

Report of Scrutinizer

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(4)(xii) of the Companies
(Management and Administration) Amendment Rules, 2015]

To,

The Chairman

H.P. COTTON TEXTILE MILLS LIMITED

15th K.M. Stone, Delhi Road, V.P.O.

Mayar, Hissar Haryana-125044

Dear Sir,

I, Neelesh Kumar Jain, Proprietor, NKJ & Associates, Company Secretaries, (Membership Number FCS-5593), was appointed as Scrutinizer by the Board of Directors of H.P. COTTON TEXTILE MILLS LIMITED (the Company) vide Board Resolution dated 12th August, 2017 for the purpose of scrutinizing the e-voting process (i.e. Remote e-Voting) in a fair and transparent manner in respect of the below mentioned resolutions deemed to be passed at the 36th Annual General Meeting of the Shareholders of the Company held on Monday, September 25, 2017 at 10.00 A.M. at the 15th K.M. Stone, Delhi Road, V.P.O. Mayar, Hissar Haryana-125044, submit my report as under:

1. The notice dated August 12, 2017 convening Annual General Meeting of the Company along with the statement under section 102 of the Companies Act, 2013, setting out the material facts and disclosures as required to be stated under Rule 20(4)(iii) and (iv) of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, was duly sent to the shareholders in respect to the below mentioned resolutions to be passed at the said Annual General Meeting held on September 25, 2017.
2. The Company has availed the e-voting facility offered by Central Depository Services Limited (CDSL) for conducting e-voting by the shareholders.
3. In accordance with the Notice sent to the shareholders of the Company and the advertisement published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Amendment Rules, 2015 on 01 September, 2017 in Business Standard Delhi/ Mumbai



Edition (English) and on 01 September, 2017 in Aaj Samaj (Hindi), the e-voting commenced 22nd September, 2017 at 9.00 A.M. and ends on 24th September 2017 at 5.00 P.M..

4. The shareholders of the Company holding shares as on September 18, 2017 "cut-off date" were entitled to vote on the proposed resolutions as set out in the Notice of the 36th Annual General Meeting of the Company.
5. The votes were unblocked at 15th K.M. Stone, Delhi Road, V.P.O. Mayar, Hissar Haryana-125044 in the presence of two witnesses, Ms. Archana Adhikari and Ms. Sonam Chawla who were not in the employment of the Company, and who have signed below as witness to the unblocking of the votes.
6. The e-voting results/list of shareholders who have voted "For" and "Against" were downloaded from the e-voting website of Depository Services Limited (CDSL) and the same are being handed over to the Chairman.
7. The result of voting through electronic means in respect to the proposed resolutions is as under :

a) **Resolution-1 : Ordinary Resolution**

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31 March 2017, and the Report of the Auditors and Board of Directors thereon.

- i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them (shares)	% of total number of valid votes cast
25	1733436	99.983%

- ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them (shares)	% of total number of valid votes cast
1	300	0.017%

- iii. **Invalid** votes:

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



invalid	
NIL	NIL

b) **Resolution-2 : Ordinary Resolution**

To appoint Mr. Raj Kumar Agarwal (DIN 2950710) as director of the Company, who retires by rotation and, being eligible, offers himself for re-appointment.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them (shares)	% of total numbers of valid votes cast
24	1733345	99.977%

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
2	391	0.023

iii. **Invalid** votes:

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

c) **Resolution-3 : Ordinary Resolution**

To Appoint M/s Bhargava Associates, Chartered Accountants as Statutory Auditors of the Company for a period of 5 years and fixing their remuneration thereof:

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
24	1733345	99.977%

ii. Voted **against** the resolution:

Number of members	Number of votes cast by	% of total numbers of



present and voting (in person or by proxy)	them (shares)	valid votes cast
2	391	0.023

iii. **Invalid votes:**

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

d) **Resolution-4 : Special Resolution**

To re-appoint Mr. Kailash Kumar Agarwal (DIN: 00063470) as Managing Director of the Company:

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
24	1733345	99.977%

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
2	391	0.023

iii. **Invalid votes:**

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

e) **Resolution-5 : Special Resolution**

To amend/adopt the Memorandum of Association of the Company according to Companies Act, 2013:



i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
25	1733436	99.983%

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
1	300	0.017%

iii. **Invalid** votes:

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

f) **Resolution-6 : Special Resolution**

To amend/adopt the Articles of Association of the Company according to Companies Act, 2013:

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
25	1733436	99.983%

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
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1	300	0.017%
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iii. **Invalid votes:**

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

8. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 36th Annual General Meeting and the same shall be handed over thereafter to the Chairman for safe keeping.

Thanking You,

Place: New Delhi

Date: 26th September, 2017

Yours Faithfully,



(Handwritten signature)

Scrutinizer

Name: NEELESH KR. JAIN

Proprietor

NKJ & Associates

Membership No.: FCS 5593

Certificate of Practice No.: 5233

We, the undersigned witnessed that the votes were unblocked from the e-voting website of Central Depository Services Limited (CDSL) in our presence at 15th K.M. Stone, Delhi Road, V.P.O. Mayar, Hissar Haryana-125044.

(Handwritten signature)

(ARCHANA ADHIKARI)

Address: HC-3/5B, Lajpat Apartment, Lajpat Nagar Sahibabad, Ghaziabad - 201005, U.P.

Place: New Delhi

Dated: 26th September, 2017

(Handwritten signature)

(SONAM CHAWLA)

Address: 18/11 Geeta Colony, Delhi-110031

Place: New Delhi

Dated: 26th September, 2017