



September 04, 2020

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001

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

Sub: Notice of the 39th Annual General Meeting of H.P. Cotton Textile Mills Limited

Dear Sir,

Pursuant to Regulation 30 read with Para A, Part A of Schedule III, of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, attached herewith is the Notice and the Explanatory Statement of the 39th AGM of the Company to be held on Tuesday, September 29, 2020 at 11.30 a.m. (IST) via Video Conference / Other Audio-Visual Means, in accordance with the General Circular issued by the Ministry of Corporate Affairs dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020 and SEBI Circular dated May 12, 2020.

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

T: +91 11 26927387, 49073415
+91 11 41540471/72/73
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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



ISO 9001 : 2008

**H.P. COTTON TEXTILE MILLS LIMITED
(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
39TH ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Thirty Ninth (39th) Annual General Meeting of the Members of H.P. Cotton Textile Mills Limited will be held on **Tuesday, the 29th day of September, 2020 at 11:30 AM IST** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) on account of outbreak of COVID-19 (Coronavirus) Pandemic and in accordance with the relevant Circulars issued by the Ministry of Corporate Affairs, to transact the following business:

ORDINARY BUSINESS:

1. 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.
2. To appoint a Director in place of Mr. RaghavKumar Agarwal (DIN: 02836610), who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESS:

3. To appoint Mrs. Ritu Bansal 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 Mrs. Ritu Bansal (DIN: 03619069), who was appointed by the Board of Directors as an Additional Director of the Company effective from September 02, 2020 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 Act proposing her candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company liable to retire by rotation;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, any Director of the Company, or the Company Secretary, be and are hereby severally authorized to do all acts, deeds, matters, and things, as deemed necessary, proper or desirable including, but not limited to, sign (including digitally sign) execute, and certify all necessary documents, applications and returns along with filing of necessary e-forms with the Registrar of Companies.”

By Order of the Board of Directors

Place: **New Delhi**
Date: **September 01, 2020**

-Sd-
Shubham Jain
Membership Number: A49541
Company Secretary

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), setting out material facts concerning the business under item no. 3 of the Notice is annexed hereto. The relevant details as required under Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ('AGM')/ 'the meeting') is also annexed as **Annexure-A**.
2. Considering the present COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and June 15, 2020 and the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (collectively referred to as the "Circulars") permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
4. Institutional/Corporate members (i.e. other than individuals/HUF, NRI etc) are required to send a scanned copy (PDF/JPEG format) of its Board or Governing Body resolution/authorisation etc authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting pursuant to section 113 of the Act. The said resolution/authorisation shall be sent to the Company via email through its registered email address at cs@hpthreads.com with a copy to siroyam@gmail.com
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. The Company is pleased to provide two-way VC facility through VC / OAVM.
7. **DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**

In compliance with the Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
8. In line with the Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.hpthreads.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
9. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number, email-id and attaching a self-attested copy of PAN card at RTA at rta@alankit.com
 - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant

10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system during the AGM will be provided by CDSL.
11. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
13. 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.
14. 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 **September 22, 2020**.
15. **INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**
 - (i) The voting period begins on **September 26, 2020 at 9.00 A.M. and ends on September 28, 2020 at 5.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **September 22, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on "Shareholders" module.
 - (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Shareholders 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) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR	
Date of Birth (DOB)	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of H.P. COTTON TEXTILE MILLS LIMITED on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@hpthreads.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
- b) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

16. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

17. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- (i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- (ii) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

- (iii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - (v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number, brief query at cs@hpthreads.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@hpthreads.com. These queries will be replied to by the company suitably by email.
 - (vi) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
 - (vii) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
 - (viii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
18. The Board of Directors of the Company has appointed Mr. Mukesh Siroya (Membership No. F5682; CoP No. 4157) Proprietor of M/s. M Siroya and Company, Practicing Company Secretaries or failing him Ms. Bhavyata Acharya (Membership No. A25734; CoP No. 21758), Practicing Company Secretary, as Scrutiniser to scrutinise the remote e-voting process and voting during the AGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
19. 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.
20. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company’s Registrar and Transfer Agent, Alankit Assignments Ltd. (RTA). In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
21. 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 and the relevant documents referred to in the Notice, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@hpthreads.com.

22. Members desirous of seeking any information in respect of the financial statements may write to the Company through email on cs@hpthreads.com, at least 7 days advance of the Meeting so that, if the Chairman so permits, the same will be replied by the Company suitably.
23. Member(s) may also note that the Notice of the Meeting and the Annual Report for FY 2019-20 will also be available on the Company's website www.hpthreads.com.
24. The Register of Members and the Share Transfer Books of the Company shall remain closed from closed from **September 23, 2020 to September 29, 2020** (both days inclusive).
25. Members, who have not encashed their dividend warrant or any dividend amount for the financial year 2012-13 and/or the dividend warrants issued for any subsequent financial years so far, are requested to make their claim, to the Company / RTA of the Company or send an email to cs@hpthreads.com or info@alankit.com, within the permissible time period.

The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on March 31, 2019 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.

Due dates for transfer of unclaimed/unpaid dividends for the financial year 2012-13 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

26. The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 including any statutory modification(s) or re-enactment(s) thereof (the 'IEPF Rules'), amongst other matters, provide for transfer of the shares, in respect of which dividend has not been paid or claimed for seven or more consecutive years, to IEPF Authority and the shares shall be credited to the Demat Account of IEPF Authority, within 30 days of such shares becoming due to be transferred to the IEPF.

Pursuant to the IEPF Rules, the unclaimed dividend for the financial year 2012-13 will become due for transfer to the IEPF Authority on October 06, 2020 (i.e. Due date) and accordingly, both the unclaimed dividend and corresponding shares will be transferred to the IEPF Authority within 30 days from the Due date.

Further, in compliance of the IEPF Rules, the Company has communicated individually to the concerned Members and also through newspaper advertisement on July 04, 2020 in respect to transfer of shares against which the dividend has not been paid/claimed by such Member for 7 consecutive years (FY 2012-13 to 2018-19). The Company has uploaded the details of such Members and shares due to be transferred to IEPF Authority on its website i.e. www.hpthreads.com. The Members may kindly note that both the unclaimed dividend and corresponding shares transferred to IEPF Authority including all benefits accruing on such shares, if any, can be claimed back by them from IEPF Authority after following the procedure prescribed by the IEPF Rules.

The Members are requested to claim their unclaimed/unpaid dividend well within the permissible time period.

27. As per Regulation 40 of the Listing Regulations and notification issued by SEBI in this regard, the securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of transmission or transposition of securities. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form. In case any clarification is needed in

that regard, Members can contact the Company's RTA.

28. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details/NECS/mandates, nominations, power of attorney, change of address/name, e-mail address, Permanent Account Number ('PAN') details, etc. to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA to provide efficient and better service to the members.

In case of members holding shares in physical form, such information is required to be provided to the Company's RTA.

29. 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.
30. 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 Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company/RTA.
31. 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.
32. Members who are holding shares in physical form or who have not registered their email address with the Company / Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as on the cut-off date, i.e. September 22, 2020, he/she may write to the Company on the E-mail ID: cs@hpthreads.com or CDSL on the E-mail ID: helpdesk.evoting@cdslindia.com. However, if a member is already registered with CDSL for e-voting then existing User ID and password can be used for casting vote.

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

ITEM NO. 3:

The shareholders of the Company at their Annual General Meeting held on September 24, 2015 appointed Mrs. Ritu Bansal (DIN: 03619069) as an Independent Director of the Company to hold office for five consecutive years for a term upto September 23, 2020.

The Company has two executive directors and three independent directors; however, it doesn't have any non-executive director on the Board. As per applicable provisions of the Companies Act, 2013, the Company requires only two independent directors.

In order to have optimum composition of the Board, the Management had requested Mrs. Ritu Bansal to change her capacity and designation from Independent Director to Non - Executive Director of the Company. Since, this change will require approval of Shareholders of the Company, the Board had appointed her as an Additional Director (Non-Executive) with effect from September 2, 2020 upto the date of ensuing 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 Mrs. Bansal proposing her candidature for the office of Director of the Company.

In this regard, the Company has received a consent letter from Mrs. Ritu Bansal to change her designation from Independent Director to Additional Director (Non-Executive) w.e.f. September 02, 2020. Consequently, her office as an Independent Director shall be ceased and changed to Additional Director w.e.f. September 02, 2020.

The Company shall continue to be in due compliance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, after the change in the designation of Mrs. Ritu Bansal from an Independent Director to an Additional (Non-Executive) Director.

Accordingly, it is proposed to appoint Mrs. Ritu Bansal as a Director of the Company, liable to retire by rotation, on the Board of the Company.

Mrs. Ritu Bansal is not disqualified from being appointed as a director in terms of Section 164 of the Act, and has given her consent to act as a director.

Details of Mrs. Ritu Bansal are provided in the "Annexure-A" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.

The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on September 01, 2020, have approved her appointment as a Director in the interest of the Company and has recommended passing of Resolution at Item No. 3 as an Ordinary Resolution.

It is proposed to authorize the Board of Directors (the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board), to alter and vary the terms and conditions of her appointment and /or remuneration or any part thereof, from time to time in accordance with the applicable provisions of the Companies Act, 2013, rules framed thereunder and SEBI LODR Regulations.

Copy of draft letter of appointment of Mrs. Ritu Bansal setting out the terms and conditions of her appointment is available for inspection by the members of the Company.

Mrs. Ritu Bansal is interested in the resolution set out at Item No. 3 of the Notice with regard to her appointment. Relatives of Mrs. Ritu Bansal may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

H. P. Cotton Textile Mills Limited



Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

By Order of the Board of Directors

Place: **New Delhi**
Date: **September 01, 2020**

-Sd-
Shubham Jain
Membership Number: A49541
Company Secretary

ANNEXURE “A”

Details of the Directors retiring by rotation/ appointment / re-appointment at the Annual General Meeting

[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 and Secretarial Standard on General Meetings]

Name	Mr. RaghavKumar Agarwal	Mrs. Ritu Bansal
Directors Identification Number (DIN)	02836610	03619069
Date of Birth	05-10-1986	09-05-1975
Age	33 years	45 years
Nationality	Indian	Indian
Qualification	Bsc. in Management Science from Warwick Business School, University of Warwick, U K.,	B.Com (Hons.) from Delhi University, Fellow Member of Institute of Chartered Accountants of India and Member of Institute of Company Secretaries of India.
Brief Profile	He holds a Bachelor Degree in Management Sciences, from Warwick Business School, University of Warwick, England, UK. He completed his industrial training in textiles from Manchester and he is the current CEO and Executive Director of the company.	She holds a Bachelor Degree in Commerce (Hons.) from Delhi University and also a fellow member of The Institute of Chartered Accountants of India (ICAI) with more than 20 years of experience in taxation and auditing. She also holds Certificate in Forensic Accounting & Fraud Detection (FAFD) and Diploma in Information System Audit (DISA) issued by ICAI. She is also a member of The Institute of Company Secretaries of India.
Terms and conditions of appointment and re-appointment	Liable to Retire by Rotation	Liable to Retire by Rotation
Expertise in Specific Area	Continuing as the CEO & CFO of the company since the last 4 years, having more than 14 years of experience in Textile Industry	She has more than 20 years' experience in taxation and auditing.
Date of first appointment on the Board of the Company	30.05.2019	29.05.2015
Directorship in other limited companies (excluding HP Cotton Textile Mills Limited)	1. Achhar Investments Limited 2. Sailesh Textile Mfg Co Ltd 3. Jainish Products Limited 4. Sacred Trading and Investment Company Limited	Nil
Relationship with other Directors and Key Managerial Personnel	Son of Mr. Kailash Kumar Agarwal	Nil
Membership/Chairmanship of committee of Directors of other companies	Nil	Nil

H. P. Cotton Textile Mills Limited



No. of Share held as on 31-03-2020	10,054	Nil
Number of Meetings of the Board attended during the financial year 2019-20	5(Five)	5(Five)
Remuneration last drawn (FY 2019-20) (including sitting fees, if any)	17.81 Lacs	0.90 Lacs
Details of remuneration sought to be paid	As per existing approved terms and conditions	As per the resolution at Item No. 3 of the Notice convening this Meeting read with explanatory statement thereto

By Order of the Board of Directors

Place: **New Delhi**
Date: **September 01, 2020**

-Sd-
Shubham Jain
Membership Number: A49541
Company Secretary