



Date: September 02, 2019

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

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

Sub: **Notice of 38<sup>th</sup> Annual General Meeting**

Dear Sir,

Pursuant to Regulations 30 & 34 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("LODR") and in furtherance to our letter dated August 22, 2019, submitted under Regulation 42 of LODR, please find attached herewith a copy of the Notice for convening the 38<sup>th</sup> Annual General Meeting of the Company on Monday, September 30, 2019, at 09:00 AM at 15<sup>th</sup> KM. Stone, Delhi Road, V.P.O. Mayar, Hisar - 125044 (Haryana)

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

**T:** +91 11 26927387, 49073415  
+91 11 41540471 / 72 / 73  
**F:** +91 11 49073410  
**E:** info@hpthreads.com

**Regd. Office & Works:**

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

**CIN NO.** L18101HR1981PLC012274



**NOTICE OF 38TH ANNUAL GENERAL MEETING**

**(CIN: L18101HR1981PLC012274)**

**Regd. Office:** 15th K.M. Stone, Delhi Road, V.P.O. Mayar, Hisar-125044

**Website:** www.hpthreads.com **E-mail:** info@hpthreads.com

**Tel:** +91 11 41540471/72/73, **Fax:** +91 11 49073410

**NOTICE** is hereby given that the Thirty Eighth Annual General Meeting of the Members of H.P. Cotton Textile Mills Limited will be held on **Monday, the 30<sup>th</sup> day of September, 2019 at 09:00 A.M.** at the Registered Office of the Company at 15th K.M. Stone, Delhi Road, V.P.O. Mayar, Hisar-125044 (Haryana) to transact the following businesses:

**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> 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 and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2019, the Reports of the Board of Directors and the Auditors thereon, be and are hereby adopted and approved.”

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

To consider and if thought fit, to pass the following resolution as an **Ordinary resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Kailash Kumar Agarwal (DIN: 00063470) as Managing Director to the extent that he is required to retire by rotation.”

**SPECIAL BUSINESS:**

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

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** Mr. Surendra Kumar Agarwal (DIN: 01309527), who was appointed by the Board of Directors as an Additional Director of the Company effective May 30, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and who qualifies for being appointed as a Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company liable to retire by rotation.”

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

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** Mr. Ravindra Kumar Agarwal (DIN: 01309558), who was appointed by the Board of Directors as an Additional Director of the Company effective May 30, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and who qualifies for being appointed as a Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company liable to retire by rotation.”

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

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** Mr. Raghav Kumar Agarwal (DIN: 02836610), who was appointed by the Board of Directors as an Additional Director of the Company effective May 30, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and who qualifies for being appointed as a Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company liable to retire by rotation.”

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

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V to the Companies Act, 2013 and Articles of Association of the Company, and such other applicable provisions (including any statutory modification or re-enactment thereof), if any and pursuant to the recommendation of the Nomination and Remuneration Committee, approval of the Company be and is hereby accorded for appointment of Mr. Raghav Kumar Agarwal (DIN 02836610) as a Whole Time Director of the Company for a period of 5 years, w.e.f. 30<sup>th</sup> May, 2019 designated as Executive Director CEO and CFO (“ED CEO & CFO”) on the same terms and conditions of remuneration as drawn by him in the capacity of CEO & CFO of the Company which is mentioned herein below:

##### A. REMUNERATION:

Particulars	Amount (in Rs. per month)
Basic	60,000
House Rent Allowance (HRA)	30,000
Other/Special/Grade Allowance	36,850
Transport Allowance	1,600
Gross Compensation (A)	1,28,450
Leave Travel Allowance (LTA)	3,800
Medical Reimbursement	3,050
Reimbursements (B)	6,850
Provident Fund (Employer's Contribution)	7,200
Statutory Annual Bonus / Ex Gratia**	7,500
Other / Statutory Benefits (C)	14,700
Total Cost to Company (per month) – A+B+C	1,50,000
Total Cost to Company (per annum)	18,00,000
Gratuity	2,885
LWW (Leave with Wages)	4,932
Additional Benefits	7,816
*For claiming reimbursements, please refer to Company's reimbursement policy manual.	
Total Gross Salary	1,28,450
Less PF Deduction	7,200
Net Pay (Pre Tax)	1,21,250
Add Monthly Reimb.	3,050
Total Net Pay (Incl. Monthly Reimb.)	1,24,300

*Important Points*

- 1) *Net Pay calculations are excluding of TDS as may be applicable under the Income Tax Act.*
- 2) *LTA and Statutory Annual Bonus / Ex Gratia payments (being paid annually) are excluded from the Net Pay Calculations.*
- 3) *LWW is calculated on Basic Salary @ 20 days (if the Basic Salary is up to 10k p.m.) / 30 days (if the Basic Salary is more than 10k p.m.) of Earned Leave per calendar year.*

**B. OTHER TERMS AND CONDITIONS:**

1. The Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof; and
2. If, at any time, Mr. RaghavKumar Agarwal ceases to be the director of the Company for any causes whatsoever, his office as Whole Time Director shall forthwith be terminated."

**RESOLVED FURTHER THAT** the remuneration payable to the ED CEO & CFO by way of salary, perquisites and other allowances and benefits shall not exceed the limits laid down in Section 197 read with Schedule V of the Act, including any statutory modifications or re-enactment thereof.

**RESOLVED FURTHER THAT** notwithstanding anything contained herein, where in any financial year during the tenure of the ED CEO & CFO, the Company has no profits or its profits are inadequate, the Company may pay to the ED CEO & CFO the above remuneration as the minimum remuneration for a period of 3 (three) years from the date of appointment or such other period as may be statutorily permitted by way of salary, perquisites, performance pay, other allowances and benefits as specified hereinabove subject to receipt of the requisite approvals, if any.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, Mr. Kailash Kumar Agarwal, Managing Director, be authorised to do all such acts, deeds, matters and things as he may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to issue the letter of appointment including the terms of appointment to ED CEO & CFO and to execute all documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

**7. Re-appointment of Mr. Bibhuti Talukdar Charan as an Independent Director**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, approval of the members of the Company be and is hereby accorded for re- appointment of Mr. Bibhuti Charan Talukdar (DIN: 00024015), who was appointed as an Independent Director of the Company at the 33<sup>rd</sup> Annual General Meeting of the Company to hold office of the Independent Director upto September 25, 2019 and who is eligible for being re-appointed as an Non-Executive Independent Director for a term of five consecutive years w.e.f. September 26, 2019 to September 25, 2024 and in respect of whom the Company has received a Notice in writing from a himself under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, as a Non-Executive Independent Director of the Company, not liable to retire by rotation as well as to continue to hold the position of Non- Executive Independent Director beyond 75 years of age."

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

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, approval of the members of the Company be and is hereby accorded for re- appointment of Mr. Parshotam Dass Agarwal (DIN: 00063017), who was appointed as an Independent Director of the Company at the 33<sup>rd</sup> Annual General Meeting of the Company to hold office of the Independent Director upto September 25, 2019 and who is eligible for being re-appointed as an Non-Executive Independent Director for a term of five consecutive years w.e.f. September 26, 2019 to September 25, 2024 and in respect of whom the Company has received a Notice in writing from a himself under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, as a Non-Executive Independent Director of the Company, not liable to retire by rotation as well as to continue to hold the position of Non- Executive Independent Director beyond 75 years of age.

**RESOLVED FURTHER THAT** pursuant to regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Mr. Parshotam Dass Agarwal on attaining the age of 75 years on October 9, 2021 during the above term of re- appointment, the continuation of such appointment as a Non- Executive Independent of the Company for 5 years on the same terms and conditions of such re-appointment even after attaining the age of 75 years will be considered as requisite approval as required in the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.”

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

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, approval of the members of the Company, be and is hereby accorded for re- appointment of Mr. Mohan Lal Jain (DIN: 00063240), who was appointed as an Independent Director of the Company at the 33<sup>rd</sup> Annual General Meeting of the Company to hold office of the Independent Director upto September 25, 2019 and who is eligible for being re-appointed as an Non-Executive Independent Director for a term of five consecutive years w.e.f. September 26, 2019 to September 25, 2024 and in respect of whom the Company has received a Notice in writing from a himself under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, as a Non-Executive Independent Director of the Company, not liable to retire by rotation.”

**By Order of the Board of Directors  
for H P Cotton Textile Mills Limited**

Place: **New Delhi**  
Date: **August 13, 2019**

**Shubham Jain**  
**Company Secretary and Compliance Officer**



## NOTES:

1. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF PURSUANT TO SECTION 105 OF THE COMPANIES ACT 2013. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DULY FILLED, STAMPED AND SIGNED AND MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Provided that 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. 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 at the Meeting.
3. The attendance slip cum Proxy form is placed at the end of this Annual Report.
4. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
5. Members/Proxies/Authorised Representatives are requested to bring duly filled attendance slips sent herewith to attend the AGM.
6. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Businesses under item 3 to 9 as stated above are annexed hereto. The relevant details as required under Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {"SEBI (LODR) Regulations"} and Secretarial Standard on General Meetings ("SS-2"), issued by The Institute of Company Secretaries of India, is also annexed.
7. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are provided in the Notice under Note No. 31.
8. 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.
9. Members/proxies/authorised representatives are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting. Members are requested to please bring their Folio number/ Demat Account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
10. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Sundays and Public Holiday and National Holiday) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and 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.



## H. P. Cotton Textile Mills Limited

12. Queries proposed to be raised at the Annual General Meeting may please be sent to the Company at its Registered/Corporate Office, at least 7 days prior to the date of Annual General Meeting to enable the Company to compile the information and answer them in the meeting.
13. Members desirous of getting any information in respect of the contents of the Annual Reports is required to forward their queries to the Company at least ten days prior to the Meeting so that, if the Chairman so permits, the required information can be made available at the meeting.
14. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on 22<sup>nd</sup> September, 2018 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: <http://www.hpthreads.com/corporate-information.php>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).
15. Due dates for transfer of unclaimed/unpaid dividends for the financial year 2011-12 and thereafter to IEPF:

FY ended	Declaration Date	Due Date
March 31, 2013	September 07, 2013	October 6, 2020
March 31, 2014	September 26, 2014	October 25, 2021
March 31, 2015	September 24, 2015	October 23, 2022
March 31, 2016	September 23, 2016	October 22, 2023
March 31, 2018	September 22, 2018	October 21, 2025

16. Those shareholders who have not encashed their dividend warrants for previous year(s) so far are requested to send their claims for payment, by giving the detail in the attached format to the Company.

### FORMATS

#### i) FORMAT FOR REGISTERING EMAIL ID

DP/ Client ID/ Folio No. :  
 Name of the sole/ first holder :  
 Postal Address :  
 Email Address : Signature

#### ii) FORMAT OF MANDATE FOR PAYMENT OF DIVIDEND BY NECS/ NEFT

Folio No :  
 Name of the sole/ first holder :  
 Postal Address :  
 Email Address :

I hereby authorized M/s Alankit Assignments Ltd. to make payment of dividend by direct credit to my bank account the details which are furnished below:

Bank Name :  
 Branch Name :  
 Branch Address :  
 MICR Code :  
 IFSC Code :



## H. P. Cotton Textile Mills Limited

Account Type :

Account No :

I enclosed herewith the following documents in proof of the above details:

Photocopy of Bank Pass Book/ Bank Statement:

Photocopy of a blank cheque leaf of the account:

Signature

### iii) **FORMAT FOR CLAIMING UNPAID DIVIDENDS OF PREVIOUS YEARS**

DP/ Client ID/ Folio NO :

Name of the sole/ first holder :

Postal Address :

Years for which dividend not received :

Signature

17. As per the provisions of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the shareholder, who did not claim their unpaid/unclaimed dividend before the due dates as mentioned at point no. 15, are requested to claim the same otherwise, in addition to the dividend, their shares shall also be transferred to Investor Education and Protection Fund. However, the members are eligible to withdraw their dividend along with shares by following the provisions of the said Rules.
18. Those members who have not yet got their Equity Shares dematerialised are requested to contact any of the Depository Participants in their vicinity for getting their shares dematerialised. In case any clarification is needed in that regard, the undersigned may be contacted in person or by communication addressed at the Corporate Office of the Company.
19. SEBI vide notification dated 8<sup>th</sup> June, 2018, has decided that securities of listed companies can be transferred only in dematerialised form after the expiry of 180 days from the date of notification. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
20. The Company's Registrars & Transfer Agents for its share registry (both, physical as well as electronic) is Alankit Assignments Limited having its office at Alankit House, 4E/2, Jhandewalan Extension, New Delhi, Delhi 110055.
21. In all correspondence with the Company and/or the RTA, members are requested to quote their folio number and in case their shares are held in the dematerialised form, they must quote their DP ID and Client ID number for easy reference and speedy disposal thereof.
22. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH-13, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 (which can be obtained from the Company's RTA).
23. Members holding shares in electronic form are requested to furnish the new 10-digit Bank Account Number allotted to them by their bank, (after implementation of CBS), along with photocopy of a cheque pertaining to the concerned account, to their Depository Participant (DP). Please send these details to the Company/ Registrars, if the shares are held in physical form, immediately.
24. Members holding shares in the certificate/Physical form are requested to notify / send the following to the Company's Registrars and Share Transfer Agents, Alankit Assignments Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055 to facilitate better servicing: -
  - a. Any change in their address / mandate / Bank details.





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- b. Submit their Permanent Account Number (PAN) and Bank account, in case the same have not been furnished earlier
  - c. Share certificates held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into a single account, and
  - d. To register / update their e-mail address with the Company / RTA for receiving all communications from the Company electronically.
25. Non-Resident Indian Members are requested to inform the Company's Registrar & Transfer Agent (RTA) immediately:
- a) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
  - b) Any change in their residential status on return to India for permanent settlement.
26. 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 mode are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company/RTA.
27. Since the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the Annual General Meeting. The members who will be physically present at the Annual General Meeting shall be provided with polling papers to cast their votes at the meeting.
28. The members can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered and treated as INVALID.
29. As a part of "Green Initiative" in Corporate Governance, the Ministry of Corporate Affairs has allowed sending communication to the shareholders through electronic mode. Accordingly, we propose to send documents like notices convening General Meetings, Annual Report etc. to the email addresses of the shareholders. For this purpose, shareholders holding shares in physical form are requested to register their email addresses and any changes therein from time to time with the Share Transfer Agent of the Company M/s Alankit Assignments Ltd, at their Postal / E-mail address given above. Please give the details in the attached format for registering your E-mail ID. Those holding shares in demat form are requested to register their E-mail IDs with their Depository Participants.
30. The Register of Members and Share Transfer Books of the Company shall be closed from **23<sup>rd</sup> day of September, 2019 to 30<sup>th</sup> day of September, 2019** (Both Days Inclusive).
31. **Information and instructions relating to e-voting are as under:**
- The members are requested to follow the detailed procedure/instructions carefully as given herein below:
- i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (LODR) Regulations, the Company is pleased to provide to its members the facility to exercise their right to vote on resolutions proposed to be passed at the ensuing AGM by electronic means ("e-voting") holding equity shares as on **23<sup>rd</sup> September, 2019**, being the **Cut-off Date** (Record date for the purpose of rule 20(3)(vii) of the said Rules), fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through e-voting platform provided by CDSL.
  - ii. The facility for voting through Poll shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e voting shall be eligible to exercise their right at the meeting through Poll.

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- iii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv. The e-voting period begins on **27<sup>th</sup> September 2019 at 9.00 A.M. and ends on 29<sup>th</sup> September 2019 at 5.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of **23<sup>rd</sup> September 2019**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

### The instructions for shareholders for E-Voting are as under:

#### A. In case of Members receiving Notice of this Meeting via E-Mail (for Members whose e-mail address are registered with the Company/ Registrars)

- i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- ii) Click on "Shareholders" tab.
- iii) 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next, enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- vi) If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 Digits of the sequence number in the PAN Field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL Letters. E.g. If your name is Ramesh Kumar with sequence number 1 then Enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company, please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members 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 Remote 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.
- ix) For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.



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- x) Click EVSN 190828009 of H.P. COTTON TEXTILE MILLS LIMITED on which you choose to vote.
- xi) 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.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) 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.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi) If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) Note for Institutional Shareholders :-
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, they have to create a compliance user should be created who would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdeskevoting@cdslindia.com](mailto:helpdeskevoting@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.
- xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### **B. In case of Members receiving the physical copy of Notice of 38<sup>th</sup> Annual General Meeting by post (for Members whose e-mail address are not registered with the Company/ Registrars)**

Please follow all the steps from S. No. (i) to S. No. (xvii) To cast vote as mentioned above.

- v. The Voting rights of Members shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on Cut-off Date of **23<sup>rd</sup> September, 2019**.

- 32. The Route map of the Venue of the Annual General Meeting forms part of this Notice and is given on the last page of this Annual Report.
- 33. For the security and safety of the members, no article / baggage including water bottles and Tiffin boxes will be allowed at the venue of the meeting. The shareholders/ attendees are requested not to bring any article / baggage etc. at the venue of the Annual General Meeting.
- 34. No gift(s)/gift coupons will be distributed at the venue of 38<sup>th</sup> Annual General Meeting of your company.

### **General Instructions**

- i) The Chairman of the meeting shall, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Poll for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting.
- ii) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the

## H. P. Cotton Textile Mills Limited



meeting, votes cast by poll 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 and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- iii) The voting results declared along with the report of the scrutinizer shall be placed on the Company's website and communicated to the Stock exchange immediately after the declaration of result by the Chairman or a person authorised by him in writing.

### DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(PURSUANT TO REGULATION 36(3) OF SEBI (LODR) AND SS-2)

Name	Mr. Kailash Kumar Agarwal	Mr. Surendra Kumar Agarwal	Mr. Ravindra Agarwal	Mr. Raghavkumar Agarwal
Directors Identification Number (DIN)	00063470	01309527	01309558	02836610
Date of Birth	17-07-1961	04-08-1962	12-02-1974	05-10-1986
Age	58 years	57 years	45 years	32 years
Qualification	B.COM from Kolkata University and LL.B from Delhi University	B.COM from Delhi University	B.COM from Kolkata University	Bsc. in Management Science from Warwick Business School, University of Warwick, U K.,
Terms and conditions of appointment and re-appointment	Liable to retire by rotation	As per resolution no. 3 of the Notice read with Explanatory Statement thereto	As per resolution no. 4 of the Notice read with Explanatory Statement thereto	As per resolution no. 5 & 6 of the Notice read with Explanatory Statement thereto
Expertise in Specific Area	35 years experience in Textile Industry including garments and hosiery knitwear .	31 years experience in Textile Industry including garments and hosiery knitwear . Also, served for 5 years as President Commercial in HP Cotton Textile Mills Limited	20 years experience in Textile Industry including garments and hosiery knitwear. Also served for 10 years as President Exports in the company	Continuing as the CEO & CFO of the company since the last 2 years, having more than 13 years of experience in Textile Industry
Date of first appointment on the Board of the Company	03.09.1981	30.05.2019	30.05.2019	30.05.2019
Directorship in other limited companies (excluding HP Cotton Textile Mills Limited)	1. Tayal Vegcraft Private Limited 2. HP Infratech Private Limited 3. Achhar Investments Limited 4. Sailesh Textile Mfg Co Ltd 5. Sanjay Mercantile Private Limited 6. Jainish Products Limited	1. Tayal Vegcraft Private Limited 2. Achhar Investments Limited 3. Sacred Trading And Investment Company Ltd 4. Sailesh Textile Mfg Co Ltd 5. H R Enterprises Private Limited 6. Sanjay Mercantile Private Limited	1. Tayal Vegcraft Private Limited 2. Sacred Trading And Investment Company Ltd 3. Sunrise Finvest Pvt Ltd 4. Jainish Products Limited	1. HP Infratech Private Limited 2. HP Merchantainment Private Limited
Relationship with other Directors and Key Managerial Personnel	Father of Mr. Raghav Kumar Agarwal	Brother of Mr. Kailash Kumar Agarwal	Brother of Mr. Kailash Kumar Agarwal	Son of Mr. Kailash Kumar Agarwal

# H. P. Cotton Textile Mills Limited



Name	Mr. Kailash Kumar Agarwal	Mr. Surendra Kumar Agarwal	Mr. Ravindra Agarwal	Mr. Raghavkumar Agarwal
Membership/ Chairmanship of committee of Directors of other companies	Nil	Nil	Nil	Nil
No. of Share held as on 31-03-2019	89,385	98,265	1,06,066	10,054
Number of Meetings of the Board attended during the financial year 2018-19	5(Five)	Not Applicable	Not Applicable	Not Applicable
Details of remuneration last drawn by such person (FY 2018-19)	24 Lacs	Not Applicable	Not Applicable	Not Applicable
Details of remuneration sought to be paid	Not Applicable	Not Applicable	Not Applicable	As per resolution no. 5 & 6 of the Notice read with Explanatory Statement thereto

Name	Mr. Bibhuti Talukdar Charan	Mr. Parshotam Dass Agarwal	Mr. Mohan Lal Jain
Directors Identification Number (DIN)	00024015	00063017	00063240
Date of Birth	01-03-1936	09-10-1946	01-03-1959
Age	83 years	72 years	60 years
Qualification	B. Com., Post Graduation Diploma in Business Management	B. Com., LLB, MBA	B. Com. (Hons), FCA
Terms and conditions of appointment and re-appointment	As per resolution no. 7 of the Notice read with Explanatory Statement thereto	As per resolution no. 8 of the Notice read with Explanatory Statement thereto	As per resolution no. 9 of the Notice read with Explanatory Statement thereto
Expertise in Specific Area	Retired Corporate Executive having experience in Corporate Law and Finance over 58 years	More than 45 years' experience in Textile & paper industry	Practicing Chartered Accountant since 1985, More than 35 years of experience in Finance and Audit
Date of first appointment on the Board of the Company	30.10.2004	09.08.2004	23.01.2010
Directorship in other limited companies (excluding HP Cotton Textile Mills Limited)	1. Nagreeka Exports Ltd. 2. Nagreeka Capital & Infrastructure Limited	1. Gaurav Mercantiles Ltd	1. Gaurav Mercantiles Ltd 2. MLJ Financial Consultants Private Limited 3. MJ Softech Private Limited 4. RMS Diversified Private Limited 5. Spectacular Media Marketing Private Limited

# H. P. Cotton Textile Mills Limited



Name	Mr. Bibhuti Talukdar Charan	Mr. Parshotam Dass Agarwal	Mr. Mohan Lal Jain
Relationship with other Directors and Key Managerial Personnel	Nil	Nil	Nil
Membership/Chairmanship of committee of Directors of other companies	<b>Nagreeka Capital &amp; Infrastructure Limited</b> Audit Committee - Member Nomination and Remuneration - Member Stakeholders and Relationship Committee - Member	<b>Gaurav Mercantiles Ltd</b> Audit Committee - Chairman Nomination and Remuneration - Member	<b>Gaurav Mercantiles Ltd</b> Audit Committee - Member Nomination and Remuneration – Member Stakeholders and Relationship Committee - Chairman
No. of Share held as on 31-03-2019	Nil	Nil	Nil
Number of Meetings of the Board attended during the financial year 2018-19	1(One)	5(Five)	4(Four)
Details of remuneration last drawn by such person (FY 2018-19)	Nil	Nil	Nil
Details of remuneration sought to be paid	Nil	Nil	Nil

**By Order of the Board of Directors  
for H P Cotton Textile Mills Limited**

Place: **New Delhi**  
Date: **August 13, 2019**

**Shubham Jain**  
Company Secretary and Compliance Officer



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 3:**

The Board of Directors at its meeting held on May 30, 2019 has appointed Mr. Surendra Kumar Agarwal as an Additional Director of the Company in the capacity of Non-Executive Director w.e.f. May 30, 2019. Mr. Agarwal holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 ("the Act") and the Company has received a notice in writing under Section 160 of the Act from the him proposing his candidature for the office of Director of the Company.

Mr. Agarwal, is not disqualified from being appointed as a Director by virtue of the provisions of Section 164 of the Companies Act, 2013. Pursuant to Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company.

The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meeting held on August 13, 2019, have approved his appointment as a Director in the interest of the Company and has recommended passing of Resolution at Item No. 3 as an Ordinary Resolution.

Mr. Agarwal, aged 57 years has done his B.COM from Delhi University, has an experience of 31 years in Textile Industry including garments and hosiery knitwear.

Also, served for 5 years as President Commercial in HP Cotton Textile Mills Limited.

None of the other Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Kailash Kumar Agarwal, Mr. Ravindra Agarwal and Mr. Raghavkumar Agarwal, who are the relative of Mr. Surendra Kumar Agarwal, and Mr. Surendra Kumar Agarwal himself, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

The Board recommends the resolution set forth in Item No. 3 for the approval of the Members as Ordinary Resolution.

**ITEM NO. 4:**

The Board of Directors at its meeting held on May 30, 2019 has appointed Mr. Ravindra Agarwal as an Additional Director of the Company in the capacity of Non-Executive Director w.e.f. May 30, 2019. Mr. Agarwal holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 ("the Act") and the Company has received a notice in writing under Section 160 of the Act from the him proposing his candidature for the office of Director of the Company.

Mr. Agarwal, is not disqualified from being appointed as a Director by virtue of the provisions of Section 164 of the Companies Act, 2013. Pursuant to Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company.

The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meeting held on August 13, 2019, have approved his appointment as a Director in the interest of the Company and has recommended passing of Resolution at Item No. 3 as an Ordinary Resolution.

Mr. Agarwal, aged 45 years has done his B.COM from Kolkata University, has an experience of 20 years in Textile Industry including garments and hosiery knitwear.

Also, served for 10 years as President Exports in the Company.

None of the other Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Kailash Kumar Agarwal, Mr. Surendra Kumar Agarwal and Mr. Raghavkumar Agarwal, who are the relative of Mr. Ravindra Agarwal, and Mr. Ravindra Agarwal himself, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members as Ordinary Resolution.

**ITEM NO. 5 & 6:**

Item no. 5: Ordinary Resolution

Item no. 6: Special Resolution

Mr. Raghavkumar Agarwal had been appointed as an Additional Director of the Company with effect from May 30, 2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company

## H. P. Cotton Textile Mills Limited



under Section 160(1) of the Companies Act, 2013 and eligible for appointment. It is proposed to seek the Shareholders' approval for regularization of appointment of Mr. Raghavkumar Agarwal as a Director of the Company and for appointment of Mr. Raghavkumar Agarwal as the Whole Time Director (Executive Director) in terms of the applicable provisions of the Companies Act, 2013. The payment of remuneration has already been approved by the Nomination & Remuneration Committee in its meeting held on August 13, 2019 & subsequently by the Board of Directors in its Board Meeting held on the same date. Therefore the Board proposes to seek approval of the Shareholders of the Company, approving the below terms and conditions:

### A. REMUNERATION:

Particulars	Amount (in Rs. per month)
Basic	60,000
House Rent Allowance (HRA)	30,000
Other/Special/Grade Allowance	36,850
Transport Allowance	1,600
Gross Compensation (A)	128,450
Leave Travel Allowance (LTA)	3,800
Medical Reimbursement	3,050
Reimbursements (B)	6,850
Provident Fund (Employer's Contribution)	7,200
Statutory Annual Bonus / Ex Gratia**	7,500
Other / Statutory Benefits (C)	14,700
Total Cost to Company (per month) – A+B+C	150,000
Total Cost to Company (per annum)	1,800,000
Gratuity	2,885
LWW (Leave with Wages)	4,932
Additional Benefits	7,816
*For claiming reimbursements, please refer to Company's reimbursement policy manual.	
Total Gross Salary	128,450
Less PF Deduction	7,200
Net Pay (Pre Tax)	121,250
Add Monthly Reimb.	3,050
Total Net Pay (Incl. Monthly Reimb.)	124,300

### Important Points

- 1) Net Pay calculations are excluding of TDS as may be applicable under the Income Tax Act.
- 2) LTA and Statutory Annual Bonus / Ex Gratia payments (being paid annually) are excluded from the Net Pay Calculations.
- 3) LWW is calculated on Basic Salary @ 20 days (if the Basic Salary is up to 10k p.m.) / 30 days (if the Basic Salary is more than 10k p.m.) of Earned Leave per calendar year.

### C. OTHER TERMS AND CONDITIONS:

1. The Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof; and
2. If, at any time, Mr. RaghavKumar Agarwal ceases to be the director of the Company for any causes whatsoever, his office as Whole Time Director shall forthwith be terminated.

The copies of relevant resolutions of the Board / Committee in respect of the remuneration of the above-mentioned Director are available for inspection by the Members at the registered office of the Company on any working day excluding Sundays (including Public Holidays) during business hours upto the date of the Meeting.

None of the other Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Kailash Kumar Agarwal, Mr. Surendra Kumar Agarwal and Mr. Ravindra Agarwal, who are the relative of Mr. Raghavkumar Agarwal, and Mr. Raghavkumar Agarwal himself, to whom the resolution relates, are concerned or interested in the Resolutions mentioned at Item No. 5 & 6 of the Notice.



## H. P. Cotton Textile Mills Limited

The Board recommends the Ordinary and Special Resolution as set out at Item No. 5 & 6, respectively, of the Notice for approval by the members.

### **ITEM NO. 7:**

Pursuant to the provision of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchange, the shareholders of the Company at its meeting held on September 26, 2014 appointed Mr. Bibhuti Charan Talukdar (DIN: 00024015) as an Independent Director of the Company to hold office for five consecutive years for a term upto September 25, 2019 and he is eligible for re- appointment for one more term of upto five years.

As per regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, inter alia, provides that "no Listed Company shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 years unless it is approved by the Shareholders by passing Special Resolution to that effect". Mr. Bibhuti Charan Talukdar has already attained the age of 75 years and hence his re-appointment beyond 75 years requires the approval of shareholders by way of Special Resolution

Further as per Section 149 of Companies Act 2013 read with Rules framed thereunder, the re- appointment of Independent Director for second term also requires approved of shareholder by way of Special Resolution.

Keeping in view his able experience, participation and rich contribution as an independent Director, it is proposed to re-appoint Mr. Bibhuti Charan Talukdar as a Non- Executive Independent Director for a second term by way of a special resolution under Section 149 of the Companies Act, 2013, read with relevant rules framed therein and as per regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The Nomination and Remuneration Committee at its meeting held on August 13, 2019 on the basis of performance of Independent Directors and taking into account the external business environment, the business knowledge, experience and the substantial contribution made by Mr. Bibhuti Charan Talukdar during his tenure, has recommended to the Board that continued association of Mr. Bibhuti Charan Talukdar as the Independent Director would be beneficial to the Company. Based on the above and performance evaluation of Independent Directors, the Board recommends the re-appointment of Mr. Bibhuti Charan Talukdar, as the Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from September 26, 2019 upto September 25, 2024.

In the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and also SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he is independent of the management.

Save and except Mr. Bibhuti Charan Talukdar and their relatives to the extent of their sharholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for the approval of the Members.

### **ITEM NO. 8:**

Pursuant to the provision of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchange, the shareholders of the Company at its meeting held on September 26, 2014 appointed Mr. Parshotam Dass Agarwal (DIN: 00063017) as an Independent Director of the Company to hold office for five consecutive years for a term upto September 25, 2019 and he is eligible for re- appointment for one more term of upto five years.

As per regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, inter alia, provides that "no Listed Company shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 years unless it is approved by the Shareholders by passing Special Resolution to that effect". Mr. Parshotam Dass Agarwal, currently aged 72, will attain the age of 75 years on October 9, 2021 and hence continuation beyond 75 years requires the approval of shareholders by way of Special Resolution.

Further as per Section 149 of Companies Act 2013 read with Rules framed thereunder, the re- appointment of Independent Director for second term also requires approval of shareholder by way of Special Resolution.

Keeping in view his able experience, participation and rich contribution as an independent Director, it is proposed



## H. P. Cotton Textile Mills Limited

to re-appoint Mr. Parshotam Dass Agarwal as a Non- Executive Independent Director for a second term by way of a special resolution under Section 149 of the Companies Act, 2013, read with relevant rules framed therein and as per regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The Nomination and Remuneration Committee at its meeting held on August 13, 2019 on the basis of performance of Independent Directors and taking into account the external business environment, the business knowledge, experience and the substantial contribution made by Mr. Parshotam Dass Agarwal during his tenure, has recommended to the Board that continued association of Mr. Parshotam Dass Agarwal as the Independent Director would be beneficial to the Company. Based on the above and performance evaluation of Independent Directors, the Board recommends the re-appointment of Mr. Parshotam Dass Agarwal, as the Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from September 26, 2019 upto September 25, 2024.

In the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and also SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he is independent of the management.

Save and except Mr. Parshotam Dass Agarwal and their relatives to the extent of their sharholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the Notice.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for the approval of the Members.

### **ITEM NO. 9:**

Pursuant to the provision of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchange, the shareholders of the Company at its meeting held on September 26, 2014 appointed Mr. Mohan Lal Jain (DIN: 00063240) as an Independent Director of the Company to hold office for five consecutive years for a term upto September 25, 2019 and he is eligible for re- appointment for one more term of upto five years.

As per Section 149 of Companies Act 2013 read with Rules framed thereunder, the re- appointment of Independent Director for second term also requires approval of shareholder by way of Special Resolution.

Keeping in view his able experience, participation and rich contribution as an independent Director, it is proposed to re-appoint Mr. Mohan Lal Jain (DIN: 00063240) as a Non- Executive Independent Director for a second term by way of a special resolution under Section 149 of the Companies Act, 2013, read with relevant rules framed therein and as per regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The Nomination and Remuneration Committee at its meeting held on August 13, 2019 on the basis of performance of Independent Directors and taking into account the external business environment, the business knowledge, experience and the substantial contribution made by Mr. Mohan Lal Jain (DIN: 00063240) during his tenure, has recommended to the Board that continued association of Mr. Mohan Lal Jain (DIN: 00063240) as the Independent Director would be beneficial to the Company. Based on the above and performance evaluation of Independent Directors, the Board recommends the re-appointment of Mr. Mohan Lal Jain (DIN: 00063240), as the Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from September 26, 2019 upto September 25, 2024.

In the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and also SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he is independent of the management.

Save and except Mr. Mohan Lal Jain (DIN: 00063240) and their relatives to the extent of their sharholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 of the Notice.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for the approval of the Members.

**By Order of the Board of Directors  
for H P Cotton Textile Mills Limited**

Place: **New Delhi**  
Date: **August 13, 2019**

**Shubham Jain**  
**Company Secretary and Compliance Officer**

**Form No. MGT-11  
Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**H P COTTON TEXTILE MILLS LIMITED**

CIN: L18101HR1981PLC012274

Regd. Off.: 15<sup>th</sup> K. M. Stone, Delhi Road, V.P.O.-Mayar (Hisar), Haryana

Name of the member(s):	
Registered address:	
E- mail Id:	
Folio No./Client ID	
DP ID	

I/We being a member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name: ..... Address: .....  
E-mail Id: ..... Signature: ..... or failing him;
2. Name: ..... Address: .....  
E-mail Id: ..... Signature: ..... or failing him;
3. Name: ..... Address: .....  
E-mail Id: ..... Signature: .....

and whose signatures are appended below as my / our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 38th Annual General Meeting of the Company to be held on Monday, 30<sup>th</sup> September, 2019 at 09.00 A.M. at 15<sup>th</sup> K. M. Stone, Delhi Road, V.P.O. Mayar, Hisar (Haryana) and at any adjournment thereof in respect of such resolutions as are indicated below:

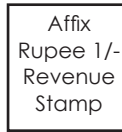
S. N.	Resolutions	FOR I/We assent to the Resolution	AGAINST I/We dissent to the Resolution
1.	To Consider and adopt Audited Financial Statements along with the reports of the Directors and Auditors thereon		
2.	Re-appointment of Mr. Kailash Kumar Agarwal, who retires by rotation		
3.	Appointment of Mr. Surendra Kumar Agarwal as a Director (Non-Executive) of the Company		
4.	Appointment of Mr. Ravindra Kumar Agarwal as a Director (Non-Executive) of the Company		

S. N.	Resolutions	FOR I/We assent to the Resolution	AGAINST I/We dissent to the Resolution
5.	Appointment of Mr. Raghav Kumar Agarwal as Director of the Company		
6.	Appointment of Mr. Raghav Kumar Agarwal as a Whole - Time Director (Executive Director) of the Company		
7.	Re-appointment of Mr. Bibhuti Talukdar Charan as an Independent Director		
8.	Re-appointment of Mr. Parshotam Dass Agarwal as an Independent Director		
9.	Re-appointment of Mr. Mohan Lal Jain as an Independent Director		

Signed this Monday, the 30<sup>th</sup> day of September, 2019.

Signature of shareholder

Signature of the Proxy Holders



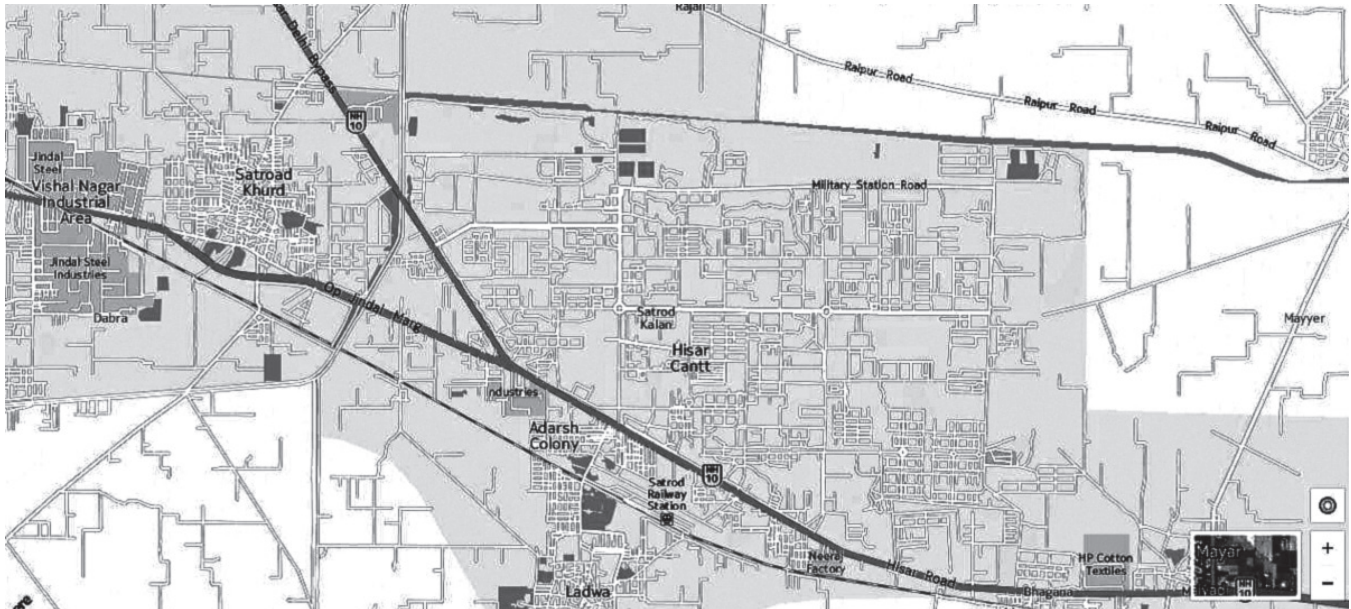
1. .... 2. .... 3. ....

**Notes:**

1. The proxy form duly signed across the Revenue Stamp must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
2. A proxy need not be a member of the Company.
3. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.



**ROUTE MAP**



**AGM Venue Route Map**

**Venue Address**

15<sup>th</sup> K.M. Stone, Delhi Road, V.P.O. Mayar  
Hisar-125044 (Haryana)

**Route from Hisar**

Straight through Dabra Chowk onto Delhi road/ Mall road  
Turn on to NH-10  
Cross Vid Textile Mills Limited



**H. P. COTTON TEXTILE MILLS LIMITED**

CIN: L18101HR1981PLC012274

Regd. Off.: 15<sup>th</sup> K. M. Stone, Delhi Road, V.P.O.-Mayar (Hisar), Haryana

**38<sup>th</sup> ANNUAL GENERAL MEETING**

Date: Monday, 30<sup>th</sup> September, 2019 at 09.00 A.M.

**ATTENDANCE SLIP**

(Please Complete the Attendance Slip and hand it over at the entrance of the Meeting Hall and also bring your copy of the Annual Report)

I hereby record my presence at the 38<sup>th</sup> Annual General Meeting of the Company being held on Monday, 30<sup>th</sup> September, 2019 at 09.00 A.M. at the Registered Office of the Company at **15<sup>th</sup> K.M. Stone, Delhi Road, V.P.O. Mayar, Hisar-125 044 (Haryana).**

.....

.....

Full name of the shareholder/Proxy ..... Signature .....

(In Block Letters)

Folio No./DP ID & Client ID .....

No. of Shares Held: .....