

December 29, 2021

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

Sub: DISCLOSURE UNDER REGULATION 29(2) OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Dear Sir/Madam,

Please find enclosed herewith disclosure as per Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, with regard to inter-se transfer of 1,33,315 equity shares, representing 3.50% of paid-up share capital of the Company, as per Family Re-arrangement Agreement dated 14.03.2019 and 12.02.2020 ("Family Re-arrangement Agreements"), through an off market transaction, for your information and record.

In addition to the above transaction, there was an disposal of shareholding of certain companies being PACs which are holding the equity shares of target Company (i.e. Achhar Investments Limited, Jainish Products Limited, Sacred Trading and Investment Company Limited and Satesh Textile Manufacturing Company Ltd.) as a part of Family Re-arrangement Agreement, through off market transactions which lead to an indirect disposal of Equity Shares of the target company (i.e. HP Cotton Textile Mills Limited), (Pursuant to Regulation 5(1) and 5(2) and other applicable regulations of the SEBI Takeover Regulations, the above indirect acquisition shall be regarded as direct acquisition).

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

Thanking you,
Yours faithfully,



**Surendra Kumar Agarwal for Himself and on behalf of all other
Transferor(s))**

Encl.: As above

Copy to:
Mr. Shubham Jain
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 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	H P COTTON TEXTILE MILLS LIMITED		
Name(s) of the acquirer/seller and Persons Acting in Concert (PAC) with the acquirer	Surendra Kumar Agarwal along with other members of the promoter group of the TC (as detailed in Annexure A and B)		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total Diluted share/voting capital of the TC (**)
Before the acquisition/disposal under consideration, holding of :	As per Annexure A and B		
a) Shares carrying voting rights			
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)			
c) Voting rights (VR) otherwise than by shares			
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)			
e) Total (a+b+c+d)			
Details of acquisition/sale	As per Annexure A and B		
a) Shares carrying voting rights acquired/sold			
b) VRs acquired /sold otherwise than by shares			
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold			
d) Shares encumbered / invoked/released by the acquirer			
e) Total (a+b+c+/-d)			

Surendra Agarwal

After the acquisition/sale, holding of:	
a) Shares carrying voting rights	As per Annexure A and B
b) Shares encumbered with the acquirer	
c) VRs otherwise than by shares	
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	
e) Total (a+b+c+d)	
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Inter-Se-Transfer as per Family Re-arrangement Agreement through an off market transaction
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	28.12.2021 [Refer Annexure A and B]
Equity share capital / total voting capital of the TC before the said acquisition / sale	38,10,000 Equity Shares of Rs. 10/- each
Equity share capital/ total voting capital of the TC after the said acquisition / sale	38,10,000 Equity Shares of Rs. 10/- each
Total diluted share/ voting capital of the TC after the said acquisition	38,10,000 Equity Shares of Rs. 10/- each

(* Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) 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.

Signature of the Seller/ Authorised Signatory



Surendra Kumar Agarwal for Himself and on behalf of all other Transferor(s))

Place: New Delhi

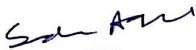
Date: December 29, 2021

Annexure A						
Sr.no	Promoters/Members of Promoter Group	Pre-Transaction Shareholding		Post-Transaction Shareholding		Date of Disposal
		Number	Percentage	Number	Percentage	
a.	PACs being Seller(s)/Transferor(s):					
1.	Surendra Kumar Agarwal HUF	27,650	0.73	0	0	28.12.2021
2.	Surendra Kumar Agarwal	98,265	2.58	0	0	28.12.2021
3.	Renu Agarwal	7,400	0.19	0	0	28.12.2021

* In addition to the above stated direct disposal, the Transferor(s) has also indirectly disposed off shareholding, pursuant to disposal of some shareholding of the companies being PACs which hold equity shares of the Target Company.

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

Signature of the Seller / Authorised Signatory



Surendra Kumar Agarwal for Himself and on behalf of all other Transferor(s)

Place: New Delhi

Date: December 29, 2021

1. Achhar Investments Limited

Sr.no		Pre-Transaction Shareholding		Post-Transaction Shareholding		Date of Disposal
		Number	Percentage	Number	Percentage	
a.	Seller(s)/Transferor(s):					
1.	Renu Agarwal	16,675	6.95	0	0	28.12.2021
2.	Surendra Kumar Agarwal	54,533	22.72	0	0	28.12.2021

2. Jainish Products Limited

Sr.no		Pre-Transaction Shareholding		Post-Transaction Shareholding		Date of Disposal
		Number	Percentage	Number	Percentage	
a.	Seller(s)/Transferor(s):					
1.	Keshav Agarwal	1,650	0.69	0	0	28.12.2021

3. Sacred Trading and Investment Company Limited

Sr.no		Pre-Transaction Shareholding		Post-Transaction Shareholding		Date of Disposal
		Number	Percentage	Number	Percentage	
a.	Seller(s)/Transferor(s):					
1.	Surendra Kumar Agarwal	850	0.35	0	0	28.12.2021

4. Sailesh Textile Manufacturing Company Ltd

Sr.no		Pre-Transaction Shareholding		Post-Transaction Shareholding		Date of Disposal
		Number	Percentage	Number	Percentage	
a.	Seller(s)/Transferor(s):					
1.	Surendra Kumar Agarwal	8,550	3.42	0	0	28.12.2021
2.	Surendra Kumar Agarwal HUF	20,000	8	0	0	28.12.2021

