



To,  
**BSE Limited,**  
Corporate Relationship Dept.  
P J Towers, Dalal Street,  
Mumbai - 400001

Date: November 09, 2019

Ref: H.P. Cotton Textile Mills Limited (Scrip Code: 502873)

Sub: Disclosure of Voting Results of the Remote e-voting and voting at the 38<sup>th</sup> Reconvened Annual General Meeting ('AGM') of the Company held on 8<sup>th</sup> November, 2019, as per the requirements of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

We are pleased to submit herewith the following with respect to 38<sup>th</sup> reconvened Annual General Meeting (AGM) of the Company held on Friday, 08<sup>th</sup> November, 2019 at 12 Noon at 15<sup>th</sup> K.M. Stone, Delhi Road, V.P.O. Mayar, Hisar - 125044 (Haryana).

1. Voting results of the above said AGM of the Company (**Annexure - A**)
2. Consolidated Scrutiniser's Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. (**Annexure - B**)

The above are also being uploaded on the Company's website [www.hpthreads.com](http://www.hpthreads.com) and in Notice Board at the Registered Office of the Company. The results will also be uploaded on CDSL website at [www.evotingindia.com](http://www.evotingindia.com).

You are requested to kindly take the same on your record.

Yours Faithfully,

For H.P. Cotton Textile Mills Limited

**Shubham Jain**  
(Company Secretary & Compliance Officer)



Encl: As above



**H.P. Cotton Textile Mills Limited**  
(A Government of India recognised Star Export House)

**Corporate Office:**

F-0, The Mira Corporate Suites,  
1 & 2, Old Ishwar Nagar, Mathura Road,  
New Delhi - 110065, India  
[www.hpthreads.com](http://www.hpthreads.com)

T: +91 11 26927387, 49073415  
+91 11 41540471 / 72 / 73  
F: +91 11 49073410  
E: [info@hpthreads.com](mailto:info@hpthreads.com)

**Regd. Office & Works:**

15 K.M. Stone, Delhi Road,  
V.P.O. Mayar, Hisar - 125 044,  
Haryana, India

CIN NO. L18101HR1981PLC012274



ISO 9001 : 2008

	H.P. Cotton Textile Mills Limited
<b>Date of the AGM/EGM</b>	08-11-2019
<b>Total number of shareholders on record date</b>	2147
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group:</b>	13
<b>Public:</b>	9
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable

Resolution No.	1								
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2019 and Statement of Profit and Loss for the financial year ended on that date along with the reports of the Directors and Auditors thereon								
Whether promoter/ promoter group are interested in the agenda/resolution?	NA								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid*
Promoter and Promoter Group	E-Voting	23,79,690	20,70,309	86.9991	20,70,309	0	100.0000	0.0000	0
	Poll		1,06,066	4.4571	1,06,066	0	100.0000	0.0000	99,439
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>23,79,690</b>	<b>21,76,375</b>	<b>91.4562</b>	<b>21,76,375</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	2,800	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>2,800</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	14,27,510	53,709	3.7624	53,709	0	100.0000	0.0000	0
	Poll		10	0.0007	10	0	100.0000	0.0000	140
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>14,27,510</b>	<b>53,719</b>	<b>3.7631</b>	<b>53,719</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>38,10,000</b>	<b>22,30,094</b>	<b>58.5327</b>	<b>22,30,094</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>99,579</b>

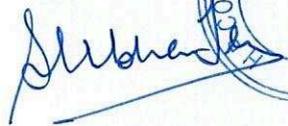
Shubhan Jaiswal



Resolution No.	2								
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Kailash Kumar Agarwal, who retires by rotation and being eligible, seeks re-appointment								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid*
Promoter and Promoter Group	E-Voting	23,79,690	19,80,924	83.2429	19,80,924	0	100.0000	0.0000	0
	Poll		1,06,066	4.4571	1,06,066	0	100.0000	0.0000	99,439
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>23,79,690</b>	<b>20,86,990</b>	<b>87.7001</b>	<b>20,86,990</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	2,800	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>2,800</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	14,27,510	53,709	3.7624	53,622	87	99.8380	0.1620	0
	Poll		10	0.0007	10	0	100.0000	0.0000	140
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>14,27,510</b>	<b>53,719</b>	<b>3.7631</b>	<b>53,632</b>	<b>87</b>	<b>99.8380</b>	<b>0.1620</b>
<b>Total</b>	<b>38,10,000</b>	<b>21,40,709</b>	<b>56.1866</b>	<b>21,40,622</b>	<b>87</b>	<b>99.9959</b>	<b>0.0041</b>	<b>99,579</b>	




Resolution No.	3								
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Surendra Kumar Agarwal as a Director (Non-Executive) of the Company								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid*
Promoter and Promoter Group	E-Voting	23,79,690	20,70,309	86.9991	0	20,70,309	0.0000	100.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	2,05,505
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>23,79,690</b>	<b>20,70,309</b>	<b>86.9991</b>	<b>0</b>	<b>20,70,309</b>	<b>0.0000</b>	<b>100.0000</b>
Public- Institutions	E-Voting	2,800	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>2,800</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	14,27,510	53,709	3.7624	8	53,701	0.0149	99.9851	0
	Poll		10	0.0007	10	0	100.0000	0.0000	140
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>14,27,510</b>	<b>53,719</b>	<b>3.7631</b>	<b>18</b>	<b>53,701</b>	<b>0.0335</b>	<b>99.9665</b>
<b>Total</b>		<b>38,10,000</b>	<b>21,24,028</b>	<b>55.7488</b>	<b>18</b>	<b>21,24,010</b>	<b>0.0008</b>	<b>99.9992</b>	<b>2,05,645</b>




Resolution No.	4								
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Ravindra Kumar Agarwaal as a Director (Non-Executive) of the Company								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid*
Promoter and Promoter Group	E-Voting	23,79,690	20,70,309	86.9991	0	20,70,309	0.0000	100.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	2,05,505
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>23,79,690</b>	<b>20,70,309</b>	<b>86.9991</b>	<b>0</b>	<b>20,70,309</b>	<b>0.0000</b>	<b>100.0000</b>
Public- Institutions	E-Voting	2,800	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>2,800</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	14,27,510	53,709	3.7624	8	53,701	0.0149	99.9851	0
	Poll		10	0.0007	10	0	100.0000	0.0000	140
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>14,27,510</b>	<b>53,719</b>	<b>3.7631</b>	<b>18</b>	<b>53,701</b>	<b>0.0335</b>	<b>99.9665</b>
<b>Total</b>	<b>38,10,000</b>	<b>21,24,028</b>	<b>55.7488</b>	<b>18</b>	<b>21,24,010</b>	<b>0.0008</b>	<b>99.9992</b>	<b>2,05,645</b>	




Resolution No.	5								
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Raghav Kumar Agarwal as Director of the Company								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid*
Promoter and Promoter Group	E-Voting	23,79,690	20,60,255	86.5766	20,60,255	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	2,05,505
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>23,79,690</b>	<b>20,60,255</b>	<b>86.5766</b>	<b>20,60,255</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	2,800	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>2,800</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	14,27,510	53,709	3.7624	53,622	87	99.8380	0.1620	0
	Poll		10	0.0007	10	0	100.0000	0.0000	140
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>14,27,510</b>	<b>53,719</b>	<b>3.7631</b>	<b>53,632</b>	<b>87</b>	<b>99.8380</b>	<b>0.1620</b>
<b>Total</b>	<b>38,10,000</b>	<b>21,13,974</b>	<b>55.4849</b>	<b>21,13,887</b>	<b>87</b>	<b>99.9959</b>	<b>0.0041</b>	<b>2,05,645</b>	

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Resolution No.	6								
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Raghav Kumar Agarwal as a Whole - Time Director (Executive Director) of the Company								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid*
Promoter and Promoter Group	E-Voting	23,79,690	20,60,255	86.5766	20,60,255	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	2,05,505
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>23,79,690</b>	<b>20,60,255</b>	<b>86.5766</b>	<b>20,60,255</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	2,800	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>2,800</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	14,27,510	53,709	3.7624	53,622	87	99.8380	0.1620	0
	Poll		10	0.0007	10	0	100.0000	0.0000	140
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>14,27,510</b>	<b>53,719</b>	<b>3.7631</b>	<b>53,632</b>	<b>87</b>	<b>99.8380</b>	<b>0.1620</b>
<b>Total</b>	<b>38,10,000</b>	<b>21,13,974</b>	<b>55.4849</b>	<b>21,13,887</b>	<b>87</b>	<b>99.9959</b>	<b>0.0041</b>	<b>2,05,645</b>	




Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Parshotam Dass Agarwal as an Independent Director									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid*	
Promoter and Promoter Group	E-Voting	23,79,690	20,70,309	86.9991	20,70,309	0	100.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	2,05,505	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		<b>23,79,690</b>	<b>20,70,309</b>	<b>86.9991</b>	<b>20,70,309</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>2,05,505</b>
Public- Institutions	E-Voting	2,800	0	0.0000	0	0	0.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		<b>2,800</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Non Institutions	E-Voting	14,27,510	53,709	3.7624	53,622	87	99.8380	0.1620	0	
	Poll		10	0.0007	10	0	100.0000	0.0000	140	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		<b>14,27,510</b>	<b>53,719</b>	<b>3.7631</b>	<b>53,632</b>	<b>87</b>	<b>99.8380</b>	<b>0.1620</b>	<b>140</b>
<b>Total</b>		<b>38,10,000</b>	<b>21,24,028</b>	<b>55.7488</b>	<b>21,23,941</b>	<b>87</b>	<b>99.9959</b>	<b>0.0041</b>	<b>2,05,645</b>	




Resolution No.	8								
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Mohan Lal Jain as an Independent Director								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid*
Promoter and Promoter Group	E-Voting	23,79,690	20,70,309	86.9991	20,70,309	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	2,05,505
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>23,79,690</b>	<b>20,70,309</b>	<b>86.9991</b>	<b>20,70,309</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	2,800	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>2,800</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	14,27,510	53,709	3.7624	53,622	87	99.8380	0.1620	0
	Poll		10	0.0007	10	0	100.0000	0.0000	140
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>14,27,510</b>	<b>53,719</b>	<b>3.7631</b>	<b>53,632</b>	<b>87</b>	<b>99.8380</b>	<b>0.1620</b>
<b>Total</b>		<b>38,10,000</b>	<b>21,24,028</b>	<b>55.7488</b>	<b>21,23,941</b>	<b>87</b>	<b>99.9959</b>	<b>0.0041</b>	<b>2,05,645</b>

\* Some of the members have voted through evoting as well as ballot voting at the AGM. Such invalid votes are not included in these votes.




**M Siroya and Company**  
**Company Secretaries**

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066  
Tel.: +91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; [www.msiroya.com](http://www.msiroya.com)

**CONSOLIDATED SCRUTINIZER'S REPORT**

**[Pursuant to Section 108 of the Companies Act, 2013 and read with applicable Rules of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

To,

The Chairman of Reconvened 38th Annual General Meeting ("AGM") of the Equity Shareholders of H.P. Cotton Textile Mills Limited held on Friday, 8<sup>th</sup> November, 2019 at 12:00 Noon at the Registered Office of the Company at 15th K.M. Stone, Delhi Road, V.P.O. Mayar, Hisar-125044 (Haryana).

Dear Sir,

1. I, Mukesh Siroya, Proprietor, M Siroya and Company, Practicing Company Secretary, have been appointed as a Scrutinizer pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 by the Board of Directors of H.P. Cotton Textile Mills Limited (the "Company") for the purpose of:
  - a. Scrutinizing the remote e-voting process under the provisions of Section 108 of The Companies Act, 2013 ("the 2013 Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules") and the provisions of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") on all the resolutions contained in the notice to the reconvened 38<sup>th</sup> AGM; and
  - b. Scrutinizing the voting process conducted at the AGM for all the resolutions contained in the notice to the 38<sup>th</sup> AGM.
2. The management of the Company is responsible to ensure the compliance with the requirement of the 2013 Act and Rules relating to remote e-voting and ballot voting at the AGM. My responsibility as a Scrutinizer is to scrutinize remote e-voting and voting at the AGM in a fair and transparent manner and to ascertain requisite majority and is restricted to making Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the AGM Notice, based on the report generated from the e-voting system provided by Central Depository Services (India) Ltd (CDSL), the Agency Authorised under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means and reconciliation of the Ballot Papers with the records maintained/provided by Alankit Assignments Limited ("Alankit"), the Registrar and Share Transfer Agents, with respect to voting at the AGM and to ascertain requisite majority.
3. As required, based on the report generated from the e-voting system and the Ballot voting reconciled with the records provided by Alankit, I submit herewith my consolidated report on the results of remote e-voting and voting at the 38<sup>th</sup> AGM venue as under:



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**Company Secretaries**

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**A. Relating to remote e-Voting**

- (i). The remote e-voting period remained open from 09:00 a.m. IST Tuesday, November 5, 2019 to 05:00 p.m. IST Thursday, November 7, 2019; and
- (ii). The Annual Report, the Notice of the AGM and the E-voting instruction slip was sent by electronic mode to those members whose e-mail ids were registered with the Depository Participants and the same were sent to all other members at their registered address in permitted mode.

**B. Relating to voting at the AGM Venue**

After the conclusion of the AGM, the votes cast through Ballot were reconciled with the records maintained/provided by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

**C. Result of remote e-voting and voting at AGM venue is as under:**

- (i). The voting rights were reckoned as on Friday, November 1, 2019, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and Voting at the AGM venue;
- (ii). After the conclusion of AGM, the votes cast through remote e-voting were unblocked on November 8, 2019 in the presence of two witnesses, namely Mr. Tarun Jain R/o 805, Padma Tower, Rajendra Place, New Delhi - 110008 and Mr. Mizan Siddiqui R/o J-122 Sector-41, Noida-201301 who were not in the employment of the Company.

They have signed below in confirmation of the event being unblocked in their presence.



.....  
(Name: Tarun Jain)



.....  
(Name: Mizan Siddiqui)

- (iii). Thereafter, the votes cast through Ballot voting at the AGM were reconciled with the records maintained/ provided by the Company/Alankit to ascertain the details of equity shareholders, who voted "FOR" and /or "AGAINST" at the AGM venue by Ballot; and
- (iv). The combined result of remote e-voting and voting at the AGM is as under.



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**Results of Remote E-Voting and Voting at 38<sup>th</sup> AGM of H.P. Cotton Textile Mills Limited**

**Ordinary Business:**

**Item No: 1**

To consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2019 and Statement of Profit and Loss for the financial year ended on that date along with the reports of the Directors and Auditors thereon.

Passed as an Ordinary Resolution as follows:

i) Details of Votes in favour and against the resolution:

	Remote e-voting		Voting at AGM		Total		Percentage (%)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes in favour of the resolution	30	2124018	3	106076	33	2230094	100.00
Votes against the resolution	0	0	0	0	0	0	0
<b>Total</b>	<b>30</b>	<b>2124018</b>	<b>3</b>	<b>106076</b>	<b>33</b>	<b>2230094</b>	<b>100.00</b>

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of votes casted	No. of members	No. of votes
Remote e-voting	0	0	0	0
Voting at AGM	7	99579	0	0
<b>Total</b>	<b>7</b>	<b>99579</b>	<b>0</b>	<b>0</b>

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 1 of the Notice of Reconvened 38th AGM **has been passed** with requisite majority.



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**Item No: 2**

**To appoint a Director in place of Mr. Kailash Kumar Agarwal, who retires by rotation and being eligible, seeks re-appointment**

Passed as an Ordinary Resolution as follows:

i) Details of Votes in favour and against the resolution:

	Remote e-voting		Voting at AGM		Total		Percent- age (%)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes in favour of the resolution	28	2034546	3	106076	31	2140622	99.996
Votes against the resolution	1	87	0	0	1	87	0.004
<b>Total</b>	<b>29</b>	<b>2034633</b>	<b>3</b>	<b>106076</b>	<b>32</b>	<b>2140709</b>	<b>100.000</b>

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of votes casted	No. of members	No. of votes
Remote e-voting	1*	89385*	0	0
Voting at AGM	7	99579	0	0
<b>Total</b>	<b>8</b>	<b>188964</b>	<b>0</b>	<b>0</b>

\*Invalid votes include votes casted though remote e-voting by Mr. Kailash Kumar Agarwal himself which has been disregarded for the purpose of this resolution.

Based on the above result, I report that the Ordinary Resolution as set out in Item No 2 of the Notice of Reconvened 38<sup>th</sup> AGM **has been passed** with requisite majority.



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**Special Business:**

**Item No: 3**

**Appointment of Mr. Surendra Kumar Agarwal as a Director (Non-Executive) of the Company**

Passed as an Ordinary Resolution as follows:

i) Details of Votes in favour and against the resolution:

	Remote e-voting		Voting at AGM		Total		Percent- age (%)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes in favour of the resolution	4	8	2	10	6	18	0.001
Votes against the resolution	26	2124010	0	0	26	2124010	99.999
<b>Total</b>	<b>30</b>	<b>2124018</b>	<b>2</b>	<b>10</b>	<b>32</b>	<b>2124028</b>	<b>100.000</b>

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of votes casted	No. of members	No. of votes
Remote e-voting	0	0	0	0
Voting at AGM	8	205645	0	0
<b>Total</b>	<b>8</b>	<b>205645</b>	<b>0</b>	<b>0</b>

Based on the above result, I report that the Ordinary Resolution as set out in Item No 3 of the Notice of the Reconvened 38<sup>th</sup> AGM **has not been passed** with requisite majority.



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**Item No: 4**

**Appointment of Mr. Ravindra Kumar Agarwal as a Director (Non-Executive) of the Company**

Passed as an Ordinary Resolution as follows:

i) Details of Votes in favour and against the resolution:

	Remote e-voting		Voting at AGM		Total		Percentage (%)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes in favour of the resolution	4	8	2	10	6	18	0.001
Votes against the resolution	26	2124010	0	0	26	2124010	99.999
<b>Total</b>	<b>30</b>	<b>2124018</b>	<b>2</b>	<b>10</b>	<b>32</b>	<b>2124028</b>	<b>100.00</b>

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of votes casted	No. of members	No. of votes
Remote e-voting	0	0	0	0
Voting at AGM	8	205645	0	0
<b>Total</b>	<b>8</b>	<b>205645</b>	<b>0</b>	<b>0</b>

Based on the above result, I report that the Ordinary Resolution as set out in Item No 4 of the Notice of the Reconvened 38<sup>th</sup> AGM **has not been passed** with requisite majority.



## **M Siroya and Company** **Company Secretaries**

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### **Item No: 5**

#### **Appointment of Mr. Raghav Kumar Agarwal as Director of the Company**

Passed as an Ordinary Resolution as follows:

i) Details of Votes in favour and against the resolution:

	Remote e-voting		Voting at AGM		Total		Percentage (%)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes in favour of the resolution	28	2113877	2	10	30	2113887	99.996
Votes against the resolution	1	87	0	0	1	87	0.004
<b>Total</b>	<b>29</b>	<b>2113964</b>	<b>2</b>	<b>10</b>	<b>31</b>	<b>2113974</b>	<b>100.00</b>

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of votes casted	No. of members	No. of votes
Remote e-voting	1*	10054*	0	0
Voting at AGM	8	205645	0	0
<b>Total</b>	<b>9</b>	<b>215699</b>	<b>0</b>	<b>0</b>

\*Invalid votes include votes casted though remote e-voting by Mr. RaghavKumar Agarwal himself which has been disregarded for the purpose of this resolution.

Based on the above result, I report that the Ordinary Resolution as set out in Item No 5 of the Notice of Reconvened 38<sup>th</sup> AGM **has been passed** with requisite majority.



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**Item No: 6**

**Appointment of Mr. Raghav Kumar Agarwal as a Whole - Time Director (Executive Director) of the Company**

Passed as a Special Resolution as follows:

i) Details of Votes in favour and against the resolution:

	Remote e-voting		Voting at AGM		Total		Percent- age (%)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes in favour of the resolution	28	2113877	2	10	30	2113887	99.996
Votes against the resolution	1	87	0	0	1	87	0.004
<b>Total</b>	<b>29</b>	<b>2113964</b>	<b>2</b>	<b>10</b>	<b>31</b>	<b>2113974</b>	<b>100.00</b>

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of votes casted	No. of members	No. of votes
Remote e-voting	1*	10054*	0	0
Voting at AGM	8	205645	0	0
<b>Total</b>	<b>9</b>	<b>215699</b>	<b>0</b>	<b>0</b>

\*Invalid votes include votes casted though remote e-voting by Mr. RaghavKumar Agarwal himself which has been disregarded for the purpose of this resolution.

Based on the above result, I report that the Special Resolution as set out in Item No 6 of the Notice of Reconvened 38<sup>th</sup> AGM **has been passed** with requisite majority.



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**Item No: 7**

**Re-appointment of Mr. Parshotam Dass Agarwal as an Independent Director**

Passed as a Special Resolution as follows:

i) Details of Votes in favour and against the resolution:

	Remote e-voting		Voting at AGM		Total		Percent- age (%)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes in favour of the resolution	29	2123931	2	10	31	2123941	99.996
Votes against the resolution	1	87	0	0	1	87	0.004
<b>Total</b>	<b>30</b>	<b>2124018</b>	<b>2</b>	<b>10</b>	<b>32</b>	<b>2124028</b>	<b>100.00</b>

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of votes casted	No. of members	No. of votes
Remote e-voting	0	0	0	0
Voting at AGM	8	205645	0	0
<b>Total</b>	<b>8</b>	<b>205645</b>	<b>0</b>	<b>0</b>

Based on the above result, I report that the Special Resolution as set out in Item No 7 of the Notice of Reconvened 38<sup>th</sup> AGM has been passed with requisite majority.



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**Item No: 8**

**Re-appointment of Mr. Mohan Lal Jain as an Independent Director**

Passed as a Special Resolution as follows:

i) Details of Votes in favour and against the resolution:

	Remote e-voting		Voting at AGM		Total		Percent- age (%)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No of members	No. of votes casted	
Votes in favour of the resolution	29	2123931	2	10	31	2123941	99.996
Votes against the resolution	1	87	0	0	1	87	0.004
<b>Total</b>	<b>30</b>	<b>2124018</b>	<b>2</b>	<b>10</b>	<b>32</b>	<b>2124028</b>	<b>100.00</b>

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of votes casted	No. of members	No. of votes
Remote e-voting	0	0	0	0
Voting at AGM	8	205645	0	0
<b>Total</b>	<b>8</b>	<b>205645</b>	<b>0</b>	<b>0</b>

Based on the above result, I report that the Special Resolution as set out in Item No 8 of the Notice of Reconvened 38<sup>th</sup> AGM has been passed with requisite majority.



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For the resolution nos. 3, 4, 5, 6, 7 and 8, the invalid votes, inter-alia, includes votes casted by Mr. Ravindra Agarwal through Ballot voting at the AGM. The given ballot was partially incomplete and hence we have not considered for voting for those resolutions.

The electronic data and all other relevant records relating to remote e-voting and the voting at the AGM are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the AGM.

Thanking you,

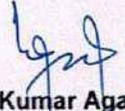
Yours faithfully,

**For M Siroya and Company  
Company Secretaries**

  
**Mukesh Siroya  
Proprietor  
Membership No. FCS 5682  
CP No. 4157**



**Countersigned  
For H.P. Cotton Textile Mills Limited**

  
**Kailash Kumar Agarwal  
Chairman of the Meeting**



Place: *Delhi*  
Date: *08/11/2019*

Place: *Delhi*  
Date: *9/11/2019*