



H.P. COTTON TEXTILE MILLS LIMITED

2022-23 | ANNUAL REPORT

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Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. Kailash Kumar Agarwal
(Chairman & Managing Director)

Mr. RaghavKumar Agarwal
(CEO & Executive Director)

Non-Executive Director

Mrs. Ritu Bansal

Independent Directors

Mr. Parshotam Dass Agarwal

Mr. Vikram Sumatilal Sheth

Mr. Siddharth Agrawal

Chief Financial Officer

Mr. RaghavKumar Agarwal

Company Secretary and Compliance Officer

Mr. Shubham Jain

REGISTRAR & SHARE TRANSFER AGENT

Alankit Assignments Ltd.
Alankit House,
4E/2, Jhandewalan Extension,
New Delhi-110055
Tel: +91 11 42541234
Fax: +91 11 23552001
Email: info@alankit.com
Website: www.alankit.com

STATUTORY AUDITORS

Walker Chandiok & Co. LLP
L-41, Connaught Circus, Outer Circle,
New Delhi – 110001

SECRETARIAL AUDITORS

M/s Tarun Jain & Associates
Company Secretaries
1001, Vikrant Tower, Rajendra Place,
New Delhi-110008

BANKERS

State Bank of India

REGISTERED OFFICE

15th K.M. Stone, Delhi Road,
V.P.O. Mayar, Hisar 125044 (Haryana)
CIN: L18101HR1981PLC012274

CORPORATE OFFICE

F (0), The Mira Corporate Suites
1 & 2, Old Ishwar Nagar, Mathura Road,
New Delhi – 110065
Tel: +91 11 41540471/72/73
Fax: +91 11 49073410
E-mail: info@hpthreads.com
Website: www.hpthreads.com



BOARD OF DIRECTORS



Kailash Kumar Agarwal
Chairman and Managing Director

Mr. Kailash Kumar Agarwal holds Bachelor Degree in Law (LL.B) from Delhi University and a Bachelor Degree in Commerce from the University of Calcutta. He is one of the Founder Directors and Promoter of H.P. Cotton. Being one of the First Directors of the company, he has been serving the company for more than 3 decades, and guided the company through various ups and downs since its inception more than 40 years ago. He is currently the Chairman and Managing Director of H.P. Cotton with 40 years' experience at H.P. Cotton.



Raghavkumar Agarwal
Executive Director, Chief Executive Officer & Chief Financial Officer

Mr. Raghavkumar Agarwal holds a Bachelor's Degree in Management Science from Warwick Business School, University of Warwick, UK. He has a wide experience of more than 17 years in Textile Industry. He serves as an Executive Director, Chief Executive Officer and Chief Financial Officer at H.P. Cotton.



Parshotam Dass Agarwal
Independent Director

Mr. Parshotam Dass Agarwal holds a Bachelor's Degree in Commerce from Ravishankar University, Raipur; a Bachelor's Degree in Law (LL.B) from University of Delhi and a Master's Degree in Business Administration from the Faculty of Management Studies, University of Delhi. He has a wide professional experience of more than 44 years with the corporates which includes holding positions in Textiles Industry for 24 years particularly as President in Birla Group, Chief Executive Officer in Surya Roshni Limited for 7 years, President in Shree Krishna Paper Mills Ltd. for 9 years and as Executive Director in OP Jindal Group. He serves as an Independent Director at Quint Digital Media Limited and H.P. Cotton.

**Vikram Sumatilal Sheth**

Independent Director

Mr. Vikram Sumatilal Sheth holds a Bachelor's degree in Engineering (Chemical Plant Engineering) from University of Mumbai and also holds a Masters degree in Management Studies (MMS) from NMIMS (University of Mumbai). He comes with more than 27 years of experience in the financial services space. He has assisted corporates in raising funds of more than USD 3 billion in the form of equity/debt. His previous stints include working with ICICI Securities, Edelweiss, and Religare, where he held leadership positions for their investment banking practice. Mr. Vikram is currently focused to build the Investment Banking business of New Age Financial Advisory Limited. Mr. Vikram is also a visiting faculty member at NMIMS, a prestigious B-School in India. He serves as an Independent Director on the Board of H.P. Cotton.

**Ritu Bansal**

Non-Executive Director

Mrs. Ritu Bansal is a Chartered Accountant by profession and holds a Bachelor's degree in Commerce (Hons.) from University of Delhi. She has more than 23 years of experience in taxation and auditing. She also holds Certificate in Forensic Accounting & Fraud Detection (FAFD), Certificate in Concurrent Audit and Diploma in Information System Audit (DISA) issued by ICAI. She serves as a Non-Executive Director at H.P. Cotton.

**Siddharth Agrawal**

Independent Director

Mr. Siddharth Agrawal is an Advocate by profession and holds a Bachelor's degree in Bachelor of Business Administration and Bachelor of Laws (B.B.A LL.B) and also holds a masters in Law from London School of Economics (LSE), London. He has more than 11 years of experience in arbitration, civil and commercial litigation. His practice encompasses advising and representing parties in international arbitration matters and in arbitration matters seated in India. He has worked with various top law firms of India. He is also an Advocate-on-Record, Supreme Court of India and regularly appears before the Supreme Court of India, Delhi High Court and Tribunals. He serves as an Independent Director on the Board of H.P. Cotton.

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

E-mail: info@hpthreads.com | **Tel:** +91 11 41540471/72/73 | **Fax:** +91 11 49073410 | **Website:** www.hpthreads.com

Notice of the Annual General Meeting

NOTICE is hereby given that the Forty-Second (**42nd**) Annual General Meeting ("AGM") of the Members of H.P. Cotton Textile Mills Limited will be held on **Thursday, the 28th day of September, 2023 at 12:30 PM IST** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESSES:

- To consider and adopt (a) 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; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon and in this regard to consider and, if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

- "RESOLVED THAT** 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, as circulated to the Members, be considered and adopted."
- "RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Report of Auditors thereon, as circulated to the Members, be considered and adopted."

- To appoint a director in place of Mrs. Ritu Bansal (DIN: 03619069), 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 Mrs. Ritu Bansal (DIN: 03619069), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company."

- To appoint the Statutory Auditors of the Company other than retiring auditors and fix their remuneration and in

this regard to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to recommendation and consent of the Audit committee and the Board of Directors, to appoint M/s D. Kothary & Co., Chartered Accountants (FRN: 105335W), in respect of whom the Company has received a Special Notice under Section 140(4) of the Companies Act, 2013 from a member, proposing their appointment in place of the retiring auditors and who have confirmed their eligibility for appointment as Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable rules, M/s D. Kothary & Co., Chartered Accountants (FRN: 105335W) be and are hereby appointed as the Statutory Auditors of the Company for a term of five (5) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Forty Seventh (47th) Annual General Meeting of the Company to be held in the year 2028, at such remuneration and reimbursement of travelling and out-of-pocket expenses and other applicable tax as may be agreed between the Statutory Auditors and the Board of Directors of the Company;

RESOLVED FURTHER THAT Mr. Kailash Kumar Agarwal, Chairman and Managing Director or Mr. Raghavkumar Agarwal, Executive Director, CEO & CFO or Mr. Shubham Jain, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution."

SPECIAL BUSINESSES:

- To re-appoint Mr. RaghavKumar Agrawal as a Whole-Time Director (Executive 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 and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V to the Companies Act, 2013 and Articles of Association of the Company, 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 and pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded to re-appoint Mr. RaghavKumar Agarwal (DIN: 02836610) as a Whole Time Director of the Company for a period of 5 years, w.e.f. 30th May, 2024, designated as Executive Director (ED), Chief Executive Officer (CEO) and Chief Financial Officer (CFO) (“ED, CEO & CFO”) whose office shall be liable to retire by rotation on the following terms and conditions:

REMUNERATION:

Particulars	Amount (in ₹ per month)
Basic	1,60,000
House Rent Allowance (HRA)	80,000
Other/Special/Grade Allowance	2,14,800
Gross Salary (A)	4,54,800
Leave Travel Allowance (LTA) (B)	10,000
Provident Fund (Employer's Contribution)	19,200
Statutory Annual Bonus / Ex Gratia	16,000
Other / Statutory Benefits (C)	35,200
Total Cost to Company (per month) – A+B+C	5,00,000
Total Cost to Company (per annum)	60,00,000

Important Points

1. LTA and Statutory Annual Bonus / Ex Gratia shall be Payable annually on Earned Basic Salary. In addition, he will be eligible for gratuity and superannuation and leave encashment as per the rules of the Company.
2. In addition to the above, the ED, CEO & CFO shall be entitled to a Performance Pay, based on his performance, and/or Commission as determined by the Board / Nomination and Remuneration

Committee of the Company, from time to time, which may exceed overall ceilings on managerial remuneration specified in Section 197 read with Schedule V of the Companies Act, 2013.

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 the they are further authorised to alter, vary increase, enhance, widen and/or revise the remuneration as it may, in its absolute discretion and full liberty, deem fit and as may be acceptable to Mr. RaghavKumar 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 Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year during the tenure of Mr. Raghavkumar Agarwal, ED, CEO & CFO the Company has no profits or its profits are inadequate, the Company may pay to the ED, CEO & CFO the above remuneration 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 the ED, CEO & CFO, 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 30th May, 2024 or such other period as may be statutorily permitted by way of salary, perquisites, performance pay, other allowances, commission and benefits as specified hereinabove;

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.”

5. To adopt the new set of Articles of Association 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 provision of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), approval of the members be and is hereby accorded for altering the Articles of Associations of the Company by replacing all the existing articles/clauses with the new articles/clauses as are prescribed under “Table F” of Schedule I of Companies Act, 2013, with any additions/modifications as the Board may think fit;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution all the Directors of the Company and Company Secretary of the Company, be and are hereby severally authorised, on behalf of the Company, to do all such acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E- forms with the Registrar of Companies, NCT of Delhi and Haryana.”

By Order of the Board of Directors

Shubham Jain

Membership Number: A49541

Company Secretary &

Compliance Officer

New Delhi

August 12, 2023

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 and General Circular No. 10/2022 dated December 28, 2022 (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 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 on January 05, 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 42nd 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 21, 2023**.
12. The Register of Members and the Share Transfer Books of the Company shall remain closed from closed from **September 22, 2023 to September 28, 2023** (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 2022-23 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 2022-23 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 25, 2023 at 9.00 A.M. and ends on September 27, 2023 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 21, 2023** 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	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit 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 i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.