



26 September, 2017

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001
Fax No: 022-22721919, 3121
BSE Scrip Code: 502873

**SUB: VOTING RESULTS AND SCRUTINIZER'S REPORT IN RESPECT OF
36TH ANNUAL GENERAL MEETING OF THE COMPANY**

Ref: Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In continuation of the earlier intimation dated 25th September, 2017 in respect of 36th Annual General Meeting of the Company which was held on 25th September, 2017 at 10.00 a.m. at the Registered Office at 15th K.M. Stone, Delhi Road, V.P.O. Mayar, Hisar-125044, Haryana, please find enclosed the following documents-

Annexure No.	Particulars
1	Consolidated voting results (e-voting & poll)
2	Scrutinizer's Report dated 26 th September 2017 pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

Kindly note and display the notice on your Notice Board for the information of the members of your exchange and general public.

For H P Cotton Textile Mills Limited


**(Shashi Ranjan Kumar)
COMPANY SECRETARY**

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



Corporate Office:

F-0, The Mira Corporate Suites,
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15 K.M. Stone, Delhi Road,
V.P.O Mayar, Hisar - 125 044,
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CIN NO. L18101HR1981PLC012274



ISO 9001 : 2008

Consolidated Report

To

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

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

Dear Sir,

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

Resolution-1 : Ordinary Resolution

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

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

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

Resolution-2 : Ordinary Resolution

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

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

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



Resolution-3 : Ordinary Resolution

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

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

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

Resolution-4 : Special Resolution

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

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

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

Resolution-5 : Special Resolution

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

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

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

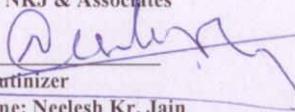
Resolution-6 : Special Resolution

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

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

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

For NKJ & Associates


Scrutinizer

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



Date: 26th September 2017
Place: New Delhi

Countersigned by:

For H.P. COTTON TEXTILE MILLS LIMITED

Kailash Kumar Agarwal
Chairman

Report of Scrutinizer

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(4)(xii) of the Companies
(Management and Administration) Amendment Rules, 2015]

To,

The Chairman

H.P. COTTON TEXTILE MILLS LIMITED

15th K.M. Stone, Delhi Road, V.P.O.

Mayar, Hissar Haryana-125044

Dear Sir,

I, Neelesh Kumar Jain, Proprietor, NKJ & Associates, Company Secretaries, (Membership Number FCS-5593), was appointed as Scrutinizer by the Board of Directors of H.P. COTTON TEXTILE MILLS LIMITED (the Company) vide Board Resolution dated 12th August, 2017 for the purpose of scrutinizing the e-voting process (i.e. Remote e-Voting) in a fair and transparent manner in respect of the below mentioned resolutions deemed to be passed at the 36th Annual General Meeting of the Shareholders of the Company held on Monday, September 25, 2017 at 10.00 A.M. at the 15th K.M. Stone, Delhi Road, V.P.O. Mayar, Hissar Haryana-125044, submit my report as under:

1. The notice dated August 12, 2017 convening Annual General Meeting of the Company along with the statement under section 102 of the Companies Act, 2013, setting out the material facts and disclosures as required to be stated under Rule 20(4)(iii) and (iv) of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, was duly sent to the shareholders in respect to the below mentioned resolutions to be passed at the said Annual General Meeting held on September 25, 2017.
2. The Company has availed the e-voting facility offered by Central Depository Services Limited (CDSL) for conducting e-voting by the shareholders.
3. In accordance with the Notice sent to the shareholders of the Company and the advertisement published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Amendment Rules, 2015 on 01 September, 2017 in Business Standard Delhi/ Mumbai



Edition (English) and on 01 September, 2017 in Aaj Samaj (Hindi), the e-voting commenced 22nd September, 2017 at 9.00 A.M. and ends on 24th September 2017 at 5.00 P.M..

4. The shareholders of the Company holding shares as on September 18, 2017 "cut-off date" were entitled to vote on the proposed resolutions as set out in the Notice of the 36th Annual General Meeting of the Company.
5. The votes were unblocked at 15th K.M. Stone, Delhi Road, V.P.O. Mayar, Hissar Haryana-125044 in the presence of two witnesses, Ms. Archana Adhikari and Ms. Sonam Chawla who were not in the employment of the Company, and who have signed below as witness to the unblocking of the votes.
6. The e-voting results/list of shareholders who have voted "For" and "Against" were downloaded from the e-voting website of Depository Services Limited (CDSL) and the same are being handed over to the Chairman.
7. The result of voting through electronic means in respect to the proposed resolutions is as under :

a) **Resolution-1 : Ordinary Resolution**

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

- i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them (shares)	% of total number of valid votes cast
25	1733436	99.983%

- ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them (shares)	% of total number of valid votes cast
1	300	0.017%

- iii. **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared	Total number of votes cast by them (shares)



invalid	
NIL	NIL

b) **Resolution-2 : Ordinary Resolution**

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

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them (shares)	% of total numbers of valid votes cast
24	1733345	99.977%

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
2	391	0.023

iii. **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
NIL	NIL

c) **Resolution-3 : Ordinary Resolution**

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

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
24	1733345	99.977%

ii. Voted **against** the resolution:

Number of members	Number of votes cast by	% of total numbers of



present and voting (in person or by proxy)	them (shares)	valid votes cast
2	391	0.023

iii. **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

d) **Resolution-4 : Special Resolution**

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

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
24	1733345	99.977%

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
2	391	0.023

iii. **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
NIL	NIL

e) **Resolution-5 : Special Resolution**

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



i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
25	1733436	99.983%

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
1	300	0.017%

iii. **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
NIL	NIL

f) **Resolution-6 : Special Resolution**

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

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
25	1733436	99.983%

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
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1	300	0.017%
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iii. **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
NIL	NIL

8. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 36th Annual General Meeting and the same shall be handed over thereafter to the Chairman for safe keeping.

Thanking You,

Place: New Delhi

Date: 26th September, 2017

Yours Faithfully,



(Handwritten signature)

Scrutinizer

Name: NEELESH KR. JAIN

Proprietor

NKJ & Associates

Membership No.: FCS 5593

Certificate of Practice No.: 5233

We, the undersigned witnessed that the votes were unblocked from the e-voting website of Central Depository Services Limited (CDSL) in our presence at 15th K.M. Stone, Delhi Road, V.P.O. Mayar, Hissar Haryana-125044.

(Handwritten signature)

(ARCHANA ADHIKARI)

Address: HC-3/5B, Lajpat Apartment, Lajpat Nagar Sahibabad, Ghaziabad - 201005, U.P.

Place: New Delhi

Dated: 26th September, 2017

(Handwritten signature)

(SONAM CHAWLA)

Address: 18/11 Geeta Colony, Delhi-110031

Place: New Delhi

Dated: 26th September, 2017