



September 28, 2023

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001

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

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), 2015 – 42nd Annual General Meeting (“AGM”)

Dear Sir,

This is to inform you that 42nd Annual General Meeting of the Company was held on Thursday, September 28, 2023 at 12:30 PM (IST) through Video Conferencing / Other Audio-Visual Means. The proceedings of the AGM were deemed to be conducted at the Registered Office of the Company at 15th K.M. Stone, Delhi Road, V.P.O. Mayar, Hisar – 125044 which was the deemed venue of the AGM.

As per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with the Circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI), the Company had provided the facility of remote e-voting and e-voting at the AGM to the Shareholders holding shares as on the cut-off date i.e. September 21, 2023, to enable them to cast their vote electronically on the Resolutions proposed in the Notice of the 42nd AGM. The e-voting was open from September 25, 2023 (9.00 a.m. IST) to September 27, 2023 (5.00 p.m. IST) and e-voting conducted at the AGM.

Pursuant to provisions of Section 107 of the Act, there was no voting on the Resolutions by Show of Hands at the AGM and voting at the AGM was therefore conducted through e-voting.

The Board of Directors had appointed Mr. Mukesh Siroya, Proprietor, M Siroya and Company, Practicing Company Secretaries, as the Scrutinizer for the remote e-voting and e-voting at the AGM. Mr. Mukesh Siroya is carrying out the scrutiny of all the electronic votes received upto 5.00 p.m. (IST) on September 27, 2023 and e-voting during the AGM and he will submit his Report within 2 working days from the conclusion of AGM.

In this regard, please find enclosed the proceedings of the 42nd Annual General Meeting of the Company pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.



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

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Regd. Office & Works:

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

CIN NO. L18101HR1981PLC012274



ISO 9001 : 2008



The meeting commenced at 12:30 PM (IST) and concluded at 01:06 PM (IST) (including time allowed for e-voting at AGM).

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



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PROCEEDINGS OF THE 42ND ANNUAL GENERAL MEETING PURSUANT TO REGULATION 30 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The 42nd Annual General Meeting ('AGM') of the Members of H.P. Cotton Textile Mills Limited (the 'Company') was held on Thursday, September 28, 2023 at 12:30 PM (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in compliance with the Circulars issued by the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"). The proceedings of the AGM were deemed to be conducted at the Registered Office of the Company situated at 15th K.M. Stone, Delhi Road, V.P.O. Mayar, Hisar – 125044 which was the deemed venue of the AGM.

Directors Present:

Kailash Kumar Agarwal, Chairman & Managing Director
Raghavkumar Agarwal, Whole-Time Director, CEO & CFO
Parshotam Dass Agarwal, Independent Director, Chairman of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee
Ritu Bansal, Non-Executive Director
Vikram Sumatilal Sheth, Independent Director
Siddharth Agrawal, Independent Director

Company Secretary:

Shubham Jain, Company Secretary

In Attendance:

Nitin Goyal, Walker Chandio & Co. LLP, Chartered Accountants, Statutory Auditor
Tarun Jain, M/s Tarun Jain & Associates, Company Secretaries, Secretarial Auditor
Mukesh Siroya, M/s. M. Siroya & Co., Company Secretaries, Scrutinizer

Members present:

33 Members attended the meeting through VC/OAVM

Shubham Jain, Company Secretary welcomed all the members attending the AGM in person and other attendees. He then informed the members that Company is convening AGM through video conferencing facility in accordance with the relevant Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Thereafter, he informed that in accordance with the Article No. 74 of Article of Association of the Company, Mr. Kailash Kumar Agarwal, the Chairman of the Board shall conduct the proceedings of the 42nd Annual General Meeting.

He then explained the certain procedural and technical points in regard to participating of meeting through Video Conferencing.



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He stated that the statutory registers/records and other applicable documents were available for inspection by the members.

Thereafter, Mr. Kailash Kumar Agarwal, Chairman, chaired the meeting. He welcomed the members, introduced his fellow Board Members, Statutory Auditors, Secretarial Auditor and Scrutinizer. He declared that the requisite quorum is present, and thereafter called the meeting to order.

He informed the members that as the AGM is being held through video conferencing, the facility for appointment of proxies by the members is not applicable and the proxy register for inspection is not available.

He further informed the Members that the Company, in accordance with the Companies Act, 2013 & SEBI Listing Regulations, had provided facility to all the Members as on September 21, 2023 (“the Cut-off Date”) to exercise their votes on the items of business given in the Notice through remote electronic voting system provided by the Central Depository Services (India) Limited. The remote e-voting period commenced on Monday, September 25, 2023 at 9.00 A.M. (IST) and concluded on Wednesday, September 27, 2023 at 5.00 P.M. (IST). The Chairman apprised the Members about the availability of e-voting system during the AGM for those present in the AGM and who have not cast their votes through remote e-voting.

With the consent of the members, the Notice convening the AGM, the Boards' Report and the Auditor's Report for the financial year ended March 31, 2023 were taken as read.

The Chairman briefed the members about the salient operating results and significant developments of the Company during the financial year 2022-23. He also briefed the members about the financial performance of the Company in Quarter ended June, 2023.

Thereafter, with the permission of Chairman, Company Secretary informed that the Statutory Auditors, Walker Chandio & Co. LLP and Secretarial Auditor, Mr. Tarun Jain have expressed unqualified opinion in the respective audit reports for the financial year 2022-23.

The following items of the business as set out in the notice calling the 42nd Annual General Meeting were put for shareholders' approval:

S.no.	Resolutions	Type of Resolution
Ordinary Business		
1(a).	To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023 and the report of the Board of Directors and Auditors thereon	Ordinary



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1(b).	To consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon	Ordinary
2.	To appoint a director in place of Mrs. Ritu Bansal (DIN: 03619069), who retires by rotation and being eligible, seeks re-appointment	Ordinary
3.	To appoint the Statutory Auditors of the Company other than retiring auditors and fix their remuneration	Special
Special Business		
4.	To re-appoint Mr. RaghavKumar Agarwal as a Whole-Time Director (Executive Director) of the Company	Special
5.	To adopt the new set of Articles of Association of the Company	Special

The Chairman then invited queries/clarifications from members, which were duly answered and the members expressed satisfaction on the performance of the Company.

Thereafter, he informed the members that process of e-voting for the resolutions as specified in the AGM notice has already been circulated. He further informed the members that E-Voting facility will remain open for the next 15 minutes to enable the members to cast their vote.

Mr. Mukesh Siroya of M/s. M. Siroya & Co., Company Secretaries, who was appointed as the Scrutinizer for remote e-voting as well as e-voting at the AGM, was requested to submit Consolidated Scrutinizer's Report within the time as prescribed by the applicable law. The Chairman shall declare the results upon receipt of the report of the Scrutinizers.

The meeting commenced at 12:30 PM (IST) and concluded at 01:06 PM (IST) (including time allowed for e-voting at AGM) with a vote of thanks.

Thanking You

For H.P. Cotton Textile Mills Limited

Shubham Jain
Company Secretary and Compliance Officer