

March 18, 2024

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

**Sub: INTIMATION UNDER REGULATION 10(6) 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(6) of SEBI (Substantial Acquisition of shares and Takeover) Regulations 2011, I, Kailash Kumar Agarwal, Promoter, of H.P. Cotton Textile Mills Limited ("the Company"), hereby submit the disclosure with regard to acquisition of 1,33,250 equity shares, representing 3.40% of 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, 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 - B**). However, under the present tranche of the inter-se transfer, I have further consolidated 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(6) - Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 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.	Name of the stock exchange where shares of the TC are listed	BSE Limited	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	<p>Inter-se transfer amongst promoters pursuant to Family Re-arrangement Agreement dated 14.03.2019 and 12.02.2020 ("Family Re-arrangement Agreements")</p> <p>In addition, as a part of Family Re-arrangement Agreements, there is some change in the shareholding of Jainish Products Limited being PACs (as referred to Annexure B) which hold the equity shares in the Target Company.</p>	
5.	Relevant regulation 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.	<p>Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so,</p> <ul style="list-style-type: none"> <li>whether disclosure was made and whether it was made within the timeline specified under the regulations.</li> <li>date of filing with the stock exchange.</li> </ul>	<p>Yes</p> <p>March 11, 2024</p>	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a. Name of the transferor / seller	As per Annexure - A read with Annexure - B	Yes
	b. Date of acquisition	March 18, 2024 [Refer Annexure A and B]	Yes
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	As per Annexure - A read with Annexure - B	Yes

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	d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	As per Annexure - A read with Annexure - B		Yes
	e.	Price at which shares are proposed to be acquired / actually acquired	Not Applicable as the Acquisition is by way of gift pursuant to Family Re-arrangements		Yes
8.	Shareholding details		Pre-Transaction		Post-Transaction
			No. of shares held	% w.r.t total share capital of TC	No. of shares held % w.r.t total share capital of TC
	a.	Each Acquirer/Transferee (*)	As per Annexure - A read with Annexure - B		
	b.	Each Seller / Transferor (*)			

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 18, 2024

## Annexure - A

Sr.no	Promoters/Members of Promoter Group	Pre-Transaction Shareholding		Post-Transaction Shareholding		Date of Acquisition/ Disposal
		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	18.03.2024
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	18.03.2024
2.	Raghubir Agarwal HUF	39,500	1.01	0	0	18.03.2024
	<b>TOTAL PROMOTER AND PROMOTER GROUP (PAC)</b>	<b>25,45,304</b>	<b>64.90</b>	<b>25,45,304</b>	<b>64.90</b>	

\* 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 - B). 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 B 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 18, 2024

## 1. Jainish Products Limited

Sr.no		Pre-Transaction Shareholding		Post-Transaction Shareholding		Date of Acquisition/ Disposal
		Number	Percentage	Number	Percentage	
a.	Acquirer(s) / Transferee(s):					
1.	Kailash Kumar Agarwal	1,59,285	66.36	2,14,285	89.28	18.03.2024
b.	Seller(s)/Transferor(s):					
1.	Ghanshyam Das Agarwal	55,000	22.92	0	0	18.03.2024

Signature of the acquirer / Authorised Signatory



Kailash Kumar Agarwal  
(Acquirer)

Place: New Delhi

Date: March 18, 2024