

Consolidated Report

To

The Chairman
H.P. COTTON TEXTILE MILLS LIMITED
15th K.M. Stone, Delhi Road, V.P.O. Mayar, Hissar Haryana-125044

Result of voting through electronic means conducted pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, or amendments therein, and Poll conducted pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, or amendments therein, for the Thirty-Sixth Annual General Meeting of the Company held on Monday, September 25, 2017 at 10.00 AM at the 15th K.M. Stone, Delhi Road, V.P.O. Mayar, Hissar Haryana-125044

Dear Sir,

I, Neelesh Kumar Jain, Proprietor, NKJ & Associates, Company Secretaries, (Membership Number 5593), was appointed as scrutinizer of H.P. Cotton Textile Mills Limited (the Company), with respect to the captioned subject hereby submit my consolidated report as under:

Resolution-1 : Ordinary Resolution

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31 March 2017, and the Report of the Auditors and Board of Directors thereon.

Particulars	Number of Members Casted Votes			Number of votes Casted			Total (%)
	E-voting	Poll	Total	E- voting	Poll	Total	
Assent	25	6	31	1733436	4300	1737736	99.98273914
Dissent	1	0	1	300	0	300	0.017260862
Total	26	6	32	1733736	4300	1738036	100
Invalid Votes			0			0	

Based on the Above, the Resolution has been passed with requisite majority

Resolution-2 : Ordinary Resolution

To appoint Mr. Raj Kumar Agarwal (DIN 2950710) as director of the Company, who retires by rotation and, being eligible, offers himself for re-appointment.

Particulars	Number of Members Casted Votes			Number of votes Casted			Total (%)
	E-voting	Poll	Total	E- voting	Poll	Total	
Assent	24	6	30	1733345	4300	1737645	99.97750334
Dissent	2	0	2	391	0	391	0.022496657
Total	26	6	32	1733736	4300	1738036	100
Invalid Votes			0			0	

Based on the Above, the Resolution has been passed with requisite majority



Resolution-3 : Ordinary Resolution

To Appoint M/s Bhargava Associates, Chartered Accountants as Statutory Auditors of the Company for a period of 5 years and fixing their remuneration thereof:

Particulars	Number of Members Casted Votes			Number of votes Casted			Total (%)
	E-voting	Poll	Total	E- voting	Poll	Total	
Assent	24	6	30	1733345	4300	1737645	99.97750334
Dissent	2	0	2	391	0	391	0.022496657
Total	26	6	32	1733736	4300	1738036	100
Invalid Votes			0			0	

Based on the Above, the Resolution has been passed with requisite majority

Resolution-4 : Special Resolution

To re-appoint Mr. Kailash Kumar Agarwal (DIN: 00063470) as Managing Director of the Company:

Particulars	Number of Members Casted Votes			Number of votes Casted			Total (%)
	E-voting	Poll	Total	E- voting	Poll	Total	
Assent	24	6	30	1733345	4300	1737645	99.97750334
Dissent	2	0	2	391	0	391	0.022496657
Total	26	6	32	1733736	4300	1738036	100
Invalid Votes			0			0	

Based on the Above, the Resolution has been passed with requisite majority

Resolution-5 : Special Resolution

To amend/adopt the Memorandum of Association of the Company according to Companies Act, 2013:

Particulars	Number of Members Casted			Number of votes Casted			Total (%)
	E-voting	Poll	Total	E- voting	Poll	Total	
Assent	25	6	31	1733436	4300	1737736	99.98273914
Dissent	1	0	1	300	0	300	0.017260862
Total	26	6	32	1733736	4300	1738036	100
Invalid Votes	0	0	0	0	0	0	

Based on the Above, the Resolution has been passed with requisite majority

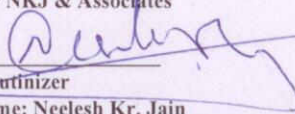
Resolution-6 : Special Resolution

To amend/adopt the Articles of Association of the Company according to Companies Act, 2013

Particulars	Number of Members Casted			Number of votes Casted			Total (%)
	E-voting	Poll	Total	E- voting	Poll	Total	
Assent	25	6	31	1733436	4300	1737736	99.98273914
Dissent	1	0	1	300	0	300	0.017260862
Total	26	6	32	1733736	4300	1738036	100
Invalid Votes	0	0	0	0	0	0	

Based on the Above, the Resolution has been passed with requisite majority

For NKJ & Associates


Scrutinizer

Name: Neelesh Kr. Jain
Practicing Company Secretary
FCS: 5593 CP No.: 5233



Date: 26th September 2017
Place: New Delhi

Countersigned by:

For H.P. COTTON TEXTILE MILLS LIMITED

Kailash Kumar Agarwal
Chairman