



[March 19, 2019]

BSE Limited

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Subject: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regs”)

Dear Sir/ Ma'am,

This is to inform you that the persons belonging to the Promoter Group of H.P. Cotton Textile Mills Limited (the “Company”), have entered into a family agreement dated March 14, 2019, which would result in an *inter-se* transfer of equity shares of the Company by and among members of the Promoter Group, over a period of the next two (2) years (collectively, the “Proposed Family Re-arrangement”). The parties to the above-said agreement have informed the Company regarding the material particulars thereof earlier today; hence, the present disclosure is being made.

The Company’s business activities fall within the textile industry and that there are no prior governmental or regulatory approvals required in respect of the Proposed Family Re-arrangement.

The number of equity shares involved in the Proposed Family Re-arrangement is 9,61,900 - which amounts to 25.45% of the total paid-up share capital of the Company. The Proposed Family Re-arrangement will be completed by means of causing the shares to be pledged by the transferors (belonging to the Promoter Group) in favour of the transferees (also belonging to the Promoter Group – all of whom have been disclosed accordingly with BSE Limited for over past three years, and consistently so at various stages.

Details of the proposed transferees in the Proposed Family Re-Arrangement are as follows:

Sr. No.	Name of the Transferee	No. of Equity Shares
1.	Kailash Kumar Agarwal	799,618
2.	Surendra Kumar Agarwal	82,767
3.	Ravindrara Agarwaal	79,515
Total		9,61,900



H.P. Cotton Textile Mills Limited
(A Government of India recognised Star Export House)

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For purposes of completeness, it may please be noted that the Proposed Family Re-arrangement would also entail an indirect acquisition of shares of the Company held by certain entities, *namely*, Jainish Products Limited, Sailesh Textile Manufacturing Company Limited and Sacred Trading & Investment Co. Limited, all of which belong to the Promoter Group (collectively, the “**Promoter-Group Companies**”), and by the same persons belonging to the promoter group as mentioned above. And, in this regard, it is specifically clarified that the shareholding of the Promoter-Group Companies in the Company will remain unchanged as a result of such indirect acquisition.

In addition, and for the sake of clarity, it is hereby confirmed that the Proposed Family Re-arrangement will comply with Regulation 10 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover Code) Regulations, 2011 (“**SAST Regs**”) and the necessary disclosure requirements (as applicable) in terms of both the SAST Reg. and the LODR Reg., at all times.

Based on the foregoing, it is accordingly declared as follows:

- 1) The shareholding of the Promoter Group in the Company will remain unchanged, following the completion of the Proposed Family Re-arrangement;
- 2) The degree and nature of both the ‘voting rights’ and ‘control’ of the Promoter Group in the Company will remain unchanged, following the completion of the Proposed Family Re-arrangement.

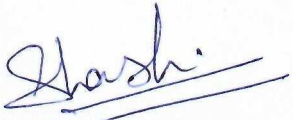
Finally, pursuant to Regulation 30(8) of the LODR Regs., the above information is being uploaded on the official website of the Company.

This is for your kind information and record.

Thanking you

Yours Faithfully

For H P Cotton Textiles Mills Limited



Shashi Ranjan Kumar
(*Company Secretary & Compliance Officer*)

