



SCRUTINIZER REPORT

FORM NO. MGT.13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
35th Annual General Meeting
M/s H P Cotton Textile Mills Limited
15th K. M. Stone, Delhi Road,
Mayar, Hisar-125044 (Haryana)

Dear Sir,

I, Ram Niwas Agarwal, Practicing Chartered Accountant, have been appointed as Scrutinizer(s) by the Board of Directors of M/s H P Cotton Textile Mills Limited ("the Company") for the purpose of scrutinising the poll process under the provisions of Section 109 of the Act read with rule 21 of the Companies (Management and Administration) rules, 2014 ("the Rules") on the below mentioned resolution(s) at the 35th Annual General Meeting of the Company held on 23rd September, 2016 at 15th K. M. Stone, Delhi Road, Vill-Mayar, Hisar-125044 (Haryana). I submit my report as under:

1. After the time fixed for the poll by the Chairman, the ballot box kept for polling was locked in my/our presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and two witnesses.
3. The result of the Poll is attached herewith as 'Annexure A'.

Thanking You
Yours Faithfully

R.N. Agarwal
CA Ram Niwas Agarwal
(M. No.089632)



Place: Hisar
Date : 24/09/2016

Witness:

Neha Bansal
CA Neha Bansal
Add: H No. 172,
New Grain Market, Hisar-125001

Adv Parveen Kumar Garg
Adv Parveen Kumar Garg
Shakti Nagar, Hisar
PIN-125001

Head Office :

692, Sector-14, Hisar - 125 001 (Haryana) INDIA
Email : ramniwasca@gmail.com
M. No. 9416041215, 9254377215, 9802242838

Branch Office :

Gurgaon : 320, Hewo Apartments, Sector-56, Gurgaon, 122002
Delhi : Flat No. : 484, Ground Floor, Sector-29,
Pocket-1, Block-GHI, Rohini - (110001), Delhi

Results of Poll at the venue of AGM

Annexure A

H P Cotton Textile Mills Limited-35th Annual General Meeting held on 23rd September, 2016

(a) Item No. 1

Adoption of Audited Financial Statements along with Director's report and Auditors report 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	% of total number of valid votes cast through polling paper
6	4300	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	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
NIL	NIL

(b) Item No. 2

Declaration of Dividend for the Financial Year 2015-16

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast through polling paper
6	4300	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	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
NIL	NIL



(c) **Item No. 3**

Re-appointment of Mr. Ashok Kumar Agarwal, who retires by rotation, and being eligible offers himself to be a 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	% of total number of valid votes cast through polling paper
6	4300	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	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
NIL	NIL

(d) **Item No. 4**

Ratification of appointment of M/s A K Associates as Statutory Auditors 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	% of total number of valid votes cast through polling paper
6	4300	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	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
NIL	NIL

(e) **Item No. 5**

Reappointment of Mr. Raj Kumar Agarwal as Whole-Time Director of the Company for a term of 5 year

(i) Voted **in favour** of the resolution:

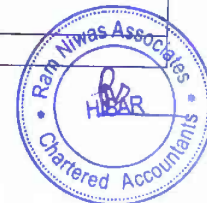
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast through polling paper
6	4300	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	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
NIL	NIL



(f) Item No. 6

Authorization to Board under Section 180(1)(c) to borrow money upto Rs. 300 Crore

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast through polling paper
6	4300	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	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
NIL	NIL

(g) Item No. 7

Authorization to Board under Section 180(1)(a) for creation of Charge/mortgage etc. on Properties of the Company upto Rs. 300 Crore

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast through polling paper
6	4300	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	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
NIL	NIL

(h) Item No. 8

Approval to alter/adopt Article of Association as per 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	% of total number of valid votes cast through polling paper
6	3600	83.72

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	700	16.28

(iii) Invalid votes :

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



(i) **Item No. 9**

Approval to alter/adopt Memorandum of Association as per 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	% of total number of valid votes cast through polling paper
6	3600	83.72

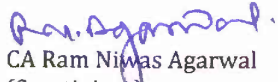
(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	700	16.28

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
<i>NIL</i>	<i>NIL</i>

THANKING YOU
Yours faithfully,


CA Ram Niwas Agarwal
(Scrutinizer)



Place: Hisar
Dated: 24/09/2016

Report of Scrutinizer

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3)(xii) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
H.P. Cotton Textile Mills Ltd
15th KM Stone, VPO Mayar, Hisar

Dear Sir,

I, CA Ram Niwas Agarwal, was appointed as Scrutinizer by the Board of Directors of H.P. Cotton Textile Mills Ltd (the Company) for the purpose of scrutinizing the e-voting process (ie. Remote e-Voting) in a fair and transparent manner in respect of the below mentioned resolutions deemed to be passed at the 35th Annual General Meeting of the Shareholders of the Company held on Friday, 23rd Sept, 2016 at 11.00 A.M. at the Regd Office of the company i.e. 15th KM Stone, VPO Mayar, Hisar. I submit my report as under:

1. The notice dated August 12, 2016 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) Rules, 2014 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.
2. The Company has availed the e-voting facility offered by Central Depository Securities Ltd (CDSL) for conducting e-voting by the shareholders.
3. In accordance with the Notice sent to the shareholders of the Company the e-voting commenced at 9:00 AM on Sept.20, 2016 and remained open up to 5:00 PM on Sept 22, 2016.
4. The shareholders of the Company holding shares as on 15th Sept, 2016 "cut off date" were entitled to vote on the proposed resolutions as set out in the Notice of the 35th Annual General Meeting of the Company.
5. The votes were unblocked at my office, 692, Sector 14 Hisar in the presence of two witnesses, CA Neha Bansal and Adv Parveen Kumar Garg 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 Central 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) Item No. 1

Adoption of Audited Financial Statements along with Director's report and Auditors report 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	% of total number of valid votes cast
28	1890918	99.98%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	300	0.02%

(iii) Invalid votes :

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

(b) **Item No. 2**

Declaration of Dividend for the Financial Year 2015-16

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
28	1891217	100%

(ii) Voted **against** the resolution:

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



(c) Item No. 3

Re-appointment of Mr. Ashok Kumar Agarwal, who retires by rotation, and being eligible offers himself to be a 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	% of total number of valid votes cast
27	1843318	99.98%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	300	0.02 %

(iii) Invalid votes :

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

(d) Item No. 4

Ratification of appointment of M/s A K Associates as Statutory Auditors 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	% of total number of valid votes cast
28	1890918	99.98%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	300	0.02%

(iii) Invalid votes :

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



(e) Item No. 5

Reappointment of Mr. Raj Kumar Agarwal as Whole-Time Director of the Company for a term of 5 year

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	1843318	97.47%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	47900	2.53%

(iii) Invalid votes :

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

(f) Item No. 6

Authorization to Board under Section 180(1)(c) to borrow money upto Rs. 300 Crore

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	1890917	99.98%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	300	0.02%

(iii) Invalid votes :

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



(g) Item No. 7

Authorization to Board under Section 180(1)(a) for creation of Charge/mortgage etc. on Properties of the Company upto Rs. 300 Crore

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	1890917	99.98%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	300	0.02%

(iii) Invalid votes :

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

(h) Item No. 8

Approval to alter/adopt Article of Association as per 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	% of total number of valid votes cast
4	1242	0.07%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	1889976	99.93%

(iii) Invalid votes :

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



(i) **Item No. 9**

Approval to alter/adopt Memorandum of Association as per 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	% of total number of valid votes cast
4	1242	0.07%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	1889976	99.93%

(iii) Invalid votes :

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

Thanking You
Yours Faithfully

CA Ram Niwas Agarwal
M. No .089632



Place: Hisar
Date : 24/09/2016

Witness:

Neha Bansal
CA Neha Bansal
Add: H No. 172, New
Grain Market, Hisar-125001

Adv Parveen Kumar Garg
Adv Parveen Kumar Garg
Shakti Nagar-Hisar
PIN-125001

CONSOLIDATED SCRUTINISER'S REPORT

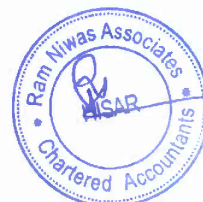
(Pursuant to Section 108, 109 and 110 of the Companies Act, 2013 and Rule 20, 21 and 22 of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman
(35th Annual General Meeting)
M/s H P Cotton Textile Mills Limited
15th K. M. Stone, Delhi Road,
Vill-Mayar, Hisar-125044 (Haryana)

Sub: Scrutiniser's Report on the E-voting, Poll and Postal Ballot conducted Pursuant to Section 108, 109 and 110 of the Companies Act, 2013 and the provisions made under Companies (Management and Administration) Rules, 2014

Dear Sir,

1. I, Ramniwas Agarwal, Practicing Chartered Accountant, have been appointed as Scrutinizer(s) pursuant to Section 108, 109 and 110 of the Act read with rule 20, 21 and 22 of the Companies (Management and Administration) rules, 2014 ("the Rules) for the purpose of scrutinising the E-voting, Poll and Postal Ballot process in fair and transparent manner and ascertaining the requisite majority on above said voting process carried out as per the provisions of Companies Act, 2013.
2. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means, poll and postal ballot on the resolution(s) contained in the notice of the AGM of the Members of the Company. My responsibility as a scrutiniser for the e-voting, poll and postal ballot process restricted to make a scrutiniser's report of the votes casts "in favour or against" the resolution(s) contained in the notice, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited, the authorized agency to provide e-voting facility, for e-voting process and to conduct the poll process at the venue of AGM and to count the voting results received by post under postal ballot voting provided by the Company, in a transparent and fair manner.
3. Further to the above I submit my report as under:
 - I. The e-voting period opened at 9:00 A.M. on 20th September, 2016 and closed at 5:00 P.M. on 22nd September, 2016 and the last date for receiving the postal ballot form was 22nd September, 2016.
 - II. The members of the Company holding shares as on 15th September, 2016 were entitled to vote on the resolutions as mentioned in the Notice convening the 35th Annual General Meeting (AGM) of the Company.
 - III. The votes cast were unblocked and finalized at 692 Astha Kunj, Sec-14, Hisar-125001 (Haryana) in the presence of CA Neha Bansal and Adv Parveen Kumar Garg, who are not employee of the Company and they have signed below in confirmation of votes being unblocked in their presence.
 - IV. The e-voting results with detail of equity shareholders who have voted in favour of the resolutions or against the resolutions and those who abstained from the voting were downloaded from the website of Central Depository Services (India) Limited i.e. (www.evotingindia.co.in)
 - V. At the 35th Annual General Meeting held on 23rd September, 2016 at the Regd. Office of the Company, the Members were provided with the facility to cast votes by polling paper, who have not cast their votes through remote e-voting and Company has provided the facility of voting through Postal Ballot to all the Members for the resolutions as specified under the head of Special business of Notice for convening the 35th AGM of the Company. The Board of the Company appointed me as scrutinizer for the purpose of all type of voting at 35th AGM of the Company.



VI. The summary of the voting by the members through Poll, e-voting and postal ballot are as under:

Items No. as per Notice of calling 35 th AGM	Particulars of Resolutions	Type of Voting	Votes in favour of the Resolution		Votes Against of the Resolutions		Total Votes cast (in Favour and Against)
			No. of Shares	% of the total number of valid cast	No. of Shares	% of the total number of valid cast	
Item No. 1 (Ordinary Resolution)	To receive, consider and adopt Audited Financial Statements	Poll	4300	100	Nil	Nil	4300
		E-Voting	1890918	99.98	300	0.02	1891218
		Postal Ballot	NA	NA	NA	NA	NA
		Total	1895218	99.98%	300	0.02%	1895518
Item No. 2 (Ordinary Resolution)	To declare Dividend	Poll	4300	100	Nil	Nil	4300
		E-Voting	1891217	100	1	0	1891218
		Postal Ballot	NA	NA	NA	NA	
		Total	1895517	100	1	0	1895518
Item No. 3 (Ordinary Resolution)	To appoint a Director in place of Mr. Ashok Kumar Agarwal (DIN:00046627), who retires by rotation and being eligible, offers himself for re-appointment	Poll	4300	100	Nil	Nil	4300
		E-Voting	1843318	99.98	300	0.02	1843618
		Postal Ballot	NA	NA	NA	NA	
		Total	1847618	99.98%	300	0.02%	1847918
Item No. 4 (Ordinary Resolution)	To ratify the appointment of Statutory Auditors of the Company	Poll	4300	100	NIL	NIL	4300
		E-Voting	1890918	99.98	300	0.02	1891218
		Postal Ballot	NA	NA	NA	NA	
		Total	1895218	99.98%	300	0.02%	1895518



<i>Item No. 5 (Ordinary Resolution)</i>	Re-appointment of Mr. Raj Kumar Agarwal as Whole Time Director of the Company for further 5 years	Poll	4300	100	NIL	NIL	4300
		E-Voting	1843318	97.47	47900	2.53	1891218
		Postal Ballot	200	100	NIL	NIL	200
		Total	1847818	97.47%	47900	2.53%	1895718
<i>Item No. 6 (Special Resolution)</i>	To increase the Borrowing power of the Board of Director u/s 180(1)(c)	Poll	4300	100	NIL	NIL	4300
		E-Voting	1890917	99.98	300	0.02	1891217
		Postal Ballot	200	100	NIL	NIL	200
		Total	1895417	99.98%	300	0.02%	1895717
<i>Item No. 7 (Special Resolution)</i>	To authorize Board to create Charge/Mortgage etc on the property of the Company under Sec-180(1)(a) of Companies Act, 2013	Poll	4300	100	NIL	NIL	4300
		E-Voting	1890917	99.98	300	0.02	1891217
		Postal Ballot	200	100	NIL	NIL	200
		Total	1895417	99.98%	300	0.02%	1895717
<i>Item No. 8 (Special Resolution)</i>	To Alter/Adopt Article of Association of the Company as per Companies Act, 2013	Poll	3600	83.72	700	16.28	4300
		E-Voting	1242	0.07	1889976	99.93	1891218
		Postal Ballot	200	100	NIL	NIL	200
		Total	5042	0.27%	1890676	99.73%	1895718
<i>Item No. 9 (Special Resolution)</i>	To Alter/Adopt Memorandum of Association of the Company as per Companies Act, 2013	Poll	3600	83.72	700	16.28	4300
		E-Voting	1242	0.07	1889976	99.93	1891218
		Postal Ballot	200	100	NIL	NIL	200
		Total	5042	0.27%	1890676	99.73%	1895718



Based on the above voting, I confirm that Resolution No. 1 to 7 are passed with requisite majority and Resolution no 8 & 9 failed as 75% of total votes cast were not in favour of these resolutions.

The data sheet relating to e-voting, postal ballot forms and all other related documents/papers, records are kept in safe custody with me and I shall hand over the same to you or a person authorised by you for safe keeping.

Thanking You

Yours Faithfully

Ram Niwas Agarwal
CA Ram Niwas Agarwal
M. No .089632



Place: Hisar

Date : 24/09/2016

Witness:

Neha Bansal
CA Neha Bansal
Add: H No. 172, New
Grain Market, Hisar-125001

Parveen Kumar Garg
24/9/16
Adv Parveen Kumar Garg
Shakti Nagar-Hisar
PIN-125001