

June 15, 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 3,70,626 equity shares, representing 9.45% 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 Sailesh Textile Manufacturing Company Ltd ("*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 <b>Annexure - B</b> read with <b>Annexure - C</b>
	b.	Proposed date of acquisition
		On or after June 24, 2024
	c.	Number of shares to be acquired from each person mentioned in 4(a) above
		<ul style="list-style-type: none"> <li>- Directly: 3,70,626 Equity Shares (Refer <b>Annexure - B</b> for Detailed Bifurcation)</li> <li>- Indirectly: "Nil". (Refer <b>Annexure - C</b> for detailed bifurcation).</li> </ul> <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, Sailesh Textile Manufacturing Company 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"> <li>- <b>Direct:</b> 3,70,626 Equity Shares (9.45%)</li> <li>- <b>Indirect:</b> Please refer the explanation in para 4.c above</li> </ul>
	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.



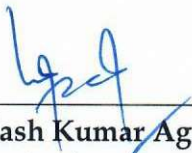
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011			
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days 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 <b>Annexure - A</b></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 <b>Annexure - B</b> and <b>Annexure - C</b>			

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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: June 15, 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  
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**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 <b>Annexure-A</b>		
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 <sup>st</sup> of the year, holding of: a) <b>Shares</b> 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.	<b>2433304</b>	<b>63.87</b>	<b>NIL</b>
Total	<b>2433304</b>	<b>63.87</b>	<b>NIL</b>

## 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	AAEHA8513L	104100	2.73
Ashok Kumar Agarwal	ACGPA3371A	75896	1.99
Atma Devi Agarwal	ADHPA4677M	10000	0.26
Anuradha Agarwal	AFQPA7498M	18954	0.50
Achhar Investments Limited	AAACA1264B	231900	6.09
Ghanshyam Das Agarwal	ADDPA1825B	45730	1.20
Ghanshyam Das Agarwal HUF	AACHG4991A	136736	3.59
Jainish Products Limited	AAACJ2880Q	242850	6.37
Jainarayan Agarwal HUF	AACHJ5874M	85000	2.23
Kailash Kumar Agarwal	ACWPA3143J	89385	2.35
Kashmiri Lal Agarwal HUF	AADHK9848R	114804	3.01
Kailash Kumar Agarwal HUF	AAEHK1502R	31150	0.82
Mridula Agarwal	ADAPA9670R	7300	0.19
Premlata Agarwal	ADHPA0765A	20000	0.52
Ravindra Agarwal	ACWPA6100F	106066	2.78
Raghubir Prasad Agarwal	ACWPA6122D	93750	2.46
Renu Agarwal	ADAPA9663L	7400	0.19
Raj Kumar Agarwal HUF	AAGHR5929B	127164	3.34
Ravindra Agarwal HUF	AAPHR7165G	30500	0.80
Raghubir Agarwal HUF	AAQHR5184L	39500	1.04
Ruchi Agarwal	ACVPA6171B	35500	0.93
Raj Kumar Agarwal	ACVPA7393K	46466	1.22

Raghav Kumar Agarwal	AHFPA0768D	63668	1.67
Rachit Agarwal	AJUPA7178G	5600	0.15
Surendra Kumar Agarwal	ACWPA6095M	98265	2.58
Surendra Kumar Agarwal HUF	AAKHS6000E	27650	0.73
Sacred Trading and Investment Company Limited	AAACS2842M	224170	5.88
Sailesh Textile Manufacturing Company Ltd	AALCS7404E	207000	5.43
Vijay Kumar Agarwal	ACGPA2744M	57800	1.52
Vijay Kumar Agarwal HUF	AACHV6955M	49000	1.29
<b>Total</b>		<b>24,33,304</b>	<b>63.87</b>

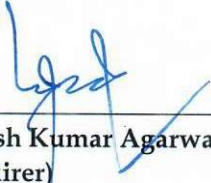


## Annexure - B

Sr.no	Promoters/Members of Promoter Group	Pre-Transaction Shareholding		Post-Transaction Shareholding	
		Number	Percentage	Number	Percentage
<b>a.</b>	<b>Acquirer(s) and PAC(s) (other than sellers)</b>				
	<b>Acquirer(s) / Transferee(s):</b>				
1.	*Kailash Kumar Agarwal	8,13,308	20.74	11,83,934	30.19
<b>b.</b>	<b>PAC's where there is no change in their holding</b>				
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.	Ravindra Agarwal	1,06,066	2.70	1,06,066	2.70
9.	Ghanshyam Das Agarwal	45,730	1.17	45,730	1.17
10.	Premlata Agarwal	20,000	0.51	20,000	0.51
11.	Ghanshyam Das Agarwal HUF	1,36,736	3.49	1,36,736	3.49
12.	Raghubir Prasad Agarwal	0	0	0	0
13.	Raghubir Agarwal HUF	0	0	0	0
14.	Anuradha Agarwal	0	0	0	0
15.	Kashmiri Lal Agarwal HUF	0	0	0	0
16.	ArjunDas Agarwal HUF	0	0	0	0
17.	Surendra Kumar Agarwal HUF	0	0	0	0
18.	Vijay Kumar Agarwal HUF	0	0	0	0
19.	Surendra Kumar Agarwal	0	0	0	0
20.	Renu Agarwal	0	0	0	0
21.	Vijay Kumar Agarwal	0	0	0	0
22.	Ruchi Agarwal	0	0	0	0
23.	Atma Devi Agarwal	0	0	0	0
<b>c.</b>	<b>PACs being Seller(s)/Transferor(s):</b>				
1.	Raj Kumar Agarwal HUF	1,27,164	3.24	0	0
2.	Raj Kumar Agarwal	46,466	1.18	0	0
3.	Rachit Agarwal	5,600	0.14	0	0
4.	Jainarayan Agarwal HUF	85,000	2.17	0	0
5.	Ashok Kumar Agarwal	75,896	1.94	0	0
6.	Ravindra Agarwal HUF	30,500	0.78	0	0
	<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 Sailesh Textile Manufacturing Company Ltd ("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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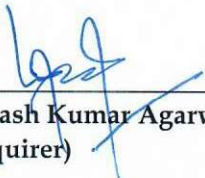
**Kailash Kumar Agarwal**  
(Acquirer)

Place: New Delhi  
Date: June 15, 2024

## 1. Sailesh Textile Manufacturing Company Ltd

Sr.no		Pre-Transaction Shareholding		Post-Transaction Shareholding	
		Number	Percentage	Number	Percentage
a.	Acquirer(s) / Transferee(s):				
1.	Kailash Kumar Agarwal	1,90,235	76.10	2,00,360	80.15
b.	Seller(s)/Transferor(s):				
1.	Ashok Kumar Agarwal HUF	10,125	4.05	0	0

Signature of the acquirer / Authorised Signatory

  
\_\_\_\_\_  
Kailash Kumar Agarwal  
(Acquirer)

Place: New Delhi

Date: June 15, 2024