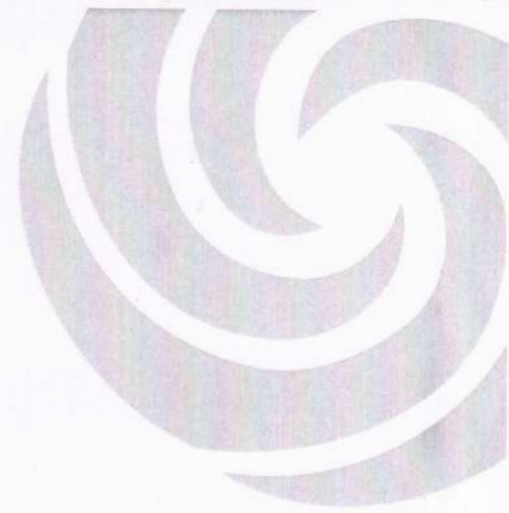




22nd September, 2018

BSE Limited
PhirozeJeejeebhoy 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
37TH 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 29th August, 2018 in respect of 37th Annual General Meeting of the Company which was held on 22nd September, 2018 at 11.30 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 22 nd September 2018 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

**(Shashi Ranjan Kumar)
COMPANY SECRETARY**



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



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 23rd August, 2018 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 37th Annual General Meeting of the Shareholders of the Company held on Saturday, September 22, 2018 at 11.30 A.M. at 15th K.M. Stone, Delhi Road, V.P.O. Mayar, Hissar Haryana-125044, submit my report as under:

1. The notice dated August 23, 2018 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 22, 2018.
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 30th August, 2018 in Business Standard, Delhi/ Mumbai Edition (English), and on 30th August, 2018 in Aaj Samaj (Hindi), the e-voting commenced on 19th September, 2018 at 9.00 A.M. and ends on 21st September 2018 at 5.00 P.M.
4. The shareholders of the Company holding shares as on September 14, 2018 "**cut-off date**" were entitled to vote on the proposed resolutions as set out in the Notice of the 37th 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. Madhuri Rawat 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 2018, 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
24	16,02,860	100%

- 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
24	Nil	Nil

- 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

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

To declare dividend @ Rs. 1 per share on the fully paid up share capital be and is hereby declared out of profits 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

person or by proxy)		
24	16,02,860	100%

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
24	Nil	Nil

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 Re-Appoint Mr. Ashok Kumar Agarwal (**DIN: 00046627**) who retires by rotation, be & is hereby appointed as 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	16,02,860	100%

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
24	Nil	Nil

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 : Ordinary Resolution**

To appoint Walker Chandiook & Co, LLP, as the Statutory Auditor for a term of 5 years from the conclusion of 37th AGM till the conclusion of 42nd AGM 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	16,02,860	100%

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
24	Nil	Nil

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 consider the continuance of appointment of Mr. B. C. Talukdar (DIN: 00024015), Non Executive Independent Director as per the newly inserted Regulation 17A in the SEBI (LODR) (Amendment) Regulations, 2018 effective from 01st April, 2019;

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	16,02,860	100%

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
--	---------------------------------------	--



person or by proxy)		
24	Nil	Nil

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 37th Annual General Meeting and the same shall be handed over thereafter to the Chairman for safe keeping.

Thanking You,

Place: Mayar, Hissar
Date: 22nd September, 2018



Yours Faithfully,

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.

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

Place: Mayar, Hissar
Dated: 22nd September, 2018

(MADHURI RAWAT)
Address: S-368B, School Block Shakarpur, New Delhi-110092

Place: Mayar, Hissar
Dated: 22nd September, 2018

Report of Scrutinizer

To,

The Chairman

H.P. COTTON TEXTILE MILLS LIMITED

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

Mayar, Hissar Haryana-125044

The 37th Annual General Meeting of the Equity Shareholders of H.P. COTTON TEXTILE MILLS LIMITED held on Saturday, September 22, 2018 at 11.30 A.M. 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 FCS-5593), was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 37th Annual General Meeting of the Equity Shareholders of H.P. COTTON TEXTILE MILLS LIMITED held on Saturday, September 22, 2018 at 11.30 A.M. at the 15th K.M. Stone, Delhi Road, V.P.O. Mayar, Hissar Haryana-125044, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (one) ballot boxes kept for polling were locked in my presence with due identification mark placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective or if the signature of any shareholder did not match with the records have been treated as invalid and kept separately.
4. The result of the Poll 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 2018, 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
10	4,20,206	65.13%

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	2,25,000	34.87%

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

b) Resolution-2 : Ordinary Resolution

To declare dividend @ Rs. 1 per share on the fully paid up share capital be and is hereby declared out of profits of the company.

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

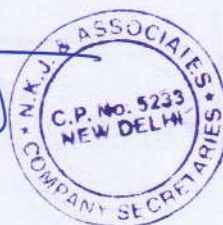
Number of members present and voting (in person or by proxy)	Number of Votes cast by them (shares)	% of total numbers of valid votes cast
11	6,45,206	100%

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
11	Nil	Nil

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 Re-Appoint Mr. Ashok Kumar Agarwal (DIN: 00046627) who retires by rotation, be & is hereby appointed as 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
11	6,45,206	100%

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
11	Nil	Nil

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 : Ordinary Resolution**

To appoint Walker Chandio & Co, LLP, as the Statutory Auditor for a term of 5 years from the conclusion of 37th AGM till the conclusion of 42nd AGM 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
11	6,45,206	100%

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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person or by proxy)		
11	Nil	Nil

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 consider the continuance of appointment of Mr. B. C. Talukdar (DIN: 00024015), Non Executive Independent Director as per the newly inserted Regulation 17A in the SEBI (LODR) (Amendment) Regulations, 2018 effective from 01st April, 2019;

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
11	6,45,206	100%

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
11	Nil	Nil

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

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



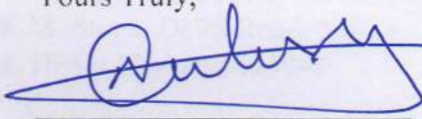
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,

Place: Mayar, Hissar

Date: 22.09.2018

Yours Truly,



Scrutinizer

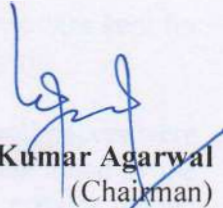


Name: NEELESH KUMAR JAIN
Practicing Company Secretary
Membership No.: FCS 5593
Certificate of Practice No.: 5233

Countersigned by:

For H.P. COTTON TEXTILE MILLS LIMITED




Kailash Kumar Agarwal
(Chairman)

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-Seventh Annual General Meeting of the Company held on Saturday, September 22, 2018 at 11.30 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 2018, 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	24	10	34	1602860	420206	2023066	89.99139705
Dissent	0	1	1	0	225000	225000	10.00860295
Total	24	11	35	1602860	645206	2248066	100
Invalid Votes	0	0	0	0	0	0	



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

Resolution-2 : Ordinary Resolution

To declare dividend @ Rs. 1 per share on the fully paid up share capital be and is hereby declared out of profits of the company

Particulars	Number of Members Casted Votes			Number of votes Casted			Total (%)
	E-voting	Poll	Total	E- voting	Poll	Total	
Assent	24	11	35	1602860	645206	2248066	100
Dissent	0	0	0	0	0	0	0
Total	24	11	35	1602860	645206	2248066	100
Invalid Votes	0	0	0	0	0	0	

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

Resolution-3 : Ordinary Resolution

To Re-Appoint Mr. Ashok Kumar Agarwal (DIN: 00046627) who retires by rotation, be & is hereby appointed as 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	11	35	1602860	645206	2248066	100
Dissent	0	0	0	0	0	0	0
Total	24	11	35	1602860	645206	2248066	100
Invalid Votes	0	0	0	0	0	0	

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

Resolution-4 : Ordinary Resolution

To appoint Walker Chandio & Co, LLP, as the Statutory Auditor for a term of 5 years from the conclusion of 37th AGM till the conclusion of 42nd AGM 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	11	35	1602860	645206	2248066	100
Dissent	0	0	0	0	0	0	0
Total	24	11	35	1602860	645206	2248066	100
Invalid Votes	0	0	0	0	0	0	

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

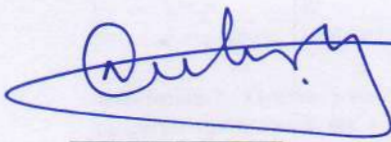
Resolution-5 : Special Resolution

To consider the continuance of appointment of Mr. B. C. Talukdar (DIN: 00024015), Non Executive Independent Director as per the newly inserted Regulation 17A in the SEBI (LODR) (Amendment) Regulations, 2018 effective from 01st April, 2019;

Particulars	Number of Members Casted			Number of votes Casted			Total (%)
	E-voting	Poll	Total	E- voting	Poll	Total	
Assent	24	11	35	1602860	645206	2248066	100
Dissent	0	0	0	0	0	0	0
Total	24	11	35	1602860	645206	2248066	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: 22nd September 2018

Place: Mayar, Hissar

Countersigned by:

For H.P. COTTON TEXTILE MILLS LIMITED

Mr Kailash Kumar Agarwal
Chairman