



September 29, 2020

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400001

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

**Sub: Disclosure of Voting Results of the Remote e-voting and e-voting at the 39<sup>th</sup> Annual General Meeting ('AGM') of the Company held on 29<sup>th</sup> September, 2020, 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 39<sup>th</sup> Annual General Meeting (AGM) of the Company held on Tuesday, September 29, 2020 at 11:30 AM (IST) through Video Conferencing / Other Audio Visual Means.

1. Voting results of the above said AGM of the Company (**Annexure - A**)
2. Consolidated Scrutinizer'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 and 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)

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**Regd. Office & Works:**

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

**CIN NO.** L18101HR1981PLC012274



## ANNEXURE - A

	H.P. Cotton Textile Mills Limited
Date of AGM	29-09-2020
Total number of shareholders on record date	2246
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	15
Public:	14

Resolution No.	1								
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon.								
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	87.00	20,70,309	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		23,79,690	20,70,309	87.00	20,70,309	0	100.00	0.00
Public- Institutions	E-Voting	650	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		650	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	14,29,660	62,524	4.37	54,413	8,111	87.03	12.97	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		14,29,660	62,524	4.37	54,413	8,111	87.03	12.97
Total		38,10,000	21,32,833	55.98	21,24,722	8,111	99.62	0.38	0



Resolution No.	2								
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. RaghavKumar Agarwal (DIN: 02836610), 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	20,70,309	87.00	20,70,309	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>23,79,690</b>	<b>20,70,309</b>	<b>87.00</b>	<b>20,70,309</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	650	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>650</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	14,29,660	62,524	4.37	54,326	8,198	86.89	13.11	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>14,29,660</b>	<b>62,524</b>	<b>4.37</b>	<b>54,326</b>	<b>8,198</b>	<b>86.89</b>	<b>13.11</b>
<b>Total</b>		<b>38,10,000</b>	<b>21,32,833</b>	<b>55.98</b>	<b>21,24,635</b>	<b>8,198</b>	<b>99.62</b>	<b>0.38</b>	<b>0</b>

*Shubha Ja*



Resolution No.	3								
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mrs. Ritu Bansal 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	87.00	20,70,309	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>23,79,690</b>	<b>20,70,309</b>	<b>87.00</b>	<b>20,70,309</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	650	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>650</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	14,29,660	62,524	4.37	54,413	8,111	87.03	12.97	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>14,29,660</b>	<b>62,524</b>	<b>4.37</b>	<b>54,413</b>	<b>8,111</b>	<b>87.03</b>	<b>12.97</b>
<b>Total</b>		<b>38,10,000</b>	<b>21,32,833</b>	<b>55.98</b>	<b>21,24,722</b>	<b>8,111</b>	<b>99.62</b>	<b>0.38</b>	<b>0</b>

Shobha Ja



**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 applicable Rules and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

To,

The Chairman of Thirty Ninth (**39th**) Annual General Meeting ("AGM") of the Members of H.P. Cotton Textile Mills Limited held on Tuesday, September 29, 2020 at 11.30 A.M. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

Dear Sir,

1. I, Mukesh Siroya, Proprietor, M Siroya and Company, Practicing Company Secretaries, have been appointed as a Scrutinizer 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") read with MCA General Circular No. 14/2020 dated April 8, 2020, MCA General Circular No. 17/2020 dated April 13, 2020, MCA General Circular No. 20/2020 dated May 5, 2020, MCA General Circular No. 22/2020 dated June 15, 2020 and the provisions of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in respect of the all the resolutions contained in the notice to the AGM ("AGM Notice"); and
  - b. Scrutinizing the e-voting facility provided to the shareholders during the AGM through VC/OAVM and who had not cast their vote earlier.
2. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to remote e-voting for the AGM. My responsibility as a Scrutinizer is to scrutinize remote e-voting and e-voting conducted during the AGM in a fair and transparent manner and to ascertain requisite majority and is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" and/or "against" the resolutions stated in the AGM Notice based on the report generated from the e-voting system provided by Central Depository

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**Company Secretaries**

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Services (India) Limited (CDSL), appointed by the Company to provide remote e-voting and e-voting conducted during the AGM.

3. I submit herewith my Consolidated report on the results of remote e-voting conducted before the AGM and e-voting conducted during the AGM as under:
- (i) The remote e-voting period remained open from 09:00 A.M. IST on Saturday, September 26, 2020 to 05:00 P.M. IST on Monday, September 28, 2020.
  - (ii) The Annual Report, the AGM Notice (including the e-voting instructions) was sent by electronic mode to those Members whose e-mail addresses were registered with the Company or CDSL / NSDL ("Depositories") or Registrar and Transfer Agent – Alankit Assignments Limited.
  - (iii) The voting rights were reckoned as on Tuesday, September 22, 2020, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and e-voting at the AGM.
  - (iv) The Company had also provided e-voting facility to the members present at the AGM through VC/OAVM and who had not cast their e-votes earlier through the remote e-voting.
  - (v) After the conclusion of the AGM, the votes cast through remote e-voting and e-voting during the AGM were unblocked on September 29, 2020 at 12.35 PM in the presence of two witnesses, namely Ms. Bhavyata Acharya and Ms. Darshita Waghela, who were not in employment of the Company.
  - (vi) Thereafter, we have scrutinized the votes cast through remote e-voting conducted before the AGM and e-voting conducted during the AGM and reconciled the same with the records maintained by the Company/ NSDL/CDSL/ Registrar and Transfer Agents of the Company.
  - (vii) The consolidated result of remote e-voting and e-voting during AGM are as under.

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**Results of Remote E-Voting and E-Voting during the AGM of H.P. Cotton Textile Mills Limited**

**Ordinary Business:**

**Item No: 1: Ordinary Resolution**

To receive, consider and adopt Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 and the reports of the Board of directors and Auditors thereon.

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

	Remote e-voting before the AGM		E-voting at the 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	42	2124662	3	60	45	2124722	99.62
Votes against the resolution	4	8111	-	-	4	8111	0.38
<b>Total</b>	<b>46</b>	<b>2132773</b>	<b>3</b>	<b>60</b>	<b>49</b>	<b>2132833</b>	<b>100</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	-	-	-	-
E-voting at the AGM	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

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

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**Item No: 2: Ordinary Resolution**

To appoint a Director in place of Mr. RaghavKumar Agarwal (DIN:02836610), who retires by rotation and being eligible, seeks re-appointment

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

	Remote e-voting before the AGM		E-voting at the 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	41	2124575	3	60	44	2124635	99.62
Votes against the resolution	5	8198	-	-	5	8198	0.38
<b>Total</b>	<b>46</b>	<b>2132773</b>	<b>3</b>	<b>60</b>	<b>49</b>	<b>2132833</b>	<b>100</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	-	-	-	-
E-voting at the AGM	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 2 of the AGM Notice has been passed with requisite majority.

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

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**Item No: 3: Ordinary Resolution**

To appoint Mrs. Ritu Bansal as a Director (Non- executive) of the Company.

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

	Remote e-voting before the AGM		E-voting at the 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	42	2124662	3	60	45	2124722	99.62
Votes against the resolution	4	8111	-	-	4	8111	0.38
<b>Total</b>	<b>46</b>	<b>2132773</b>	<b>3</b>	<b>60</b>	<b>49</b>	<b>2132833</b>	<b>100</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	-	-	-	-
E-voting at the AGM	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 3 of the AGM Notice has been passed with requisite majority.

**M Siroya and Company  
Company Secretaries**

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066  
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The electronic data and all other relevant records relating to remote e-voting and e-voting during 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  
KUMAR  
SIROYA

Digitally signed by MUKESH  
KUMAR SIROYA  
DN: cn=MUKESH KUMAR SIROYA,  
c=IN, o=Mukesh Kumar Siroya,  
ou=H.P. Cotton Textile Mills Limited,  
serialNumber=102171234567891011  
Date: 2020.09.29 16:49:47 +05'30'

**Mukesh Siroya  
Company Secretary  
Membership No. FCS 5682  
CP No. 4157  
UDIN:F005682B000806451**

**Place: Mumbai  
Date: September 29, 2020**

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

KAILASH  
KUMAR  
AGARWAL

Digitally signed by  
KAILASH KUMAR  
AGARWAL  
Date: 2020.09.29  
17:25:40 +05'30'

**Kailash Kumar Agarwal  
Chairman**

**Place: New Delhi  
Date: September 29, 2020**