

March 29, 2023

To,  
**BSE 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,

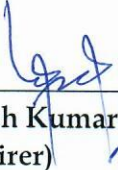
Please find enclosed herewith disclosure as per Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, with regard to inter-se transfer of 1,03,300 equity shares, representing 2.63% of paid-up share capital of the Company, as per Family Re-arrangement Agreement dated 14.03.2019 and 12.02.2020 ("Family Re-arrangement Agreements"), through off market transactions, for your information and record.

This is to further inform you that I, Kailash Kumar Agarwal, the Acquirer, already hold a majority shareholding in Sacred Trading and Investment Company Limited and Sailesh Textile Manufacturing Company Ltd. ("2 Entities"), which hold equity shares in the Target Company (**Annexure - B**). However, under the present tranche of the inter-se transfer, I further consolidated my shareholding in these 2 Entities by acquiring more shares of these 2 Entities from other family members 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 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	Kailash Kumar Agarwal		
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 / <del>disposal</del> as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total Diluted share/Voting capital of the TC (**)
<b>Before the acquisition/<del>disposal</del> under consideration, holding of :</b>			
a) Shares carrying voting rights	5,76,758	14.71%	14.71%
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)	5,76,758	14.71%	14.71%
<b>Details of acquisition/sale</b>			
a) Shares carrying voting rights acquired/ <del>sold</del>	1,03,300	2.63%	2.63%
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)	1,03,300	2.63%	2.63%

<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights	6,80,058	17.34%	17.34%
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)	6,80,058	17.34%	17.34%
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	<u>March 29, 2023</u> [Refer Annexure A and B]		
Equity share capital / total voting capital of the TC before the said acquisition / sale	39,22,000 Equity Shares of Rs. 10/- each		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	39,22,000 Equity Shares of Rs. 10/- each		
Total diluted share/voting capital of the TC after the said acquisition	39,22,000 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 acquirer / Authorised Signatory**

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

Place: Cologne, Germany  
Date: March 29, 2023

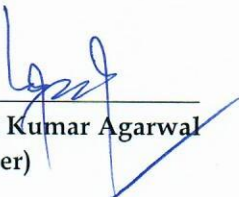
## Annexure - A

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	5,76,758	14.71	6,80,058	17.34	29.03.2023
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	86,068	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.	Ghanshyam Das Agarwal HUF	1,36,736	3.49	1,36,736	3.49	-
9.	Jainarayan Agarwal HUF	85,000	2.17	85,000	2.17	-
10.	Raj Kumar Agarwal HUF	1,27,164	3.24	1,27,164	3.24	-
11.	Ashok Kumar Agarwal	75,896	1.94	75,896	1.94	-
12.	Raj Kumar Agarwal	46,466	1.18	46,466	1.18	-
13.	Raghubir Prasad Agarwal	93,750	2.39	93,750	2.39	-
14.	Ghanshyam Das Agarwal	45,730	1.17	45,730	1.17	-
15.	Premlata Agarwal	20,000	0.51	20,000	0.51	-
16.	Rachit Agarwal	5,600	0.14	5,600	0.14	-
17.	Raghubir Agarwal HUF	39,500	1.01	39,500	1.01	-
18.	Ravindra Agarwal HUF	30,500	0.78	30,500	0.78	-
19.	Ravindra Agarwal	1,06,066	2.70	1,06,066	2.70	-
20.	Anuradha Agarwal	0	0	0	0	-
21.	Kashmiri Lal Agarwal HUF	0	0	0	0	-
22.	ArjunDas Agarwal HUF	0	0	0	0	-
23.	Surendra Kumar Agarwal HUF	0	0	0	0	-
24.	Vijay Kumar Agarwal HUF	0	0	0	0	-
25.	Surendra Kumar Agarwal	0	0	0	0	-
26.	Renu Agarwal	0	0	0	0	-
c.	PACs being Seller(s)/Transferor(s):					
1.	Vijay Kumar Agarwal	57,800	1.47	0	0	29.03.2023
2.	Ruchi Agarwal	35,500	0.91	0	0	29.03.2023
3.	Atma Devi Agarwal	10,000	0.25	0	0	29.03.2023
	<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 Sacred Trading and Investment Company Limited and Sailesh Textile Manufacturing Company Ltd. ("2 Entities"), which hold equity shares in the Target Company (Annexure - B). However, under the present tranche of the inter-se transfer, the Acquirer, further consolidated his shareholding in these 2 Entities by acquiring more shares of these 2 Entities from other family members pursuant to the Family Arrangement.

\*\* 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 acquirer / Authorised Signatory

  
Kailash Kumar Agarwal  
(Acquirer)

Place: *Cologne, Germany*  
Date: *March 29, 2023*


## 1. Sacred Trading and Investment Company 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	1,87,242	78.02	2,39,940	99.97	29.03.2023
b.	Seller(s)/Transferor(s):					
1.	Atma Devi Agarwal	52,698	21.95	0	0	29.03.2023

## 2. Sailesh Textile Manufacturing Company Ltd

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	1,73,835	69.53	1,90,235	76.09	29.03.2023
b.	Seller(s)/Transferor(s):					
1.	Atma Devi Agarwal	16,400	6.56	0	0	29.03.2023

Signature of the acquirer / Authorised Signatory

  
 Kailash Kumar Agarwal  
 (Acquirer)

Place: Cologne, Germany  
 Date: March 29, 2023