

March 11, 2024

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001

Sub: INTIMATION UNDER REGULATION 10(5) OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Dear Sir/Madam,

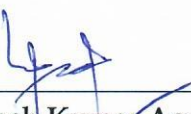
In compliance with the provisions of Regulation 10(1)(a) read with Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations 2011, I, Kailash Kumar Agarwal, Promoter, of H.P. Cotton Textile Mills Limited ("the Company"/"Target Company"), hereby submit the disclosure with regard to proposed acquisition of 1,33,250 equity shares, representing 3.40% of the paid-up share capital of the Company, by me as a result of an inter-se transfer of shares, according to the Family Re-arrangement Agreement dated 14.03.2019 and 12.02.2020 ("Family Arrangement"), through an off market transaction, duly signed by me, for your information and record.

This is to further inform you that I, Kailash Kumar Agarwal, the Acquirer, already hold a majority shareholding in Jainish Products Limited ("*Entity*"), which hold equity shares in the Target Company (**Annexure - C**). However, under the present tranche of the inter-se transfer, I propose to further consolidate my shareholding in this entity by acquiring more shares of this entity from other family member pursuant to the Family Arrangement.

You are requested to take the same on record and acknowledge the receipt.

Thanking you.

Yours faithfully,



Kailash Kumar Agarwal
(Acquirer)

Encl.: As above

Copy to:
Company Secretary
H P Cotton Textile Mills Limited
15 KM Stone, Delhi Road, V.P.O
Mayar, Hisar-125044
E-mail: cs@hpthreads.com

Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	H P COTTON TEXTILE MILLS LIMITED
2.	Name(s) of the acquirer(s)	Mr. Kailash Kumar Agarwal
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes, Promoter
4.	Details of the proposed acquisition	
	a.	Name of the person(s) from whom shares are to be acquired
		As per Annexure - B read with Annexure - C
	b.	Proposed date of acquisition
		On or after March 18, 2024
	c.	Number of shares to be acquired from each person mentioned in 4(a) above
		<ul style="list-style-type: none"> - Directly: 1,33,250 Equity Shares (Refer Annexure - B for Detailed Bifurcation) - Indirectly: "Nil". (Refer Annexure - C for detailed bifurcation). <p><i>[There is no further indirect acquisition under the present tranche of inter-se transfer as the Acquirer already holds a majority shareholding in the entity, namely, Jainish Products Ltd (hereinafter referred to as "Entity") which holds equity shares in the TC. However, pursuant to the present acquisition, the Acquirer proposes to further consolidate his holdings in this Entity by acquiring more shares and hence disclosed here again for the sake of clarity.</i></p>
	d.	Total shares to be acquired as % of share capital of TC
		<ul style="list-style-type: none"> - Direct: 1,33,250 Equity Shares (3.40%) - Indirect: Please refer the explanation in para 4.c above
	e.	Price at which shares are proposed to be acquired
		Acquisition by way of gift pursuant to Family Re-arrangement Agreement dated 14.03.2019 and 12.02.2020
	f.	Rationale, if any, for the proposed transfer
		Inter-se transfer amongst promoters pursuant to Family Re-arrangement Agreement dated 14.03.2019 and 12.02.2020.

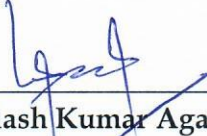
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5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011			
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Not Applicable, as the Acquisition is by way of gift pursuant to Family Re-arrangement Agreement dated 14.03.2019 and 12.02.2020			
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable, as the Acquisition is by way of gift pursuant to Family Re-arrangement Agreement dated 14.03.2019 and 12.02.2020			
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Not Applicable, as the Acquisition is by way of gift pursuant to Family Re-arrangement Agreement dated 14.03.2019 and 12.02.2020			
9.	<p>i. Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)</p> <p>ii. The aforesaid disclosure made during previous 3 years prior to the date of proposed acquisition to be furnished</p>	<p>We, the Transferors and the Transferees, hereby declare that we have complied with/will comply the applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011.</p> <p>Copies of disclosures made during previous 3 years are annexed as Annexure - A</p>			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	I do hereby declare that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.			
11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares / voting rights	% w.r.t total share capital of TC	No. of shares / voting rights	% w.r.t total share capital of TC
	a. Acquirer(s)	As per Annexure - B and Annexure - C			

	b.	PAC's where there is no change in their holding	
	c.	Seller (s)	

Note:

- (*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.



Kailash Kumar Agarwal
(Acquirer)

Place: New Delhi
Date: March 11, 2024

Date: April 07, 2021

To,
BSE Limited,
Corporate Relationship Dept.
P J Towers, Dalal Street,
Mumbai - 400001

H P Cotton Textile Mills Limited
15 KM Stone, Delhi Road,
V.P.O Mayar, Hisar-125044
Haryana

Sub: Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Re.: Target Company: H P Cotton Textile Mills Limited

Dear Sir,

In compliance with the provisions of Regulation 30(1) and 30(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Please find enclosed the requisite disclosure (including Part B) in the prescribed format for the financial year ended March 31, 2021 for and on behalf of promoter and promoter group of "H. P. Cotton Textile Mills Limited".

Thanking You
Yours faithfully

KAILASH KUMAR
AGARWAL

Digitally signed by
KAILASH KUMAR
AGARWAL
Date: 2021.04.07
17:49:28 +05'30'

Kailash Kumar Agarwal
(For myself and on behalf of all other
Promoters/ Promoter Group entities)

Encl: As above

**Disclosures under Regulation 30(1) and 30(2) of SEBI
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Part-A- Details of Shareholding

1. Name of the Target Company (TC)	H.P. Cotton Textile Mills Limited		
2. Name(s) of the stock exchange(s) where the shares of the TC are listed	BSE Limited		
3. Particulars of the shareholder(s): a) Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC. or b) Name(s) of promoter(s), member of the promoter group and PAC with him.	As per Annexure-A		
4. Particulars of the shareholding of person(s) mentioned at (3) above	Number of shares	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/ voting capital of TC (*)
As of March 31 st of the year, holding of: a) Shares b) Voting Rights (otherwise than by shares) c) Warrants, d) Convertible Securities e) Any other instrument that would entitle the holder to receive shares in the TC.	2433304	63.87	NIL
Total	2433304	63.87	NIL

Part-B**

Name of the Target Company: H.P. Cotton Textile Mills Limited

KAILASH
KUMAR
AGARWAL

Digitally signed by
KAILASH KUMAR
AGARWAL
Date: 2021.04.07
17:49:51 +05'30'

Kailash Kumar Agarwal
(For myself and on behalf of all other
Promoters/ Promoter Group entities)

Place: New Delhi

Date: April 07, 2021

Note:

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.
- * Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.
- ** Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

ANNEXURE-A

**PROMOTERS ALONG WITH PERSONS ACTING IN CONCERT OF H.P. COTTON
TEXTILE MILLS LIMITED AS ON 31.03.2021**

Name of Promoter/Promoter Group	PAN	No. of Shares	% of Total Paid-up Capital
Arjundas Agarwal HUF		104100	2.73
Ashok Kumar Agarwal		75896	1.99
Atma Devi Agarwal		10000	0.26
Anuradha Agarwal		18954	0.50
Achhar Investments Limited		231900	6.09
Ghanshyam Das Agarwal		45730	1.20
Ghanshyam Das Agarwal HUF		136736	3.59
Jainish Products Limited		242850	6.37
Jainarayan Agarwal HUF		85000	2.23
Kailash Kumar Agarwal		89385	2.35
Kashmiri Lal Agarwal HUF		114804	3.01
Kailash Kumar Agarwal HUF		31150	0.82
Mridula Agarwal		7300	0.19
Premlata Agarwal		20000	0.52
Ravindra Agarwal		106066	2.78
Raghubir Prasad Agarwal		93750	2.46
Renu Agarwal		7400	0.19
Raj Kumar Agarwal HUF		127164	3.34
Ravindra Agarwal HUF		30500	0.80
Raghubir Agarwal HUF		39500	1.04
Ruchi Agarwal		35500	0.93
Raj Kumar Agarwal		46466	1.22

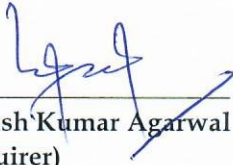
Raghav Kumar Agarwal	63668	1.67
Rachit Agarwal	5600	0.15
Surendra Kumar Agarwal	98265	2.58
Surendra Kumar Agarwal HUF	27650	0.73
Sacred Trading and Investment Company Limited	224170	5.88
Sailesh Textile Manufacturing Company Ltd	207000	5.43
Vijay Kumar Agarwal	57800	1.52
Vijay Kumar Agarwal HUF	49000	1.29
Total	24,33,304	63.87

Annexure - B

Sr.no	Promoters/Members of Promoter Group	Pre-Transaction Shareholding		Post-Transaction Shareholding	
		Number	Percentage	Number	Percentage
a.	Acquirer(s) and PAC(s) (other than sellers)				
	Acquirer(s) / Transferee(s):				
1.	*Kailash Kumar Agarwal	6,80,058	17.34	8,13,308	20.74
b.	PAC's where there is no change in their holding				
1.	Kailash Kumar Agarwal HUF	31,150	0.79	31,150	0.79
2.	Mridula Agarwal	7,300	0.19	7,300	0.19
3.	Raghav Kumar Agarwal	1,08,468	2.77	1,08,468	2.77
4.	Achhar Investments Ltd.	2,31,900	5.91	2,31,900	5.91
5.	**Jainish Products Ltd.	2,42,850	6.19	2,42,850	6.19
6.	Sacred Trading and Investment Company Ltd.	2,24,170	5.72	2,24,170	5.72
7.	Sailesh Textile Manufacturing Company Ltd	2,07,000	5.28	2,07,000	5.28
8.	Jainarayan Agarwal HUF	85,000	2.17	85,000	2.17
9.	Raj Kumar Agarwal HUF	1,27,164	3.24	1,27,164	3.24
10.	Ashok Kumar Agarwal	75,896	1.94	75,896	1.94
11.	Raj Kumar Agarwal	46,466	1.18	46,466	1.18
12.	Rachit Agarwal	5,600	0.14	5,600	0.14
13.	Ravindra Agarwal HUF	30,500	0.78	30,500	0.78
14.	Ravindra Agarwal	1,06,066	2.70	1,06,066	2.70
15.	Ghanshyam Das Agarwal	45,730	1.17	45,730	1.17
16.	Premlata Agarwal	20,000	0.51	20,000	0.51
17.	Ghanshyam Das Agarwal HUF	1,36,736	3.49	1,36,736	3.49
18.	Anuradha Agarwal	0	0	0	0
19.	Kashmiri Lal Agarwal HUF	0	0	0	0
20.	ArjunDas Agarwal HUF	0	0	0	0
21.	Surendra Kumar Agarwal HUF	0	0	0	0
22.	Vijay Kumar Agarwal HUF	0	0	0	0
23.	Surendra Kumar Agarwal	0	0	0	0
24.	Renu Agarwal	0	0	0	0
25.	Vijay Kumar Agarwal	0	0	0	0
26.	Ruchi Agarwal	0	0	0	0
27.	Atma Devi Agarwal	0	0	0	0
c.	PACs being Seller(s)/Transferor(s):				
1.	Raghubir Prasad Agarwal	93,750	2.39	0	0
2.	Raghubir Agarwal HUF	39,500	1.01	0	0
	TOTAL PROMOTER AND PROMOTER GROUP (PAC)	25,45,304	64.90	25,45,304	64.90

* In addition to the above stated direct acquisition, Kailash Kumar Agarwal, the Acquirer, already hold a majority shareholding in Jainish Products Limited ("Entity"), which hold equity shares in the Target Company (Annexure - C). However, under the present tranche of the inter-se transfer, the Acquirer, propose to further consolidate my shareholding in this Entity by acquiring more shares of this Entity from other family members pursuant to the Family Arrangement.

** Please refer Annexure C for the changes in the shareholding of the company being PACs which hold the equity shares of the Target Company, for details.



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Kailash Kumar Agarwal
(Acquirer)

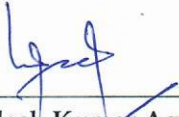
Place: New Delhi

Date: March 11, 2024

1. Jainish Products Limited

Sr.no		Pre-Transaction Shareholding		Post-Transaction Shareholding	
		Number	Percentage	Number	Percentage
a.	Acquirer(s) / Transferee(s):				
1.	Kailash Kumar Agarwal	1,59,285	66.36	2,14,285	89.28
b.	Seller(s)/Transferor(s):				
1.	Ghanshyam Das Agarwal	55,000	22.92	0	0

Signature of the acquirer / Authorised Signatory



Kailash Kumar Agarwal
(Acquirer)

Place: New Delhi

Date: March 11, 2024