing Promoters”) forming part of ‘Promoter/Promoter Group’ of the Company for reclassification of their shareholding to ‘public category’, as placed before the Board be and are hereby noted and taken on record.

S. No.	Name of Promoter/ Promoter Group	No. of shares held	Percentage of the total equity
1.	Padam Sain Gupta	0	0
2.	Prem Lata	0	0
3.	Radhika Gupta	0	0
4.	Vivek Gupta	0	0
5.	Vivek Gupta HUF	0	0
Total		0	0

RESOLVED FURTHER THAT pursuant to Regulation 31A(3)(a)(ii) of SEBI LODR Regulations and subject to approval of shareholders in the general meeting and necessary approvals from the stock exchange where the shares of the Company are listed and any other appropriate statutory authorities, as may be necessary, and after analysing the reclassification Request Letters received from each above-mentioned persons, the consent of the Board be and is hereby accorded to proceed with the process of reclassification of shareholding of above mentioned persons forming part of Promoter and Promoter Group to public category.

RESOLVED FURTHER THAT the Board be and is hereby takes note that as required under the provisions of Regulation 31(A)(3)(b) of SEBI LODR Regulations, Outgoing Promoters have confirmed that they shall not:

- hold more than 10% of the fully paid-up equity share capital and voting capital of the Company;
- have any special rights through formal or informal agreements and shareholding agreements, if any, granting special rights to them shall be terminated;
- be represented on the Board of Directors (including as a nominee director) of the Company for a period of more than 3 years from the date of shareholders’ approval;
- act as a key managerial person for a period of more than 3 years from the date of shareholders’ approval;
- directly or indirectly exercise control over the affairs of the Company.

and shall at all times from the date of such reclassification, shall continue to comply with conditions mentioned Regulation 31A of SEBI (LODR) Regulations, 2015 post reclassification from “Promoter & Promoter Group” to “Public”.

RESOLVED FURTHER THAT, the Board be and is hereby takes note that as required under the provisions of Regulation 31(A)(3)(b) of SEBI LODR Regulations, the above-mentioned persons have further confirmed in their individual capacity that they are not ‘wilful defaulter’ as per the Reserve Bank of India Guidelines nor are they fugitive economic offender.

RESOLVED FURTHER THAT pursuant to provisions of 31A(3)(c) of SEBI LODR Regulations, the Board hereby confirms that:

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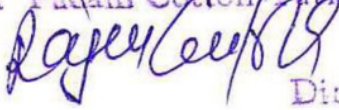
- i. Company is and post reclassification will be compliant with the requirement for minimum public shareholding as required under Regulation 38 of SEBI LODR Regulations;
- ii. Trading in Company's shares has not been suspended by stock exchanges;
- iii. The Company does not have any outstanding dues to the Securities and Exchange Board of India, the stock exchanges or depositories.

RESOLVED FURTHER THAT Mrs. Neeraj Chugh, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such things and take all such steps and action including signing any application, document etc. on behalf of the Company that may be required to be submitted to stock exchanges/ any other regulatory authority and to complete all requisite formalities as may be necessary in this regard."

Certified True Copy

For Padam Cotton Yarns Limited

For Padam Cotton Yarns Ltd.


Director

Rajev Gupta

Director

DIN: 00172828

Date: 06.06.2024

Place: Karnal