



August 07, 2024

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001

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

Sub: Outcome of Board Meeting of H.P. Cotton Textile Mills Limited held on August 07, 2024

Dear Sir,

We wish to inform you that the Board of Directors in their Meeting held today i.e. August 07, 2024 has, inter alia, considered and approved the following:

1. Unaudited Standalone and Consolidated Financial Results along with the Limited Review Report of the Company for the quarter ended June 30, 2024.

Pursuant to Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015], please find enclosed Unaudited Standalone and Consolidated Financial Results along with Limited Review Report for the quarter ended June 30, 2024 as **Annexure - A**;

2. Appointment of Mr. Vikram Jhunjhunwala (DIN: 00474691) as an Additional Director (Non-Executive & Independent) of the Company w.e.f. August 07, 2024, up to the date of ensuing Annual General Meeting;
3. Re-appointment of Mr. Kailash Kumar Agarwal (DIN: 00063470) as a Managing Director designated as Chairman and Managing Director of the Company for a period of five (5) years w.e.f. August 06, 2025, subject to the approval of shareholders of the company at their ensuing Annual General Meeting;

The details required under regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are enclosed as **Annexure - B**.

The said meeting of the Board of Directors commenced at 5:45 PM and concluded at 6:29 PM.

The above announcements are also being made available on the website of the Company at www.hpthreads.com.

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



Independent Auditor's Limited Review Report on the Unaudited Consolidated Financial Results for the quarter ended 30th June 2024, pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

**Review Report to
The Board of Directors
H.P. Cotton Textile Mills Limited**

1. We have reviewed the accompanying Statement of unaudited Consolidated Financial Results of **H.P. Cotton Textile Mills Limited** ("the Parent"), and its subsidiary (the Parent and its subsidiary together referred to as 'the Group'), for the quarter ended June 30, 2024 (the "Statement") attached herewith, being submitted by the Parent pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulation').
2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India read with the Circular. Our responsibility is to express a conclusion on the Statement based on our review.
3. We have conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Circular issued by the Securities and Exchange Board of India under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, to the extent applicable.

4. The Statement includes the result of the following entities:
Parent Company:
(i) H.P. Cotton Textile Mills Limited
Subsidiary:
(i) HP MMF Textile Mills Limited
5. The accompanying unaudited consolidated financial result includes unaudited interim financial results and other unaudited financial information in respect of one subsidiary, whose interim financial results reflect total revenues of Rs. Nil, total net profit/(loss) after tax of Rs. (0.13) lakhs, total comprehensive income of Rs. (0.13) lakhs quarter ended 30th June 2024, as considered in the Statement which have been reviewed by us. Our conclusion is not modified in respect of this matter.
6. Based on our review conducted and procedures performed as stated in para 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules





D. KOTHARY & CO.

Chartered Accountants

issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, read with the Circular, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For D. Kothary & Co.
Chartered Accountants
Firm Registration No. 105335W



Deepak O. Narsaria
Partner
Membership No. 121190
UDIN: 24121190BKBOUN8492
Place: Mumbai
Date: 7th Aug, 2024

H.P. Cotton Textile Mills Limited

Regd. Office:- 15th Km Stone, Delhi Road, VPO- Mayar, Hisar, Haryana-125044
CIN: L1810HR1981PLC012274, Email: info@hpthreads.com, Website: www.hpthreads.com
Tel: +91-11-41540471, Fax: +91-11-49073410

Statement of consolidated unaudited financial results for the quarter ended 30 June 2024

Particulars	Quarter ended 30 June 2024	Quarter ended 31 March 2024	Quarter ended 30 June 2023	Year ended 31 March 2024
	(Unaudited)	(Audited)	(Unaudited)	(Audited)
Income:				
I. Revenue from operations	2,532	1,907	2,629	9,356
II. Other income	31	61	35	180
III Total income (I + II)	2,563	1,968	2,664	9,536
IV Expenses:				
Cost of materials consumed	1,135	719	957	3,477
Changes in inventories of finished goods and work-in-progress	(250)	44	273	304
Employee benefits expense	641	566	582	2,331
Finance costs	146	172	146	667
Depreciation and amortisation expense	82	86	89	350
Power and fuel	345	293	358	1,347
Other expenses	439	361	379	1,480
Total expenses (IV)	2,538	2,241	2,784	9,956
V (Loss)/profit before tax (III - IV)	25	(273)	(120)	(420)
VI Tax expense:				
- Current tax	-	-	-	-
- Tax credit of earlier years	-	-	-	-
- Deferred tax (credit)/expense	(22)	(46)	(27)	(510)
Total tax expense	(22)	(46)	(27)	(510)
VII (Loss)/profit for the period/year (V - VI)	47	(227)	(93)	90
VIII Other comprehensive income				
Items that will not be reclassified to profit or loss				
Re-measurement gain of defined benefit obligations	-	(19)	(1)	(20)
Income tax relating to these items that will not be reclassified to profit or loss	-	5	-	6
IX Total comprehensive loss for the period/year (comprising loss and other comprehensive income for the period/year) (VII+ VIII)	47	(241)	(94)	76
X Paid-up equity share capital (face value per share Rs. 10)	392	392	392	392
XI Other equity				983
XII Earning/Loss per share (face value of Rs. 10 each)	(not annualised)	(not annualised)	(not annualised)	(annualised)
(a) Basic (Rs.)	1.20	(5.78)	(2.36)	2.31
(b) Diluted (Rs.)	1.20	(5.78)	(2.36)	2.31

1. The consolidated unaudited financial results of H.P. Cotton Textile Mills Limited ("the Holding Company") for the Quarter ended 30 June 2024 have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 07 August 2024. The statutory auditors have carried out a limited review of consolidated unaudited financial results of the Holding Company, in accordance with Regulation 33 of the Securities and Exchange Board of India (Listing and other Disclosure Requirements) Regulation, 2015.

2. The above consolidated unaudited financial results have been prepared in accordance with the recognition and measurement principles of applicable Indian Accounting Standards ('Ind AS-34'), as notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended), specified under section 133 of the Companies Act, 2013, other accounting principles generally accepted in India and in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 as amended.

3. In accordance with Ind AS 108 Operating Segments, the Board of Directors of the Holding Company, being the chief operating decision maker, have determined their only business segment viz Textile (spinning). Since the Group's business is from manufacturing and sale of textile (spinning), hence, no additional disclosures have been furnished.

4. As notified vide disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated 19 March 2019, the Holding Company's promoters have entered into a family agreement dated 14 March 2019, which would result in inter-se transfer of equity shares of the Holding Company by and among members of the Promoter Group over next two years (collectively, the "Proposed Family Re-arrangement"), which has partially been executed and partially would be executed in due course.

In continuance of the above family arrangement, Mr. Ravindra Agarwal, Mr. Surendra Kumar Agarwal and Mr. Kailash Kumar Agarwal have executed another re-arrangement agreement dated 12 February 2020, which would result in an inter-se transfer of all equity shares of Mr. Ravindra Agarwal & family and Mr. Surendra Kumar Agarwal & family to Mr. Kailash Kumar Agarwal. During the FY 2021-22, the proposed inter-se transfer from Mr. Surendra Kumar Agarwal and family to Mr. Kailash Kumar Agarwal and the indirect acquisition of shares of the Holding Company held by certain entities, namely, Jainish Products Limited, Sailesh Textile Manufacturing Company Limited, Achhar Investments Limited and Sacred Trading & Investment Co. Limited has been completed in favour of Mr. Kailash Kumar Agarwal.

5. During the quarter, Deferred tax asset on business losses pertained to FY-2023-2024 has been recognized for Rs. 32.16 lakhs. The management is of the opinion that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which the deferred tax asset can be realized.

6. The figures of the corresponding previous quarter/year have been regrouped/reclassified wherever considered necessary to correspond to current period classification/grouping/disclosures.

7. During this quarter, the Company has written off receivable against MEIS license of ₹ 52.02 lakhs, as the application for this incentive was filed before DGFT is closed and the amount is no more recoverable.

For H.P. Cotton Textile Mills Limited




RaghavKumar Agarwal
Whole-Time Director, CEO & CFO
DIN: 02836610

Place : New Delhi
Date : 07 August 2024



D. KOTHARY & CO.

Chartered Accountants

Independent Auditor's Limited Review Report on the Unaudited Standalone Financial Results for the quarter ended 30th June 2024, pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

**Review Report to
The Board of Directors
H.P. Cotton Textile Mills Limited**

We have reviewed the accompanying statement of unaudited standalone financial results of **H.P. Cotton Textile Mills Limited** (the 'Company') for the quarter ended June 30, 2024 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulation').

1. The preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, read with the Circular is the responsibility of the Company's management and has been approved by the Board of Directors of the Company. Our responsibility is to express a conclusion on the Statement based on our review.
2. We have conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of the Regulation, read with the Circular, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For D. Kothary & Co.
Chartered Accountants
(Firm Registration No. 105335W)

Deepak O. Narsaria
Partner
Membership No. 121190
UDIN: 24121190BKBOUM5145



Place: Mumbai
Date: 7th August 2024

H.P. Cotton Textile Mills Limited

Regd. Office:- 15th Km Stone, Delhi Road, VPO- Mayar, Hisar, Haryana-125044
CIN: L1810HR1981PLC012274, Email: info@hpthreads.com, Website: www.hpthreads.com
Tel: +91-11-41540471, Fax: +91-11-49073410

Statement of standalone unaudited financial results for the quarter ended 30 June 2024

Particulars	Quarter ended 30 June 2024	Quarter ended 31 March 2024	Quarter ended 30 June 2023	Year ended 31 March 2024
	(Unaudited)	(Audited)	(Unaudited)	(Audited)
Income:				
I. Revenue from operations	2,532	1,907	2,629	9,356
II. Other income	31	61	35	180
III Total income (I + II)	2,563	1,968	2,664	9,536
IV Expenses:				
Cost of materials consumed	1,135	719	957	3,477
Changes in inventories of finished goods and work-in-progress	(250)	44	273	304
Employee benefits expense	641	566	582	2,331
Finance costs	146	172	146	667
Depreciation and amortisation expense	82	86	89	350
Power and fuel	345	293	358	1,347
Other expenses	439	360	378	1,478
Total expenses (IV)	2,538	2,240	2,783	9,954
V (Loss)/profit before tax (III - IV)	25	(272)	(119)	(418)
VI Tax expense:				
- Current tax	-	-	-	-
- Tax credit of earlier years	-	-	-	-
- Deferred tax (credit)/expense	(22)	(46)	(27)	(510)
Total tax expense	(22)	(46)	(27)	(510)
VII (Loss)/profit for the period/year (V - VI)	47	(226)	(92)	92
VIII Other comprehensive income				
Items that will not be reclassified to profit or loss				
Re-measurement gain of defined benefit obligations	-	(19)	(1)	(20)
Income tax relating to these items that will not be reclassified to profit or loss	-	5	-	6
IX Total comprehensive (loss)/income for the period/year {comprising (loss)/profit and other comprehensive income for the period/year} (VII+ VIII)	47	(240)	(93)	78
X Paid-up equity share capital (face value per share Rs. 10)	392	392	392	392
XI Other equity				986
XII Earning/Loss per share (face value of Rs. 10 each)	(not annualised)	(not annualised)	(not annualised)	(annualised)
(a) Basic (Rs.)	1.20	(5.78)	(2.36)	2.35
(b) Diluted (Rs.)	1.20	(5.78)	(2.36)	2.35

1. The Standalone unaudited financial results of H.P. Cotton Textile Mills Limited ("the Company") for the quarter ended 30 June 2024 have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 07 August 2024. The statutory auditors have carried out a limited review of standalone unaudited financial results of the Company, in accordance with Regulation 33 of the Securities and Exchange Board of India (Listing and other Disclosure Requirements) Regulation, 2015.

2. The above standalone unaudited financial results have been prepared in accordance with the recognition and measurement principles of applicable Indian Accounting Standards ('Ind AS-34'), as notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended), specified under section 133 of the Companies Act, 2013, other accounting principles generally accepted in India and in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 as amended.

3. In accordance with Ind AS 108 Operating Segments, the Board of Directors being the chief operating decision maker of the Company has determined its only business segment viz Textile (spinning). Since the Company's business is from manufacturing and sale of textile (spinning), hence, no additional disclosures have been furnished.

4. As notified vide disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated 19 March 2019, the Company's promoters have entered into a family agreement dated 14 March 2019, which would result in inter-se transfer of equity shares of the Company by and among members of the Promoter Group over next two years (collectively, the "Proposed Family Re-arrangement"), which has partially been executed and partially would be executed in due course.

In continuance of the above family arrangement, Mr. Ravindra Agarwal, Mr. Surendra Kumar Agarwal and Mr. Kailash Kumar Agarwal have executed another re-arrangement agreement dated 12 February 2020, which would result in an inter-se transfer of all equity shares of Mr. Ravindra Agarwal & family and Mr. Surendra Kumar Agarwal & family to Mr. Kailash Kumar Agarwal. During the FY 2021-22, the proposed inter-se transfer from Mr. Surendra Kumar Agarwal and family to Mr. Kailash Kumar Agarwal and the indirect acquisition of shares of the Company held by certain entities, namely, Jainish Products Limited, Sailish Textile Manufacturing Company Limited, Achhar Investments Limited and Sacred Trading & Investment Co. Limited has been completed in favour of Mr. Kailash Kumar Agarwal.

5. During the quarter, Deferred tax asset on business losses pertained to FY-2023-2024 has been recognized for Rs. 32.16 lakhs. The management is of the opinion that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which the deferred tax asset can be realized.

6. The figures of the corresponding previous quarter/year have been regrouped/reclassified wherever considered necessary to correspond to current period classification/grouping/disclosures

7. During this quarter, the Company has written off receivable against MEIS license of ₹ 52.02 lakhs, as the application for this incentive was filed before DGFT is closed and the amount is no more recoverable.

For H.P. Cotton Textile Mills Limited




Raghav Kumar Agarwal
Whole-Time Director, CEO & CFO
DIN: 02836610

Place : New Delhi
Date : 07 August 2024

Disclosure under regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

1. Appointment of Mr. Vikram Jhunjunwala (DIN: 00474691) as an Additional Director (Non-Executive & Independent) of the Company w.e.f. August 07, 2024, up to the date of ensuing Annual General Meeting

S.no.	Particulars	Remarks
1.	DIN	00474691
2.	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment of Mr. Vikram Jhunjunwala (DIN: 00474691) as an Additional Director (Non-Executive & Independent) of the Company w.e.f. August 07, 2024, up to the date of ensuing Annual General Meeting
3.	Brief Profile	Mr. Vikram Jhunjunwala holds a Bachelor's degree in Engineering (Mechanical) from Bangalore University and a Master's degree in Finance from New York University. He comes with more than 30 years of experience in Banking & Financial Services. He has expertise in corporate finance, capital markets, and financial engineering and restructuring. He has previously worked with notable corporate houses such as ANZ Grindlays Bank, Coca-Cola India, Star TV, Ernst & Young, and Reliance Industries.
4.	Date of appointment & Terms of Appointment	August 07, 2024 Appointed as an Additional Director (Non-Executive & Independent) of the Company w.e.f. August 07, 2024, up to the date of ensuing Annual General Meeting
5.	Disclosure of relationship between directors	None
6.	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19.	Mr. Vikram Jhunjunwala is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority as required under the circular dated June 20, 2018 issued by BSE Limited.



2. **Re-appointment of Mr. Kailash Kumar Agarwal (DIN: 00063470) as a Managing Director designated as Chairman and Managing Director of the Company for a period of five (5) years w.e.f. August 06, 2025, subject to the approval of shareholders of the company at their ensuing Annual General Meeting**

S.no.	Particulars	Remarks
1.	DIN	00063470
2.	Reason for change viz. appointment, resignation, removal, death or otherwise	Re-Appointment of Mr. Kailash Kumar Agarwal as a Managing Director, subject to approval of Shareholders.
3.	Brief Profile	Mr. Kailash Kumar Agarwal holds LLB (Bachelor in Law) Degree from Delhi University and a Bachelor Degree in Commerce from the University of Calcutta. He is one of the Founder Directors and Promoter of the Company. He has an immense experience technically and commercially in the company's product segments, and with his contribution to the company becoming a leader in its products segment not only in India but globally from more than last four decades. He has an expertise in understanding the global industry trends, market dynamics and thereby successfully establishing and expanding export markets for textile products.
4.	Date of appointment & Terms of Appointment	August 06, 2025 Re-Appointed for a term of 5 Years commencing from August 06, 2025
5.	Disclosure of relationship between directors	Father of Mr. Raghavkumar Agarwal, Executive Director, CEO & CFO of the Company
6.	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19.	Mr. Kailash Kumar Agarwal is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority as required under the circular dated June 20, 2018 issued by BSE Limited.

