



September 28, 2023

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400001

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

**Sub: Disclosure of Voting Results of the Remote e-voting and e-voting at the 42<sup>nd</sup> Annual General Meeting ('AGM') of the Company held on 28<sup>th</sup> September, 2023, as per the requirements of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').**

Dear Sir,

We wish to inform you that the 42<sup>nd</sup> Annual General Meeting ("AGM" or "Meeting") of the Members of H.P. Cotton Textile Mills Limited ("the Company") was held on Thursday, September 28, 2023, at 12:30 PM through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), The proceedings of the AGM were deemed to be conducted at the Registered Office of the Company at 15<sup>th</sup> K.M. Stone, Delhi Road, V.P.O. Mayar, Hisar – 125044. The meeting was held in compliance with Circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and SEBI Listing Regulations.

As per the provisions of the Companies Act, 2013 ("the Act") and the SEBI Listing Regulations read with the Circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI), the Company had provided facility of remote e-voting to the Shareholders to enable them to cast their vote electronically on the Resolutions proposed in the Notice of the 42<sup>nd</sup> AGM. The Remote E-voting was open from September 25, 2023 at 9.00 a.m. (IST) to September 27, 2023 at 5.00 p.m. (IST).

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, having office at A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai – 400066, as Scrutinizer for remote E-Voting and e-voting process during the AGM. Mr. Mukesh Siroya has carried out the scrutiny of all the votes cast through remote e-voting and e-voting conducted during the AGM and has submitted his Report on September 28, 2023.

Based on the consolidated report of the Scrutinizer, all the Resolutions as set out in the Notice of 42<sup>nd</sup> AGM have been duly approved by the Shareholders with requisite majority.

In this regard, please find enclosed the following:

1. Disclosure pertaining to the voting results of the remote e-voting and e-voting conducted at the 42<sup>nd</sup> AGM, pursuant to provisions of Regulation 44(3) of SEBI Listing Regulations.



**H.P. Cotton Textile Mills Limited**

(A Government of India recognised Star Export House)

**Corporate Office:**

F-0, The Mira Corporate Suites,  
1 & 2, Old Ishwar Nagar, Mathura Road,  
New Delhi - 110065, India

www.hpthreads.com

T: +91 11 26927387, 49073415  
+91 11 41540471/72/73  
F: +91 11 49073410

E: info@hpthreads.com

**Regd. Office & Works:**

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

CIN NO. L18101HR1981PLC012274



ISO 9001 : 2008



2. Consolidated Scrutiniser's Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

The above are also being uploaded on the Company's website at <https://www.hpthreads.com/shareholder-meetings.php> and in Notice Board at the Registered Office of the Company. The results will also be uploaded on CDSL website at [www.evotingindia.com](http://www.evotingindia.com).

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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Haryana, India

**CIN NO.** L18101HR1981PLC012274



ISO 9001 : 2008

	H.P. Cotton Textile Mills Limited
<b>Date of AGM</b>	28-09-2023
<b>Total number of shareholders on record date</b>	3199
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable
<b>E-Voting period</b>	Remote e-voting: September 25, 2023 (9:00 a.m.) to September 27, 2023 (5:00 p.m.) E-voting at the AGM: September 28, 2023 (12:30 p.m. to 01:06 p.m.)
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	17
<b>Public:</b>	16

Resolution No.	1(a)								
Resolution required: (Ordinary/ Special)	ORDINARY - 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								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	25,45,304	23,69,238	93.08	23,69,238	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>	<b>25,45,304</b>	<b>23,69,238</b>	<b>93.08</b>	<b>23,69,238</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>
Public- Non Institutions	E-Voting	13,76,696	2,602	0.19	2,588	14	99.46	0.54	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>	<b>13,76,696</b>	<b>2,602</b>	<b>0.19</b>	<b>2,588</b>	<b>14</b>	<b>99.46</b>	<b>0.54</b>	<b>0</b>
<b>Total</b>		<b>39,22,000</b>	<b>23,71,840</b>	<b>60.48</b>	<b>23,71,826</b>	<b>14</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>

Resolution No.	1(b)								
Resolution required: (Ordinary/ Special)	ORDINARY - 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								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	25,45,304	23,69,238	93.08	23,69,238	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>25,45,304</b>	<b>23,69,238</b>	<b>93.08</b>	<b>23,69,238</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	13,76,696	2,602	0.19	2,588	14	99.46	0.54	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>13,76,696</b>	<b>2,602</b>	<b>0.19</b>	<b>2,588</b>	<b>14</b>	<b>99.46</b>	<b>0.54</b>
<b>Total</b>	<b>39,22,000</b>	<b>23,71,840</b>	<b>60.48</b>	<b>23,71,826</b>	<b>14</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>	

Resolution No.	2								
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a director in place of Mrs. Ritu Bansal (DIN: 03619069), who retires by rotation and being eligible, seeks re-appointment								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	25,45,304	23,69,238	93.08	23,69,238	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>25,45,304</b>	<b>23,69,238</b>	<b>93.08</b>	<b>23,69,238</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	13,76,696	2,602	0.19	2,588	14	99.46	0.54	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>13,76,696</b>	<b>2,602</b>	<b>0.19</b>	<b>2,588</b>	<b>14</b>	<b>99.46</b>	<b>0.54</b>
<b>Total</b>	<b>39,22,000</b>	<b>23,71,840</b>	<b>60.48</b>	<b>23,71,826</b>	<b>14</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>	

Resolution No.	3								
Resolution required: (Ordinary/ Special)	SPECIAL - To appoint the Statutory Auditors of the Company other than retiring auditors and fix their remuneration								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	25,45,304	23,69,238	93.08	23,69,238	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>25,45,304</b>	<b>23,69,238</b>	<b>93.08</b>	<b>23,69,238</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	13,76,696	2,602	0.19	2,588	14	99.46	0.54	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>13,76,696</b>	<b>2,602</b>	<b>0.19</b>	<b>2,588</b>	<b>14</b>	<b>99.46</b>	<b>0.54</b>
<b>Total</b>		<b>39,22,000</b>	<b>23,71,840</b>	<b>60.48</b>	<b>23,71,826</b>	<b>14</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>

Resolution No.	4								
Resolution required: (Ordinary/ Special)	SPECIAL - To re-appoint Mr. RaghavKumar Agarwal as a Whole-Time Director (Executive Director) of the Company								
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	25,45,304	23,69,238	93.08	23,69,238	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>25,45,304</b>	<b>23,69,238</b>	<b>93.08</b>	<b>23,69,238</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	13,76,696	2,602	0.19	2,588	14	99.46	0.54	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>13,76,696</b>	<b>2,602</b>	<b>0.19</b>	<b>2,588</b>	<b>14</b>	<b>99.46</b>	<b>0.54</b>
<b>Total</b>		<b>39,22,000</b>	<b>23,71,840</b>	<b>60.48</b>	<b>23,71,826</b>	<b>14</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>

Resolution No.	5								
Resolution required: (Ordinary/ Special)	SPECIAL - To adopt the new set of Articles of Association of the Company								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	25,45,304	23,69,238	93.08	23,69,238	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>25,45,304</b>	<b>23,69,238</b>	<b>93.08</b>	<b>23,69,238</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	13,76,696	2,602	0.19	2,588	14	99.46	0.54	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>13,76,696</b>	<b>2,602</b>	<b>0.19</b>	<b>2,588</b>	<b>14</b>	<b>99.46</b>	<b>0.54</b>
<b>Total</b>		<b>39,22,000</b>	<b>23,71,840</b>	<b>60.48</b>	<b>23,71,826</b>	<b>14</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>

**M Siroya and Company**  
**Company Secretaries**

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066  
Tel.: +91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; [www.msiroya.com](http://www.msiroya.com)

**CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

To,

The Chairman,

42<sup>nd</sup> Annual General Meeting

H.P. Cotton Textile Mills Limited

15th K.M. Stone, Delhi Road,

V.P.O. Mayar, Hisar 125044.

SUB: Consolidated Scrutinizer's report on remote e-voting conducted pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and e-voting conducted at the 42<sup>nd</sup> Annual General Meeting ("AGM") of H.P. Cotton Textile Mills Limited held on Thursday, September 28, 2023 at 12.30 P.M. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

Dear Sir,

1. I, Mukesh Siroya, Proprietor, M Siroya and Company, Practicing Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of **H.P. Cotton Textile Mills Limited** (the "Company") for the purpose of:
  - a. Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("the 2013 Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules") and the provisions of Regulation 44 of the Securities Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") in respect of all the resolutions contained in the notice of the AGM ("AGM Notice") dated August 12, 2023; and
  - b. Scrutinizing the e-voting facility provided to the shareholders during the AGM through VC/OAVM and who had not cast their vote earlier.

**M Siroya and Company**  
**Company Secretaries**

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066  
Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; [www.msiroya.com](http://www.msiroya.com)

2. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to remote e-voting and e-voting at the AGM. My responsibility as a Scrutinizer is limited to scrutinize remote e-voting and e-voting conducted during the AGM in a fair and transparent manner and to ascertain requisite majority and is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" and/or "against" the resolutions stated in the AGM Notice based on the report generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), appointed by the Company to provide remote e-voting and e-voting conducted during the AGM.
3. I submit herewith my Consolidated report on the results of remote e-voting conducted before the AGM and e-voting conducted during the AGM as under:
- (i) The remote e-voting period remained open from 09:00 A.M. IST on Monday, September 25, 2023 to 05:00 P.M. IST on Wednesday, September 27, 2023.
  - (ii) The Annual Report and the AGM Notice (including the e-voting instructions) was sent by electronic mode to those Members whose e-mail addresses were registered with the Company or CDSL / NSDL ("Depositories") or Registrar and Transfer Agent - Alankit Assignments Limited.
  - (iii) The voting rights were reckoned as on Thursday, September 21, 2023, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and e-voting at the AGM.
  - (iv) The Company had also provided e-voting facility to the members present at the AGM through VC/OAVM and who had not cast their e-votes earlier through the remote e-voting.
  - (v) After the conclusion of the AGM, the votes cast through remote e-voting and e-voting during the AGM were unblocked on September 28, 2023 at 01.06 P.M in the presence of two witnesses, namely Mrs. Kavita Thakur and Ms. Shagufta Sadikot, who were not in employment of the Company.
  - (vi) Thereafter, we have scrutinized the votes cast through remote e-voting and e-voting conducted during the AGM and reconciled the same with the records maintained by the Company/ NSDL/CDSL/ Registrar and Transfer Agents of the Company.



**M Siroya and Company  
Company Secretaries**

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066  
Tel.: +91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: [siroyam@gmail.com](mailto:siroyam@gmail.com); [www.msiroya.com](http://www.msiroya.com)

(vii) The consolidated result of remote e-voting and e-voting during AGM is enclosed as an Annexure to this Report.

Yours faithfully,

**For M Siroya and Company  
Company Secretaries**

**MUKESH** Digitally signed  
by MUKESH  
**KUMAR** KUMAR SIROYA  
Date: 2023.09.28  
**SIROYA** 15:15:46 +05'30'

**Mukesh Siroya  
Company Secretary  
Membership No. FCS 5682  
CP No. 4157  
UDIN: F005682E001098279  
PR No. 1075/2021**

**Place: Mumbai  
Date: September 28, 2023**

**Enclosed: Annexure**

**Countersigned  
For H.P. Cotton Textile Mills Limited**

**Kailash** Digitally signed by  
Kailash Agarwal  
Date: 2023.09.28  
**Agarwal** 15:23:53 +05'30'

**Kailash Kumar Agarwal  
Chairman**

**Place: New Delhi  
Date: September 28, 2023**

**M Siroya and Company**  
**Company Secretaries**

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066  
Tel.: +91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; [www.msiroya.com](http://www.msiroya.com)

**Annexure to the Report**

**RESULTS OF REMOTE E-VOTING AND E-VOTING DURING THE AGM OF H.P. COTTON TEXTILE MILLS LIMITED**

**ORDINARY BUSINESSES:**

**Item No: 1(a): Ordinary Resolution**

To receive, consider and adopt-

The Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon.

i) Details of Votes in favour and against the resolution:

	Remote e-voting before the AGM		E-voting at the AGM		Total		Percentage (%)*
	No. of members voted	No. of shares for which votes casted	No. of members voted	No. of shares for which votes casted	No. of members	No. of shares for which votes casted	
Votes in favour of the resolution	39	2371826	0	0	39	2371826	100
Votes against the resolution	5	14	0	0	5	14	0
<b>Total</b>	<b>44</b>	<b>2371840</b>	<b>0</b>	<b>0</b>	<b>44</b>	<b>2371840</b>	<b>100</b>

\*Rounded off

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes casted	No. of members	No. of votes
Remote e-voting	0	0	0	0
E-voting at the AGM	0	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 1(a) of the AGM Notice has been passed with requisite majority.

**M Siroya and Company**  
**Company Secretaries**

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066  
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**Item No: 1(b): Ordinary Resolution**

To receive, consider and adopt-

**The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the report of the Auditors thereon.**

i) Details of Votes in favour and against the resolution:

	Remote e-voting before the AGM		E-voting at the AGM		Total		Percent-age (%)*
	No. of members voted	No. of shares for which votes casted	No. of members voted	No. of shares for which votes casted	No. of members	No. of shares for which votes casted	
Votes in favour of the resolution	39	2371826	0	0	39	2371826	100
Votes against the resolution	5	14	0	0	5	14	0
<b>Total</b>	<b>44</b>	<b>2371840</b>	<b>0</b>	<b>0</b>	<b>44</b>	<b>2371840</b>	<b>100</b>

\*Rounded off

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes casted	No. of members	No. of votes
Remote e-voting	0	0	0	0
E-voting at the AGM	0	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 1(b) of the AGM Notice has been passed with requisite majority.

**M Siroya and Company**  
**Company Secretaries**

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066  
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**Item No: 2: Ordinary Resolution**

To appoint a director in place of Mrs. Ritu Bansal (DIN: 03619069), who retires by rotation and being eligible, seeks re-appointment.

i) Details of Votes in favour and against the resolution:

	Remote e-voting before the AGM		E-voting at the AGM		Total		Percentage (%)*
	No. of members voted	No. of shares for which votes casted	No. of members voted	No. of shares for which votes casted	No. of members	No. of shares for which votes casted	
Votes in favour of the resolution	39	2371826	0	0	39	2371826	100
Votes against the resolution	5	14	0	0	5	14	0
<b>Total</b>	<b>44</b>	<b>2371840</b>	<b>0</b>	<b>0</b>	<b>44</b>	<b>2371840</b>	<b>100</b>

\*Rounded off

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes casted	No. of members	No. of votes
Remote e-voting	0	0	0	0
E-voting at the AGM	0	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 2 of the AGM Notice has been passed with requisite majority.

**M Siroya and Company**  
**Company Secretaries**

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066  
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**Item No: 3: Special Resolution**

**To appoint the Statutory Auditors of the Company other than retiring auditors and fix their remuneration.**

i) Details of Votes in favour and against the resolution:

	Remote e-voting before the AGM		E-voting at the AGM		Total		Percentage (%)*
	No. of members voted	No. of shares for which votes casted	No. of members voted	No. of shares for which votes casted	No. of members	No. of shares for which votes casted	
Votes in favour of the resolution	39	2371826	0	0	39	2371826	100
Votes against the resolution	5	14	0	0	5	14	0
<b>Total</b>	<b>44</b>	<b>2371840</b>	<b>0</b>	<b>0</b>	<b>44</b>	<b>2371840</b>	<b>100</b>

\*Rounded off

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes casted	No. of members	No. of votes
Remote e-voting	0	0	0	0
E-voting at the AGM	0	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

Based on the above result, I report that the Special Resolution as set out in Item No. 3 of the AGM Notice has been passed with requisite majority.

**M Siroya and Company**  
**Company Secretaries**

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066  
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**SPECIAL BUSINESSES:**

**Item No: 4: Special Resolution**

**To re-appoint Mr. RaghavKumar Agarwal as a Whole-Time Director (Executive Director) of the Company.**

i) Details of Votes in favour and against the resolution:

	Remote e-voting before the AGM		E-voting at the AGM		Total		Percentage (%)*
	No. of members voted	No. of shares for which votes casted	No. of members voted	No. of shares for which votes casted	No. of members	No. of shares for which votes casted	
Votes in favour of the resolution	39	2371826	0	0	39	2371826	100
Votes against the resolution	5	14	0	0	5	14	0
<b>Total</b>	<b>44</b>	<b>2371840</b>	<b>0</b>	<b>0</b>	<b>44</b>	<b>2371840</b>	<b>100</b>

\*Rounded off

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes casted	No. of members	No. of votes
Remote e-voting	0	0	0	0
E-voting at the AGM	0	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

Based on the above result, I report that the Special Resolution as set out in Item No. 4 of the AGM Notice has been passed with requisite majority.

**M Siroya and Company**  
**Company Secretaries**

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066  
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**Item No: 5: Special Resolution**

To adopt the new set of Articles of Association of the Company.

i) Details of Votes in favour and against the resolution:

	Remote e-voting before the AGM		E-voting at the AGM		Total		Percentage (%)*
	No. of members voted	No. of shares for which votes casted	No. of members voted	No. of shares for which votes casted	No. of members	No. of shares for which votes casted	
Votes in favour of the resolution	39	2371826	0	0	39	2371826	100
Votes against the resolution	5	14	0	0	5	14	0
<b>Total</b>	<b>44</b>	<b>2371840</b>	<b>0</b>	<b>0</b>	<b>44</b>	<b>2371840</b>	<b>100</b>

\*Rounded off

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes casted	No. of members	No. of votes
Remote e-voting	0	0	0	0
E-voting at the AGM	0	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

Based on the above result, I report that the Special Resolution as set out in Item No. 5 of the AGM Notice has been passed with requisite majority.

**M Siroya and Company  
Company Secretaries**

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066  
Tel.: +91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: [siroyam@gmail.com](mailto:siroyam@gmail.com); [www.msiroya.com](http://www.msiroya.com)

The electronic data and all other relevant records relating to remote e-voting and e-voting during the AGM are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the AGM.

Thanking you,

Yours faithfully,

<p><b>For M Siroya and Company Company Secretaries</b></p> <p><b>MUKESH</b> Digitally signed by MUKESH <b>KUMAR</b> KUMAR SIROYA <b>SIROYA</b> Date: 2023.09.28 15:16:26 +05'30'</p> <p><b>Mukesh Siroya Company Secretary Membership No. FCS 5682 CP No. 4157 UDIN: F005682E001098279 PR No.: 1075/2021</b></p> <p><b>Place: Mumbai Date: September 28, 2023</b></p>	<p><b>Countersigned For H.P. Cotton Textile Mills Limited</b></p> <p><b>Kailash</b> Digitally signed by Kailash Agarwal <b>Agarwal</b> Date: 2023.09.28 15:24:11 +05'30'</p> <p><b>Kailash Kumar Agarwal Chairman</b></p> <p><b>Place: New Delhi Date: September 28, 2023</b></p>
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