



September 28, 2022

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 41st Annual General Meeting ('AGM') of the Company held on 27th September, 2022, 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 41st Annual General Meeting ("AGM" or "Meeting") of the Members of H P Cotton Textile Mills Limited ("the Company") was held on Tuesday, September 27, 2022, at 12 Noon through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") on account of outbreak of Covid-19 (Coronavirus) Pandemic, deemed venue was Registered Office of the Company at 15th 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 41st AGM. The Remote E-voting was open from September 24, 2022 at 9.00 a.m. (IST) to September 26, 2022 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 E-Voting and e-voting process at the AGM; Mr. Mukesh Siroya has carried out the scrutiny of all the votes cast through remote e-voting and e-voting conducted at the AGM and has submitted his Report on September 28, 2022.



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

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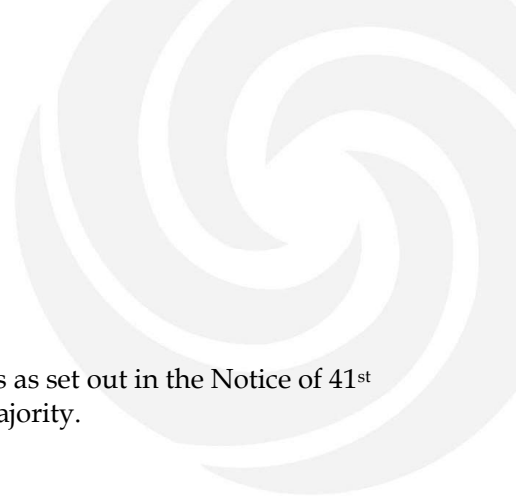
Regd. Office & Works:

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

CIN NO. L18101HR1981PLC012274



ISO 9001 : 2008



Based on the consolidated report of the Scrutinizer, all the Resolutions as set out in the Notice of 41st 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 41st AGM, pursuant to provisions of Regulation 44(3) of SEBI Listing Regulations.
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 www.hpthreads.com and in Notice Board at the Registered Office of the Company. The results will also be uploaded on CDSL website at 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
Date of AGM	27-09-2022
Total number of shareholders on record date	3563
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
E-Voting period	Remote e-voting: September 24, 2022 (9:00 a.m.) to September 26, 2022 (5:00 p.m.) E-voting at the AGM: September 27, 2022 12 p.m. to 12:47 p.m.)
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	17
Public:	16

Resolution No.	1								
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditor's 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	24,89,304	23,13,238	92.93	23,13,238	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
	Total		24,89,304	23,13,238	92.93	23,13,238	0	100.00	0.00
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
	Total		0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	13,76,696	35,088	2.55	35,085	3	99.99	0.01	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
	Total		13,76,696	35,088	2.55	35,085	3	99.99	0.01
Total		38,66,000	23,48,326	60.74	23,48,323	3	100.00	0.00	0

Resolution No.	2								
Resolution required: (Ordinary/ Special)	ORDINARY - To declare a final dividend of ₹ 1 per equity share for the financial year ended March 31, 2022								
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	24,89,304	23,13,238	92.93	23,13,238	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
	Total		24,89,304	23,13,238	92.93	23,13,238	0	100.00	0.00
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
	Total		0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	13,76,696	35,088	2.55	35,085	3	99.99	0.01	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
	Total		13,76,696	35,088	2.55	35,085	3	99.99	0.01
Total	38,66,000	23,48,326	60.74	23,48,323	3	100.00	0.00	0	

Resolution No.	3								
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Raghavkumar Agarwal (DIN: 02836610), 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	24,89,304	23,13,238	92.93	23,13,238	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
	Total		24,89,304	23,13,238	92.93	23,13,238	0	100.00	0.00
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
	Total		0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	13,76,696	35,088	2.55	35,085	3	99.99	0.01	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
	Total		13,76,696	35,088	2.55	35,085	3	99.99	0.01
Total	38,66,000	23,48,326	60.74	23,48,323	3	100.00	0.00	0	

Resolution No.	4								
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mr. Vikram Sumatilal Sheth as a Director and an Independent Director 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	24,89,304	23,13,238	92.93	23,13,238	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
	Total		24,89,304	23,13,238	92.93	23,13,238	0	100.00	0.00
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
	Total		0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	13,76,696	35,088	2.55	35,085	3	99.99	0.01	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
	Total		13,76,696	35,088	2.55	35,085	3	99.99	0.01
Total		38,66,000	23,48,326	60.74	23,48,323	3	100.00	0.00	0

Resolution No.	5								
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mr. Siddharth Agrawal as a Director and an Independent Director 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	24,89,304	23,13,238	92.93	23,13,238	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
	Total		24,89,304	23,13,238	92.93	23,13,238	0	100.00	0.00
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
	Total		0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	13,76,696	35,088	2.55	35,085	3	99.99	0.01	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
	Total		13,76,696	35,088	2.55	35,085	3	99.99	0.01
Total		38,66,000	23,48,326	60.74	23,48,323	3	100.00	0.00	0

Resolution No.	6								
Resolution required: (Ordinary/ Special)	SPECIAL - To approve revised Remuneration of Mr. Kailash Kumar Agarwal (DIN: 00063470), Chairman & Managing Director of the Company for the remainder of the current term								
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	24,89,304	23,13,238	92.93	23,13,238	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
	Total		24,89,304	23,13,238	92.93	23,13,238	0	100.00	0.00
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
	Total		0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	13,76,696	35,088	2.55	366	34,722	1.04	98.96	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
	Total		13,76,696	35,088	2.55	366	34,722	1.04	98.96
Total	38,66,000	23,48,326	60.74	23,13,604	34,722	98.52	1.48	0	

Resolution No.	7								
Resolution required: (Ordinary/ Special)	SPECIAL - To approve revised Remuneration of Mr. Raghavkumar Agarwal (DIN: 02836610), Whole-Time Director, CEO & CFO of the Company for the remainder of the current term								
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	24,89,304	23,13,238	92.93	23,13,238	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
	Total		24,89,304	23,13,238	92.93	23,13,238	0	100.00	0.00
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
	Total		0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	13,76,696	35,088	2.55	366	34,722	1.04	98.96	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
	Total		13,76,696	35,088	2.55	366	34,722	1.04	98.96
Total	38,66,000	23,48,326	60.74	23,13,604	34,722	98.52	1.48	0	

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

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and applicable Rules and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

To,

The Chairman,

41st Annual General Meeting

H.P. Cotton Textile Mills Limited

15th K.M. Stone, Delhi Road,

V.P.O. Mayar, Hissar 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 41st Annual General Meeting ("AGM") of H.P. Cotton Textile Mills Limited held on Tuesday, September 27, 2022 at 12.00 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") read with Circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) in respect of all the resolutions contained in the notice of the AGM ("AGM Notice"); and

M Siroya and Company
Company Secretaries

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Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

- b. Scrutinizing the e-voting facility provided to the shareholders during the AGM through VC/OAVM and who had not cast their vote earlier.
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 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 Saturday, September 24, 2022 to 05:00 P.M. IST on Monday, September 26, 2022.
 - (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 Tuesday, September 20, 2022, 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 27, 2022 at 12.51 P.M in the presence of two witnesses, namely Mrs. Kavita Thakur and Ms. Shagufta Sadikot, who were not in employment 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; www.msiroya.com

- (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.
- (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
H
KUMAR
SIROYA**

Digitally signed by MUKESH
KUMAR SIROYA
DN: cn=MUKESH KUMAR
SIROYA, o=IN, ou=MUMBAI,
st=MAHARASHTRA,
c=Personal,
email=SIROYAM@GMAIL.COM,
serialNumber=15e5e05278c34
20c20e0e0691f69397c2a1f67b
81e7e45ac3f3a85344623
Date: 2022.09.28 11:04:04
+05'30'

**Mukesh Siroya
Company Secretary
Membership No. FCS 5682
CP No. 4157
UDIN: F005682D001061627**

**Place: Mumbai
Date: September 28, 2022**

Enclosed: Annexure

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

**Kailash
Agarwal**

Digitally signed by
Kailash Agarwal
Date: 2022.09.28
11:11:22 +05'30'

**Kailash Kumar Agarwal
Chairman**

**Place: New Delhi
Date: September 28 , 2022**

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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Annexure to the Report

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

ORDINARY BUSINESS:

Item No: 1: Ordinary Resolution

To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditor's 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	37	2348313	1	10	38	2348323	100%
Votes against the resolution	3	3	0	0	3	3	0%
Total	40	2348316	1	10	41	2348326	100%

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
Total	0	0	0	0

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 1 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; www.msiroya.com

Item No: 2: Ordinary Resolution

To declare a final dividend of Rs. 1 per equity share for the financial year ended March 31, 2022.

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	37	2348313	1	10	38	2348323	100%
Votes against the resolution	3	3	0	0	3	3	0%
Total	40	2348316	1	10	41	2348326	100%

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
Total	0	0	0	0

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: Ordinary Resolution

To appoint a Director in place of Mr. Raghavkumar Agarwal (DIN: 02836610), 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	37	2348313	1	10	38	2348323	100%
Votes against the resolution	3	3	0	0	3	3	0%
Total	40	2348316	1	10	41	2348326	100%

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
Total	0	0	0	0

Based on the above result, I report that the Ordinary 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 BUSINESS:

Item No: 4: Ordinary Resolution

To appoint Mr. Vikram Sumatilal Sheth as a Director and an Independent 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	37	2348313	1	10	38	2348323	100%
Votes against the resolution	3	3	0	0	3	3	0%
Total	40	2348316	1	10	41	2348326	100%

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
Total	0	0	0	0

Based on the above result, I report that the Ordinary 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: Ordinary Resolution

To appoint Mr. Siddharth Agrawal as a Director and an Independent 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		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	37	2348313	1	10	38	2348323	100%
Votes against the resolution	3	3	0	0	3	3	0%
Total	40	2348316	1	10	41	2348326	100%

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
Total	0	0	0	0

Based on the above result, I report that the Ordinary 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
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Item No: 6: Special Resolution

To approve revised Remuneration of Mr. Kailash Kumar Agarwal (DIN: 00063470), Chairman & Managing Director of the Company, for the remainder of the current term.

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	35	2313594	1	10	36	2313604	98.52%
Votes against the resolution	5	34722	0	0	5	34722	1.48%
Total	40	2348316	1	10	41	2348326	100%

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
Total	0	0	0	0

Based on the above result, I report that the Special Resolution as set out in Item No. 6 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: 7: Special Resolution

To approve revised Remuneration of Mr. Raghavkumar Agarwal (DIN: 02836610), Whole-Time Director, CEO & CFO of the Company for the remainder of the current term.

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	35	2313594	1	10	36	2313604	98.52%
Votes against the resolution	5	34722	0	0	5	34722	1.48%
Total	40	2348316	1	10	41	2348326	100%

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
Total	0	0	0	0

Based on the above result, I report that the Special Resolution as set out in Item No. 7 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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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>For M Siroya and Company Company Secretaries</p> <p>MUKESH H KUMAR SIROYA</p> <p><small>Digitally signed by MUKESH KUMAR SIROYA DN: cn=MUKESH KUMAR SIROYA, c=IN, l=MUMBAI, ou=MAHARASHTRA, o=Personal, email=SIROYAM@GMAIL.COM, serialNumber=156605278c342cc2eeba8691169397c2aff67621f1745ac33f3a85344623 Date: 2022.09.28 11:04:49 +05'30'</small></p> <p>Mukesh Siroya Company Secretary Membership No. FCS 5682 CP No. 4157 UDIN: F005682D001061627</p> <p>Place: Mumbai Date: September 28, 2022</p>	<p>Countersigned For H.P. Cotton Textile Mills Limited</p> <p>Kailash Agarwal</p> <p><small>Digitally signed by Kailash Agarwal Date: 2022.09.28 11:11:59 +05'30'</small></p> <p>Kailash Kumar Agarwal Chairman</p> <p>Place: New Delhi Date: September 28 , 2022</p>
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