



September 28, 2023

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001

Ref: H.P. Cotton Textile Mills Limited (Scrip Code: 502873)

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to Part A of Schedule III of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit the following w.r.t 42nd Annual General Meeting of the Company held on Thursday, September 28, 2023 at 12:30 PM (IST) through Video Conferencing / Other Audio Visual Means:

1. Mrs. Ritu Bansal (DIN: 03619069) has been re-appointed as a director, who retires by rotation;
2. Mr. Raghavkumar Agarwal (DIN: 02836610) has been re-appointed as a Whole-Time Director (Executive Director) of the Company for a period of 5 years, w.e.f. 30th May, 2024;
3. M/s D. Kothary & Co., Chartered Accountants (FRN: 105335W) has been appointed as the Statutory Auditors of the Company in place of retiring Auditor M/s. Walker Chandiok & Co LL P, Chartered Accountants, for a term of 5 years, from the conclusion of 42nd Annual General Meeting till the conclusion of 47th Annual General Meeting;
4. Adoption of new set of Articles of Association ("AOA") of the Company containing regulations in conformity with the Companies Act, 2013.

The details required under regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are enclosed as **Annexure - A**.

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



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

T: +91 11 26927387, 49073415

+91 11 41540471/72/73

F: +91 11 49073410

E: info@hpthreads.com

Regd. Office & Works:

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

CIN NO. L18101HR1981PLC012274



ISO 9001 : 2008

Disclosure under regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

1. Re-appointment of Mrs. Ritu Bansal (DIN: 03619069) as a Director of the Company, who retires by rotation

S.no.	Particulars	Remarks
1.	DIN	03619069
2.	Reason for change viz. appointment, resignation, removal, death or otherwise	Not Applicable
3.	Brief Profile	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.
4.	Date of appointment & Terms of Appointment	Retire by rotation
5.	Disclosure of relationship between directors	None
6.	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19.	Mrs. Ritu Bansal is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority as required under the circular dated June 20, 2018 issued by BSE Limited.

Corporate Office:

Regd. Office & Works:

2. Re-appointment of Mr. Raghavkumar Agarwal (DIN: 02836610) as a Whole Time Director of the Company

S.no.	Particulars	Remarks
1.	DIN	02836610
2.	Reason for change viz. appointment, resignation, removal, death or otherwise	Re-appointment of Mr. Raghavkumar Agarwal as a Whole-Time Director (Executive Director).
3.	Brief Profile	Mr. RaghavKumar Agarwal holds a Bachelor's Degree in Management Science from Warwick Business School, University of Warwick, U K. He has a wide experience of more than 15 years in Textile Industry. He serves as an Executive Director, Chief Executive Officer and Chief Financial Officer at H.P. Cotton.
4.	Date of appointment & Terms of Appointment	May 30, 2024 Re-appointed for a further term of 5 Year commencing from May 30, 2024
5.	Disclosure of relationship between directors	Son of Mr. Kailash Kumar Agarwal, Chairman & Managing Director of the Company
6.	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19.	Mr. RaghavKumar Agarwal is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority as required under the circular dated June 20, 2018 issued by BSE Limited.

3. Appointment of Statutory Auditor of the Company

S.no.	Particulars	Remarks
1.	Name of Statutory Auditor	M/s D. Kothary & Co., Chartered Accountants (FRN: 105335W)
2.	Reason for change viz. appointment, resignation, removal, death or otherwise	<p>The term of current Auditor M/s Walker Chandiook & Co. LLP has expired upon conclusion of the 42nd Annual General Meeting.</p> <p>Pursuant to the receipt of the special notice under Section 140(4) of the Companies Act, 2013, the shareholders have appointed M/s D. Kothary & Co., Chartered Accountants as Statutory Auditor of the Company in place of retiring Auditor M/s. Walker Chandiook & Co LLP, Chartered Accountants, on the recommendation of the Board of Directors of the Company.</p>
3.	Brief Profile	D. Kothary & Co. commenced its operations in the year 1989 under its founder Mr. Dhiren Kothary to provide professional services in the field of Assurance, Tax and Advisory. Since inception, the firm has built its credential and knowledge with expert advisory across various sector under the guidance of their experienced partners having cumulative experience of 100 plus years. Firm has built a reputation in knowledge driven assurance & advisory service to support organisations.
4.	Date of appointment & Terms of Appointment	<p>Term: 5(Five) years</p> <p>From the conclusion of 42nd Annual General Meeting till the Conclusion of 47th Annual General Meeting</p>
5.	Disclosure of relationship between directors	None

Corporate Office:

Regd. Office & Works:

4. Summary of New Set of Articles of Association (“AOA”) of the Company

1.	<p>Reason of Changes</p> <ul style="list-style-type: none"> ➤ The Companies Act, 2013 ("the Act) has been amended frequently by way of notifications and amendment acts. Similarly, securities laws including Securities and Exchange Board of India Act, 1992 and Rules and Regulations ("Securities Laws") framed thereunder have been changed by way of numerous circulars and notifications issued by SEBI or Central Government in this behalf. ➤ In view of frequent changes, it was thought fit by the Board of Directors of the Company that certain clauses of the existing AOA of the Company should be amended/modified and certain new clauses should also be inserted or replaced in place of existing clauses of AOA to align the same with the prevailing provisions of the Act and rules made thereunder and the Securities Laws referred hereinabove. ➤ Since the changes required for aligning the existing AOA with the Act and the rules made thereunder and Securities laws were numerous, it was considered expedient to adopt a new AOA in substitution of the existing AOA.
2.	<p>Key Changes in the new AOA are as follows:</p> <ul style="list-style-type: none"> ➤ The New AOA has been restructured and aligned with the provisions of the Act, the Secretarial Standards issued by the Institute of Company Secretaries of India and other applicable laws; ➤ References to the sections, sub-sections, clauses etc. of the Act, which have been amended are substituted with the new provisions of the Act; ➤ During this exercise of amendment of existing clauses and insertion of certain new clauses, chronological serial numbers of the clauses of the AOA have also been changed and were required to be renumbered. ➤ Clauses related to HSIDC, Co-promoter, Projects and Promotional Agreement has been removed in the new AOA as they are no longer enforceable currently. ➤ The new AOA to be substituted in place of the existing AOA is based on "Table-F" of the Act which sets out the model AOA for a company limited by shares, ➤ Provisions of the Act, which permit the Company to do certain acts when authorized by AOA, or, which require the Company to do acts in a prescribed manner unless the AOA otherwise provides, have been specifically included.