

H.P. COTTON TEXTILE MILLS LIMITED

CIN: L18101HR1981PLC012274 | ISIN: INE950C01014 | BSE SCRIP CODE: 502873

Registered Office: 15th K.M. Stone, Delhi Road, V.P.O. Mayar, Hisar-125044

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Notice of the Annual General Meeting

NOTICE is hereby given that the Forty-Third (**43rd**) Annual General Meeting ("AGM") of the Members of H.P. Cotton Textile Mills Limited will be held on **Monday, the 23rd day of September, 2024 at 12:30 PM IST** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESSSES:

1. To consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2024 and the report of the Board of Directors and Auditors thereon and in this regard to consider and, if thought fit, to pass the following resolution as **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted."

2. To consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon and in this regard to consider and, if thought fit, to pass the following resolution as **Ordinary Resolution**:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Report of Auditors thereon, as circulated to the Members, be considered and adopted."

3. To appoint a director in place of Mr. Raghavkumar Agarwal (DIN: 02836610), who retires by rotation and being eligible, seeks re-appointment and in this regard to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Raghavkumar Agarwal (DIN: 02836610), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company."

SPECIAL BUSINESSSES:

4. To appoint Mr. Vikram Jhunjhunwala (DIN: 00474691) as a Director and an Independent Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Articles of Association of the Company, and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. Vikram Jhunjhunwala (DIN: 00474691), who was appointed as an Additional Director (Non-Executive and Independent) of the Company w.e.f. August 07, 2024 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director, not liable to retire by rotation, and to hold office for a term of five (5) consecutive years, with effect from August 07, 2024 till August 06, 2029;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To re-appoint Mr. Kailash Kumar Agarwal (DIN: 00063470) as Managing Director designated as Chairman and Managing Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and such other applicable provisions (including any statutory modification or re-enactment thereof), if any and Regulation 17(6)(e), Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the provisions of Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, approval of the members be and is hereby accorded to re-appoint Mr. Kailash Kumar Agarwal (DIN: 00063470) as Managing Director designated as Chairman and Managing Director of the Company w.e.f. August 6, 2025 for a period of 5 years, whose office shall not be liable to retire by rotation on the terms and conditions including remuneration as detailed in the explanatory statement attached hereto;

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include the Nomination & Remuneration Committee of the Board of Directors) be authorized to do all such acts and take all such steps as it may consider necessary or desirable to give effect to this resolution and they are further authorised to alter, vary, increase, enhance, widen and/or revise the remuneration as detailed in the explanatory statement attached hereto, as it may, in its absolute discretion and full liberty, deem fit and as may be acceptable to Mr. Kailash Kumar Agarwal, notwithstanding that the total Remuneration payable to him may exceed the overall ceiling of the total managerial remuneration as provided under Sections

197, 198 read with Schedule V and other applicable provisions of the Act and the SEBI Listing Regulations;

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year during the tenure of Mr. Kailash Kumar Agarwal has no profits or its profits are inadequate, the Company may pay to Mr. Kailash Kumar Agarwal the remuneration as detailed in the explanatory statement attached hereto and/or any revision in the remuneration as may be approved by the Board and/or the Nomination and Remuneration Committee in future during the currency of tenure of Mr. Kailash Kumar Agarwal, from time to time, as the minimum remuneration for a period of 3 (three) years from the date of re-appointment i.e. with effect from 06th August, 2025 or such other period as may be statutorily permitted by way of salary, perquisites, performance pay, other allowances, commission and benefits as specified in the explanatory statement attached hereto;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director or the Company Secretary of the Company be authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary document(s), application(s), return(s), form(s) and writings as may be necessary, proper, desirable or expedient.”

By Order of the Board of Directors

Shubham Jain

Membership Number: A49541
Company Secretary &
Compliance Officer

New Delhi
August 07, 2024

Registered office:

15th K.M. Stone, Delhi Road,
V.P.O. Mayar, Hisar – 125044
Email id: cs@hpthreads.com
Website: www.hpthreads.com
Tel: +91 11 41540471/72/73

NOTES:

1. In view of the continuing COVID-19 global pandemic the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 02/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as the "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 on January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (collectively "SEBI Circulars") have permitted companies to conduct the Annual General Meeting ("AGM") through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") the 43rd AGM of the Company is being convened and conducted through VC. The deemed venue for the AGM shall be the Registered Office of the Company.
2. 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.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolutions in respect of the business set out above is annexed hereto.
4. The relevant details as required under Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI 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**.
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. 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), Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and MCA and SEBI 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.
8. 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.
9. 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.
 10. 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.
 11. 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 16, 2024**.
 12. The Register of Members and the Share Transfer Books of the Company shall remain closed from **September 17, 2024 to September 23, 2024** (both days inclusive).
 13. 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.
- DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE**
14. In compliance with the Circulars, owing to the difficulties involved in dispatching of physical copies, the Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The physical copies of the Annual Report will be sent to the shareholders based on the specific request at cs@hpthreads.com.
 15. 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.
16. Member(s) may also note that the Notice of the Meeting and the Annual Report for FY 2023-24 will also be available on the Company's website at <http://www.hpthreads.com/annual-reports.php>.
 17. 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 sending signed request letter mentioning your name, email-id, folio number, number of shares held, certificate number, distinctive number and Complete Address along with self-attested copy of PAN card to the Company's Registrar and Share Transfer Agent i.e. Alankit Assignments Limited at rta@alankit.com.
 - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant
- 18. INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**
- (i) The voting period begins on **September 20, 2024 at 9.00 A.M. and ends on September 22, 2024 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 16, 2024** 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public noninstitutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all

the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) Access through depositories CDSL/NSDL E-Voting system in case of Individual Shareholders holding shares in demat mode

In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by the Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

(v) Access through CDSL E-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. 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.
4. Next enter the Image Verification as displayed and Click on Login.
5. 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.

6. If you are a first time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of H.P. COTTON TEXTILE MILLS LIMITED on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional facility for Non – Individual Shareholders and Custodians – For Remote Voting only**
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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:

- 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's Registrar and Share Transfer Agent (Alankit Assignments Limited) at rta@alankit.com.
- For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

19. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
20. 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.
21. 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.

22. 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.
23. 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 16, 2024**, he/she may write to the 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.

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

24. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
25. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
26. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
27. 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.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS

28. 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 at cs@hpthreads.com. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.

29. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
30. 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.
31. 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.

IEPF RELATED INFORMATION

32. Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF').

The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares.

33. In the interest of the shareholders, the Company sends periodical reminders to the shareholders to claim their dividends in order to avoid transfer of dividends/shares to IEPF Authority. Notices in this regard are also published in the newspapers and the details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website at <https://hpthreads.com/unclaimed-dividend-and-iepf.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.
34. The Members are requested to claim their unclaimed/unpaid dividend by sending an email to cs@hpthreads.com or info@alankit.com, well within the permissible time period.

Due dates for transfer of unclaimed/unpaid dividends for the financial year 2016-17 and thereafter to IEPF:

FY ended	Declaration Date	Due Date
March 31, 2018	September 22, 2018	October 21, 2025
March 31, 2022	September 27, 2022	October 26, 2029

35. In light of the aforesaid provisions, the Company has, during the year under review, transferred to IEPF the unclaimed dividends outstanding for seven consecutive years of the Company. Further, shares of the Company, in respect of which dividend has not been claimed for seven consecutive years or more from the date of transfer to unpaid dividend account, have also been transferred to the demat account of IEPF Authority.

The details of unclaimed dividends and shares transferred to IEPF during the FY 2023-24 are as follows:

Financial Year	Amount of unclaimed dividend transferred (in ₹)	Number of shares transferred
March 31, 2016	164,431	9,456

36. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in and sending a copy of the same, duly signed to the Company at cs@hpthreads.com, along with requisite documents enumerated in the Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend/shares so transferred. The Members / Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

GENERAL INFORMATION FOR SHAREHOLDERS

37. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
38. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.
39. 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.

40. 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.
41. 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.
42. 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.
43. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
44. As per Regulation 40 of the SEBI 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.

45. 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.

46. 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.
47. 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.
48. 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.

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

ITEM NO. 4

In accordance with Nomination and Remuneration Policy, Article of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Vikram Jhunjunwala (DIN: 00474691) be appointed as an Independent Director on the Board of the Company for a term of 5 (five) consecutive Years from August 07, 2024 till August 06, 2029.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI (Listing and Obligations and Requirements) Regulations, 2015 ("SEBI Listing Regulations"), appointment of an Independent Director requires approval of members. The appointment of Mr. Vikram Jhunjunwala, shall be effective upon approval/confirmation by the members in the Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Vikram Jhunjunwala for the office of Director of the Company. Mr. Vikram Jhunjunwala is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He has also confirmed that he is not debarred from holding the office of Director by virtue of any order by SEBI or any other authority. The Company has received a declaration from Mr. Vikram Jhunjunwala that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and & Regulation 16(1)(b) under the SEBI Listing Regulations.

In the opinion of the Board, Mr. Vikram Jhunjunwala is a person of integrity, possesses relevant expertise / experience and fulfils the conditions for his appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Mr. Vikram Jhunjunwala is independent of the management and possesses appropriate skills, experience and knowledge.

Brief resume and other details of Mr. Vikram Jhunjunwala are provided in the **Annexure - A** to the Notice, pursuant to the provisions of (i) SEBI Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Electronic Copy of draft letter of appointment of Mr. Vikram Jhunjunwala setting out the terms and conditions of his

appointment is available for inspection by the members of the Company. Please refer to Note No. 42 given in the Notice on inspection of documents.

He 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.

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 his 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 Listing Regulations.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Vikram Jhunjunwala on the Board of the Company and accordingly the Board recommends the appointment of Mr. Vikram Jhunjunwala as an Independent Director as proposed in the Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members. In the opinion of the Board, he fulfils the conditions specified in Act for the appointment.

Save and except Mr. Vikram Jhunjunwala, and his relatives to the extent of their respective shareholding interest, if any, in the Company for Item no. 4, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item no. 4.

This statement may also be regarded as an appropriate disclosure under the SEBI Listing Regulations.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

ITEM NO. 5

Mr. Kailash Kumar Agarwal (DIN: 00063470) was re-appointed as Managing Director designated as Chairman and Managing Director of the Company by the Board of Directors in its meeting held on July 06, 2020 and subsequently approved by the members of the Company on August 30, 2020 through Postal Ballot Notice dated July 29, 2020 for the period of 5 years with effect from August 06, 2020.

Since, the term of Mr. Kailash Kumar Agarwal will expire on August 05, 2025, the Board of Directors in its meeting held on August 07, 2024, re-appointed him as a Managing Director designated as Chairman and Managing Director of the Company for further period of five (5) years, in accordance with Nomination and Remuneration Policy and Article of Association of the Company and based on the recommendations of Nomination & Remuneration Committee ("NRC Committee") and Audit Committee, with effect from August 06, 2025 on such terms and conditions as decided by the Board of Directors of the Company subject to approval of the members.

The brief particulars of remuneration payable to Mr. Kailash Kumar Agarwal as Managing Director of the Company, are as follows:

A. Remuneration

- i. **Basic Salary:** He shall be entitled to Basic Salary which shall not exceed ₹ 24 lacs per annum.
- ii. **Performance Pay/Commission:** He shall also be entitled to a Performance Pay, based on his performance, and/or Commission, which shall not exceed the 100% of the Basic Salary in any financial year.
- iii. **Statutory Annual Bonus / Ex Gratia:** He shall also be entitled to Statutory Annual Bonus / Ex Gratia which shall not exceed the 10% of the Basic Salary in any financial year. Statutory Annual Bonus / Ex Gratia shall be Payable annually on Earned Basic Salary.
- iv. **Allowances/Perquisites:** He shall also be entitled to House Rent Allowance or provision of Rent free Accommodation, Leave Travel Allowance, Other/Special/Grade Allowance, Company maintained Car with driver for use for Company's business, Telephone/Communication facilities at the residence for Company's business, Reimbursement of Medical Expenses, Personal Accident Insurance, Term Insurance and Mediclaim Insurance etc as per the Company's policy, provided that the total amount of Allowance/Perquisites shall not exceed ₹ 100 lacs per annum.

For the purpose of calculating the above ceiling, allowances and perquisites shall be evaluated as per income tax rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

v. **Retiral/Other Benefits:** He shall also be entitled to Company's Contribution to Provident and Superannuation Funds, Gratuity and Encashment of Leave as per the rules of the Company.

vi. **Reimbursement of Expenses:** Company shall reimburse actual expenses incurred for the purpose of the business of the Company.

B. Others

- i. Mr. Kailash Kumar Agarwal will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects.
- ii. He shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- iii. He shall adhere to the Company's Code of Conduct & Ethics.
- iv. The appointment may be terminated by either party by giving the other party three months' notice in writing of such termination or by paying Basic Salary in lieu of the notice period.

The terms and conditions of re-appointment and remuneration stated in Resolution No. 5 of the notice and its explanatory statement may be treated as a written memorandum setting out the terms of re-appointment and remuneration of Mr. Agarwal under Section 190 of the Companies Act, 2013 ("Act").

Mr. Agarwal is not disqualified from being appointed as Managing Director in terms of section 196 and Schedule V of the Act and other provisions of the act as applicable and has given his consent to act as Managing Director of the Company. The Company has also received declaration from Mr. Agarwal under Section 164 and 184 of the Act, that he is duly qualified for the above said post and he has not been convicted for any offence under any of the statutes enumerated in Part I of Schedule V to the Act. He has also confirmed that he is not debarred from holding the office of Director by virtue of any order by SEBI or any other authority.

In the opinion of the Board, Mr. Agarwal possesses appropriate skills, experience & knowledge. Considering his performance, experience, improving

the operational efficiency, and professionalism for growth during his tenure, your directors proposed to re-appoint him as a Managing Director of the Company as proposed in the resolution set out at Item No. 5 for approval by the members.

Brief resume and other details of Mr. Agrawal are provided in the **Annexure - A** to the Notice, pursuant to the provisions of (i) SEBI (Listing and Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The information as required to be disclosed under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is given in the **Annexure - B** to the Notice in respect of Mr. Kailash Kumar Agarwal.

The Members are informed that, as per the provisions of Schedule V of the Act, payment of any managerial remuneration, in case of inadequate or no profits, requires approval of Members by special resolution, provided that the Company has not defaulted in payment of dues to its lenders viz. banks, non-convertible debenture holders or other secured creditors. The members are accordingly informed that the Company has not defaulted in payment of dues to its lenders.

Further, in accordance with the Regulation 17(6)(e) of SEBI Listing Regulations, the fees or compensation payable to executive directors who are promoters or members of promoter group shall be subject to approval of Shareholders by Special Resolution if:

- i. the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- ii. where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity

Therefore, the shareholders are required to approve the remuneration of Mr. Kailash Kumar Agarwal, Managing Director designated as Chairman and Managing Director of the Company by passing the Special Resolution on the recommendation of Audit Committee, NRC Committee and Board of Directors.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Kailash Kumar Agarwal on the Board of the Company and accordingly the Board recommends the re-appointment of Mr. Kailash Kumar Agarwal as a Managing Director designated as Chairman and Managing Director as proposed in the Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members.

Save and except Mr. Kailash Kumar Agarwal, Chairman and Managing Director and Mr. Raghav Kumar Agarwal, Executive Director, CEO and CFO and their relatives to the extent of their respective shareholding interest, if any, in the Company for Item no. 5, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item no. 5.

This statement may also be regarded as an appropriate disclosure under the SEBI Listing Regulations.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

By Order of the Board of Directors

Shubham Jain

Membership Number: A49541
Company Secretary &
Compliance Officer

New Delhi
August 07, 2024

Registered office:
15th K.M. Stone, Delhi Road,
V.P.O. Mayar, Hisar – 125044
Email id: cs@hpthreads.com
Website: www.hpthreads.com
Tel: +91 11 41540471/72/73

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. Vikram Jhunjunwala	Mr. Kailash Kumar Agarwal	Mr. Raghavkumar Agarwal
Directors Identification Number (DIN)	00474691	00063470	02836610
Designation	Non-Executive Director (Independent Director)	Chairman and Managing Director	Executive Director, CEO and CFO
Date of Birth	02-07-1967	17-07-1961	05-10-1986
Age	57 years	63 years	37 years
Nationality	Indian	Indian	Indian
Qualification	Bachelor of Engineering (B.E. Mech.) from Bangalore University and MBA (Finance) from New York University	B.Com from Kolkata University and LL.B from Delhi University	Bsc. in Management Science from Warwick Business School, University of Warwick, UK
Brief Profile/ Experience (including expertise in specific functional area)	<p>Mr. Vikram Jhunjunwala comes with more than 30 years of experience in Banking & Financial Services. He has expertise in corporate finance, capital markets, and financial engineering and restructuring.</p> <p>He has previously worked with notable corporate houses such as ANZ Grindlays Bank, Coca-Cola India, Star TV, Ernst & Young, and Reliance Industries.</p>	<p>He is one of the Founder Directors and Promoter of the Company. He has an immense experience technically and commercially in the company's product segments, and with his contribution to the company becoming a leader in its products segment not only in India but globally from more than last four decades. He has an expertise in understanding the global industry trends, market dynamics and thereby successfully establishing and expanding export markets for textile products.</p>	<p>He has been associated with the Company since 2016. He has a vast experience of more than 18 years in Textile Industry. He has an expertise in managing operational processes and implementing financial strategies of the Company.</p>
Terms and conditions of appointment and re-appointment	Not Liable to Retire by Rotation	Not Liable to Retire by Rotation	Liable to Retire by Rotation
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Nomination and Remuneration Committee had identified amongst others, corporate finance, capital markets, and financial engineering and restructuring as the key skills and capabilities for the role. Considering the qualification, rich experience and expertise of Mr. Vikram Jhunjunwala, he possesses the requisite skills and capabilities required for the role of Independent Director of the Company	NA	NA
Date of first appointment on the Board of the Company	07.08.2024	03.09.1981	30.05.2019

Name	Mr. Vikram Jhunjhunwala	Mr. Kailash Kumar Agarwal	Mr. Raghavkumar Agarwal
Directorship in other companies (excluding HP Cotton Textile Mills Limited)	<ol style="list-style-type: none"> Shrine India Advisors Private Limited European Business and Technology Centre Bluebolt Accelerator Private Limited Blue Bolt Electric Private Limited Junga Freshngreen Private Limited Finoble Investment Advisors Private Limited 	<ol style="list-style-type: none"> Achhar Investments Limited Sailesh Textile Mfg Co Ltd Jainish Products Limited Sacred Trading and Investment Company Limited HP MMF Textiles Limited Sanjay Mercantile Private Limited HP Infratech Private Limited 	<ol style="list-style-type: none"> Achhar Investments Limited Sailesh Textile Mfg Co Ltd Jainish Products Limited Sacred Trading and Investment Company Limited HP MMF Textiles Limited Sanjay Mercantile Private Limited HP Infratech Private Limited HP Merchantainment Private Limited
Membership/Chairmanship of committee of Directors of other companies	Nil	Nil	Nil
Name of listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
Relationship with other Directors, Manager and Key Managerial Personnel inter-se	Nil	Father of Mr. RaghavKumar Agarwal	Son of Mr. Kailash Kumar Agarwal
No. of Shares held as on 31-03-2024 either by self or as a beneficial owner	Nil	8,13,308	1,08,468
Number of Meetings of the Board attended during the financial year 2023-24	Not Applicable	5(Five)	5(Five)
Remuneration last drawn (FY 2023-24) (including sitting fees, if any)	Nil	71.52 Lacs	59.62 Lacs
Details of remuneration sought to be paid	As per the resolution at Item No. 4 of the Notice convening this Meeting read with explanatory statement thereto	As per the resolution at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto	As per existing approved terms and conditions

By Order of the Board of Directors

Shubham Jain

Membership Number: A49541
Company Secretary &
Compliance Officer

New Delhi
August 07, 2024

Registered office:

15th K.M. Stone, Delhi Road,
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ANNEXURE - B

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE ACT IN RESPECT TO RESOLUTION NO. 5 OF THE NOTICE

I. GENERAL INFORMATION

1. Nature of Industry

Established in 1981, HP Cotton Textile Mills Limited (HP Cotton), as a part of Dora Group, a leading textile group of India, specializes in manufacturing cotton yarns and threads with its integrated manufacturing plant at Hisar, and Corporate Office at New Delhi. The company is one of the largest exporters of Cotton Sewing Thread, exporting to more than 30 countries worldwide being a leader in its product segment globally.

2. Date or expected date of commencement of commercial production:

The Company was incorporated on September 03, 1981 and the Certificate of Commencement of Business was granted on January 05, 1982. Since then, the Company had commenced its business.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

4. Financial performance based on given indicators:

(₹ In lacs)

Financial year	2023-24	2022-23	2021-22
Gross Revenue	9,535.29	8,605.57	13,449.82
Profit/(Loss) before Interest, Depreciation and Tax	598.15	(946.35)	1,565.72
Profit/(Loss) before Tax	(418.34)	(1,877.77)	962.06
Profit/(Loss) after Tax	92.09	(1,805.22)	703.96
Rate of Dividend	Nil	Nil	10%
Earnings per Share	2.35	(46.66)	18.48

5. Foreign investments or collaborations, if any:

The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company during the previous three financial years. The foreign investors, mainly comprising FII's and NRI's are investors in the Company on account of past issuances of securities and/or secondary market purchases. As on March 31, 2024, the aggregate foreign shareholding in the Company was approx 0.68%.

II. INFORMATION ABOUT THE APPOINTEE(S):

Mr. Kailash Kumar Agarwal, Managing Director

a) Background details, Job Profile and his suitability:

Mr. Kailash Kumar Agarwal holds LLB (Bachelor in Law) Degree from Delhi University and a Bachelor Degree in Commerce from the University of Calcutta, is one of the Founder Directors and Promoter of HP Cotton.

Being one of the First Directors of the company, he has been serving the company for more than 4 decades, and guided the company through various ups and downs since its inception. He is currently associated with the Company as the Chairman and Managing Director of HP Cotton. He has an immense experience technically and commercially in the company's product segments, and with his contribution to the company becoming a leader in its products segment not only in India but globally from more than last four decades. He has an expertise in understanding the global industry trends, market dynamics and thereby successfully establishing and expanding export markets for textile products. With his experience and knowledge, Company has reached various milestones in achieving a record growth in export of the Company, thereby continuing its leading position in the cotton thread segment worldwide and is continuous guiding light to the company's new vision of achieving greater heights in the textile industry.

b) Past remuneration and remuneration proposed:

Details on proposed remuneration have been stated in Resolution no. 5 of the Notice. In monetary terms, the remuneration for the last 3 financial years is given hereunder:

(₹ In lacs)

Financial year	2023-24	2022-23	2021-22
Mr. Kailash Kumar Agarwal	71.52	70.75	172.95

c) Recognition or awards:

He was a recipient of Udyog Rattan Award in 2016 conferred by the Institute of Economic Studies.

d) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin):

Taking into consideration the size of the Company, the profile of the Managing Director, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate and modest and is less than the remuneration packages paid to similar senior levels in other companies.

e) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:

Mr. Kailash Kumar Agarwal has no pecuniary relationship with the Company or its Key Managerial Personnel other than his remuneration in the capacity of the Managing Director. As on date of this notice, he holds 11,83,934 shares in the Company in his personal capacity and is the Significant Beneficial Owner and a promoter of the Company.

III. OTHER INFORMATION:

1. Reason of loss or inadequate profits:

The Company has posted a loss during the financial year ended March 31, 2024, the main reason for loss/inadequacy is due to slowdown in global economies including the European economy which is one of the major markets of the company, thereby reducing the performance of the Company.

2. Steps taken or proposed to be taken for improvement:

The Company is making continuous efforts to add new geographies markets to its market portfolio, focussed on new product development, and lastly further seriously looking at technology upgradation to

be at par with modern cost efficiency standards and benchmarks, besides de-bottlenecking and adding new allied product lines.

3. Expected increase in productivity and profits in measurable terms:

With increasing market portfolio and technology upgradation, the business is expected to improve in the coming financial year. With the introduction of new products and addition of geographies, the company is seeing a significant increase in demand for its products from global markets, also enhanced by quicker turnaround time. The management is cautiously optimistic towards the external economic environment and expects consumer demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute in increased revenues and higher margins.

IV. DISCLOSURES:

The disclosures on remuneration of Directors and details of all elements of remuneration package, details of fixed components and stock options details etc. are given in the Corporate Governance Report which forms an integral part of Annual Report.

By Order of the Board of Directors

Shubham Jain

Membership Number: A49541
Company Secretary &
Compliance Officer

New Delhi
August 07, 2024

Registered office:

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