



August 12, 2023

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001

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

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

Dear Sir,

We wish to inform you that the Company has received the disclosure under Regulation 30A(1) of LODR Regulations w.r.t subsisting Agreements which were entered by the Promoters and Members of Promoter Group of the Company.

In accordance with the proviso to Regulation 30A(1) of LODR Regulations, please find enclosed the details of Agreements that subsist as on the date of notification of clause 5A to para A of part A of Schedule III of LODR Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 in Annexure – A and Annexure - B

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 of information pursuant to Regulation 30A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular: SEBI/ HO/ CFD/ CFD-PoD-1/ P/ CIR/ 2023/ 123 dated July 13, 2023.

Family Re-Arrangement Agreement dated 14th March, 2019

S.no	Details	Remarks																
a)	If the listed entity is a party to the agreement,	NA																
i	details of the counterparties (including name and relationship with the listed entity);	NA																
b)	if listed entity is not a party to the agreement,																	
i	Name of the parties entering into such an agreement and the relationship with the listed entity	<table border="1"> <thead> <tr> <th>Name of Party (Transferees)</th> <th>Relationship with Listed Entity</th> </tr> </thead> <tbody> <tr> <td>Kailash Kumar Agarwal</td> <td>Promoter and Chairman and Managing Director</td> </tr> <tr> <td>Ravindra Agarwal</td> <td>Member of Promoter Group</td> </tr> <tr> <td>Surendra Kumar Agarwal</td> <td>Member of Promoter Group</td> </tr> </tbody> </table>	Name of Party (Transferees)	Relationship with Listed Entity	Kailash Kumar Agarwal	Promoter and Chairman and Managing Director	Ravindra Agarwal	Member of Promoter Group	Surendra Kumar Agarwal	Member of Promoter Group								
Name of Party (Transferees)	Relationship with Listed Entity																	
Kailash Kumar Agarwal	Promoter and Chairman and Managing Director																	
Ravindra Agarwal	Member of Promoter Group																	
Surendra Kumar Agarwal	Member of Promoter Group																	
ii	details of the counterparties to the agreement (including name and relationship with the listed entity);	<table border="1"> <thead> <tr> <th>Name of Party (Transferors)</th> <th>Relationship with Listed Entity</th> </tr> </thead> <tbody> <tr> <td>Raj Kumar Agarwal</td> <td>Member of Promoter Group</td> </tr> <tr> <td>Huna Ram Agarwal & Sons (H.U.F)</td> <td>Relative of member of Promoter Group</td> </tr> <tr> <td>Kashmiri Lal Agarwal (H.U.F)</td> <td>Member of Promoter Group</td> </tr> <tr> <td>Kashmirilal Rajkumar (H.U.F)</td> <td>Member of Promoter Group</td> </tr> <tr> <td>Rachit Agarwal</td> <td>Member of Promoter Group</td> </tr> <tr> <td>Raj Kumar Agarwal (H.U.F)</td> <td>Member of Promoter Group</td> </tr> <tr> <td>Raj Kumar Kashmirilal (H.U.F)</td> <td>Member of Promoter Group</td> </tr> </tbody> </table>	Name of Party (Transferors)	Relationship with Listed Entity	Raj Kumar Agarwal	Member of Promoter Group	Huna Ram Agarwal & Sons (H.U.F)	Relative of member of Promoter Group	Kashmiri Lal Agarwal (H.U.F)	Member of Promoter Group	Kashmirilal Rajkumar (H.U.F)	Member of Promoter Group	Rachit Agarwal	Member of Promoter Group	Raj Kumar Agarwal (H.U.F)	Member of Promoter Group	Raj Kumar Kashmirilal (H.U.F)	Member of Promoter Group
Name of Party (Transferors)	Relationship with Listed Entity																	
Raj Kumar Agarwal	Member of Promoter Group																	
Huna Ram Agarwal & Sons (H.U.F)	Relative of member of Promoter Group																	
Kashmiri Lal Agarwal (H.U.F)	Member of Promoter Group																	
Kashmirilal Rajkumar (H.U.F)	Member of Promoter Group																	
Rachit Agarwal	Member of Promoter Group																	
Raj Kumar Agarwal (H.U.F)	Member of Promoter Group																	
Raj Kumar Kashmirilal (H.U.F)	Member of Promoter Group																	

		Sunita Agarwal	Relative of member of Promoter Group
		Ghanshyam Das Agarwal	Member of Promoter Group
		Devendra Agarwal	Relative of member of Promoter Group
		Premlata Agarwal	Member of Promoter Group
		Ghanshyam Das Agarwal (H.U.F)	Member of Promoter Group
		K. Ghanshyamdass (H.U.F)	Member of Promoter Group
		Kashmirilal Ghanshyamdas (H.U.F)	Member of Promoter Group
		Ashok Kumar Agarwal	Member of Promoter Group
		Anuradha Agarwal	Member of Promoter Group
		Ashok Kumar Agarwal (H.U.F)	Relative of member of Promoter Group
		Atma Devi Agarwal	Member of Promoter Group
		Jainarayan Agarwal (H.U.F)	Member of Promoter Group
		Rudresh Agarwal	Relative of member of Promoter Group
		Vijay Kumar Agarwal	Member of Promoter Group
		Ruchi Agarwal	Member of Promoter Group
		Vijay Kumar Agarwal (H.U.F)	Member of Promoter Group
		Raghubir Prasad Agarwal	Member of Promoter Group
		Raghubir Agarwal (H.U.F)	Member of Promoter Group
ii	Date of entering into the agreement	14 th March, 2019	
c)	Purpose of entering into the agreement	Family Re-arrangement	

d)	Shareholding, if any, in the entity with whom the agreement is executed	Nil										
e)	Significant terms of the agreement (in brief)	<p>Pursuant to the Agreement an inter-se transfer of total 9,61,900 equity shares of the Company shall take place from the Transferors to the Transferees. The Transferees will acquire the following shares upon implementation of the Agreement.</p> <table border="1"> <thead> <tr> <th>Name</th> <th>No. of Equity Shares</th> </tr> </thead> <tbody> <tr> <td>Kailash Kumar Agarwal</td> <td>7,99,618</td> </tr> <tr> <td>Ravindra Agarwal</td> <td>79,515</td> </tr> <tr> <td>Surendra Kumar Agarwal</td> <td>82,767</td> </tr> <tr> <td>Total</td> <td>9,61,900</td> </tr> </tbody> </table> <p>As on date, 2,86,058 shares have been transferred from certain Transferors to certain Transferees and 6,75,842 shares are pending for transfer in the next phase(s).</p> <p>Until the completion of the transfer of shares pursuant to the Agreement the Transferors of shares of the Listed Entity, as per the terms of this Deed, upon request from the Arjun Das Agarwal Group, shall for any shareholders' meetings to be held, provide proxy forms, as and when required, in favour of Sh. Kailash Kumar Agarwal. The Transferors agreed to provide unconditional and unequivocal support for any or all resolutions as recommended or proposed by the management of the respective companies, till the time that such resolutions do not affect the rights of the transferors under this Deed. Any act contrary to this Clause or any direct or indirect attempt to interfere with the management of the companies shall be considered a breach under this Deed.</p>	Name	No. of Equity Shares	Kailash Kumar Agarwal	7,99,618	Ravindra Agarwal	79,515	Surendra Kumar Agarwal	82,767	Total	9,61,900
Name	No. of Equity Shares											
Kailash Kumar Agarwal	7,99,618											
Ravindra Agarwal	79,515											
Surendra Kumar Agarwal	82,767											
Total	9,61,900											
f)	Extent and the nature of impact on management or control of the listed entity	The shareholding of the Transferees, i.e., Mr. Kailash Kumar Agarwal, Mr. Surendra Kumar Agarwal and Mr. Ravindra Agarwal will increase with a corresponding decrease in the shareholding of the Transferors. However, the total overall shareholding of the Promoter										

		<p>Group in the Company will remain unchanged, following the completion of the Agreement.</p> <p>Further, the Family Re-arrangement would also entail an indirect acquisition of shares of the Company held by certain promoter group entities, namely, Jainish Products Limited, Sailesh Textile Manufacturing Company Limited and Sacred Trading & Investment Co. Limited, all of which belong to the Promoter Group.</p>
g)	Details and quantification of the restriction or liability imposed upon the listed entity	Nil
h)	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	<p>Yes</p> <p>Parties to the Agreement are Promoters and Members of Promoter Group</p>
i)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	No
j)	In case of issuance of shares to the parties, details of issue price, class of shares issued;	NA
k)	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	Nil
l)	In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s)	
	i. Name of parties to the agreement;	NA
	ii. Nature of the agreement	NA
	iii. Date of execution of the agreement	NA
	iv. Details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier);	NA
	v. Reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	NA

Disclosure of information pursuant to Regulation 30A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular: SEBI/ HO/ CFD/ CFD-PoD-1/ P/ CIR/ 2023/ 123 dated July 13, 2023.

Family Re-Arrangement Agreement dated 12th February, 2020

S.no	Details	Remarks												
a)	If the listed entity is a party to the agreement,	NA												
i	details of the counterparties (including name and relationship with the listed entity);	NA												
b)	if listed entity is not a party to the agreement,													
i	Name of the parties entering into such an agreement and the relationship with the listed entity	<table border="1"> <thead> <tr> <th>Name of Party (Transferees)</th> <th>Relationship with Listed Entity</th> </tr> </thead> <tbody> <tr> <td>Kailash Kumar Agarwal</td> <td>Promoter and Chairman and Managing Director</td> </tr> </tbody> </table>	Name of Party (Transferees)	Relationship with Listed Entity	Kailash Kumar Agarwal	Promoter and Chairman and Managing Director								
Name of Party (Transferees)	Relationship with Listed Entity													
Kailash Kumar Agarwal	Promoter and Chairman and Managing Director													
ii	details of the counterparties to the agreement (including name and relationship with the listed entity);	<table border="1"> <thead> <tr> <th>Name of Party (Transferors)</th> <th>Relationship with Listed Entity</th> </tr> </thead> <tbody> <tr> <td>Ravindra Agarwal</td> <td>Member of Promoter Group</td> </tr> <tr> <td>Ravindra Agarwal (H.U.F)</td> <td>Member of Promoter Group</td> </tr> <tr> <td>Surendra Kumar Agarwal</td> <td>Member of Promoter Group</td> </tr> <tr> <td>Surendra Kumar Agarwal (H.U.F)</td> <td>Member of Promoter Group</td> </tr> <tr> <td>Renu Agarwal</td> <td>Member of Promoter Group</td> </tr> </tbody> </table>	Name of Party (Transferors)	Relationship with Listed Entity	Ravindra Agarwal	Member of Promoter Group	Ravindra Agarwal (H.U.F)	Member of Promoter Group	Surendra Kumar Agarwal	Member of Promoter Group	Surendra Kumar Agarwal (H.U.F)	Member of Promoter Group	Renu Agarwal	Member of Promoter Group
Name of Party (Transferors)	Relationship with Listed Entity													
Ravindra Agarwal	Member of Promoter Group													
Ravindra Agarwal (H.U.F)	Member of Promoter Group													
Surendra Kumar Agarwal	Member of Promoter Group													
Surendra Kumar Agarwal (H.U.F)	Member of Promoter Group													
Renu Agarwal	Member of Promoter Group													
ii	Date of entering into the agreement	12 th February, 2020												
c)	Purpose of entering into the agreement	Family Re-arrangement												
d)	Shareholding, if any, in the entity with whom the agreement is executed	Nil												

e)	Significant terms of the agreement (in brief)	<p>In continuation of Family Re-arrangement Agreement dated March 14, 2019, Mr. Kailash Kumar Agarwal, Mr. Ravindra Agarwal and Mr. Surendra Kumar Agarwal had entered into a new Family Re-arrangement Agreement dated 12th February, 2020 which would result in an inter-se transfer of all equity shares of Mr. Ravindra Agarwal, Ravindra Agarwal HUF, Mr. Surendra Kumar Agarwal, Surendra Kumar Agarwal HUF, Renu Agarwal to Mr. Kailash Kumar Agarwal.</p> <p>Pursuant to the Agreement, an inter-se transfer of total 3,73,981 equity shares of the Company shall take place from the Transferors to the Transferee. The Transferee will acquire 3,73,981 shares upon implementation of the Agreement.</p> <p>As on date, 2,37,415 shares have been transferred from certain Transferors to the Transferee and 1,36,566 shares are pending for transfer in the next phase(s).</p>
f)	Extent and the nature of impact on management or control of the listed entity	<p>The shareholding of the Transferee, i.e. of Mr. Kailash Kumar Agarwal increased significantly with a corresponding decrease in the shareholding of the Transferors. However, the total overall shareholding of the Promoter Group in the Company will remain unchanged, following the completion of the Agreement.</p> <p>Further, the Family Re-arrangement would also entail an indirect acquisition of shares of the Company held by certain promoter group entities, namely, Jainish Products Limited, Sailesh Textile Manufacturing Company Limited, Achhar Investments Limited and Sacred Trading & Investment Co. Limited, all of which belong to the Promoter Group.</p>
g)	Details and quantification of the restriction or liability imposed upon the listed entity	Nil
h)	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	<p>Yes</p> <p>Parties to the Agreement are Promoters and Members of Promoter Group</p>

i)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	No
j)	In case of issuance of shares to the parties, details of issue price, class of shares issued;	NA
k)	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	Nil
l)	In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s)	
	i. Name of parties to the agreement;	NA
	ii. Nature of the agreement	NA
	iii. Date of execution of the agreement	NA
	iv. Details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier);	NA
	v. Reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	NA