

To,
BSE Limited,
Corporate Relationship Dept.
P J Towers, Dalal Street,
Mumbai - 400001

Date: December 12, 2019

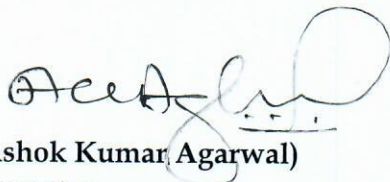
Sub: Disclosure on reasons for encumbrance under Regulation 31(1) read with Regulation 28(3) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Please find enclosed herewith the disclosures on detailed reasons for encumbrance of shares held in H.P. Cotton Textile Mills Limited on behalf of the promoter and promoter group (Persons acting in concert) in compliance with SEBI Circular No. SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated 7th August, 2019 read with regulation 31(1) and regulation 28(3) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Kindly take the above on record.

Thanking You,

**For and on behalf of Promoter & Promoter Group (PACs)
of H.P. Cotton Textile Mills Limited**



(Ashok Kumar Agarwal)
Promoter

Encl: Annexure-II

Copy to:

H.P. Cotton Textile Mills Limited
Address: 15th K.M. Stone, Delhi Road,
V.P.O. Mayar, Hisar-125044

Annexure - II

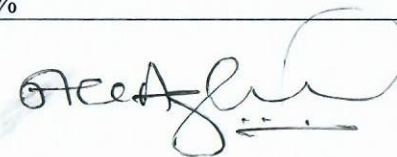
Format for disclosure of reasons for encumbrance

(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

Name of listed company	H P COTTON TEXTILE MILLS LIMITED
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited
Name of the promoter(s) / PACs whose shares have been encumbered	As per Attachment - I
Total promoter shareholding in the listed company	No. of shares – 23,79,690 62.46% of total share capital
Encumbered shares as a % of promoter shareholding	49.02% of promoter shareholding
Whether encumbered share is 50% or more of promoter shareholding	YES / NO
Whether encumbered share is 20% or more of total share capital	YES / NO

Details of all the existing events/ agreements pertaining to encumbrance

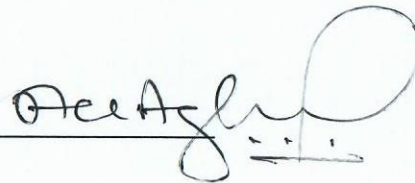
	Encumbrance 1 (Date of creation of encumbrance: March 14, 2019)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Pledge, non-disposal undertaking and Negative Lien
No. and % of shares encumbered	No. of shares: 1867820 % of total share capital: 49.02%



Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	As per Attachment - I
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	YES/ NO. All the Pledgees are part of the same Promoters Group and the Pledge and Non-Disposal Undertaking is to transfer inter-se, over a period of two years, pursuant to a Family Re-arrangement Agreement dated March 14, 2019. All the Pledgees are individuals and are carrying on business or profession.
	Names of all other entities in the agreement	Listed company and its group companies (if any) – Not Applicable Other entities (if any) – 1. Achhar Investments Limited 2. Jainish Products Limited 3. Sacred Trading and Investment Company Limited 4. Sailesh Textile Manufacturing Company Limited
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	YES/ NO If yes; 1. Name of the issuer 2. Details of the debt instrument 3. Whether the debt instrument is listed on stock exchanges? 4. Credit Rating of the debt instrument 5. ISIN of the instrument
Security Cover / Asset Cover	Value of Shares on the date of event/agreement(A)	Not Applicable
	Amount involved (against which shares have been encumbered) (B)	Pursuant to Family Re-arrangement Agreement and pledged to ensure the shares are transferred inter-se to the promoters group only
	Ratio of A / B	Not Applicable

End use of money	Borrowed amount to be utilized for what purpose — (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (a) Any other reason (please specify)	Not Applicable
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Signature of Authorised Signatory: _____



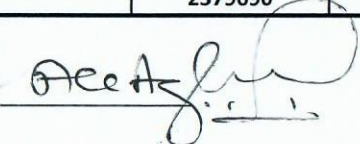
Place: New Delhi

Date: 12-12-2019

Details of Encumbrance of Promoters							
Sr.No.	Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked	Total Shares Held		Shares Encumbered		Name of the entity in whose favour shares encumbered	Type of Encumbrance
		No of Shares	% of Holding	No of Shares	% of Holding		
1	Raj Kumar Agarwal HUF	105970	2.78	105970	2.78	Kailash Kumar Agarwal	Pledge and Non-Disposal Undertaking
		10597	0.28	10597	0.28	Surendra Kumar Agarwal	
		10597	0.28	10597	0.28	Ravindra Agarwal	
2	Ghanshyam Das Agarwal	38108	1.00	38108	1.00	Kailash Kumar Agarwal	Pledge and Non-Disposal Undertaking
		3810	0.10	3810	0.10	Surendra Kumar Agarwal	
		3812	0.10	3812	0.10	Ravindra Agarwal	
3	Raj Kumar Agarwal	38721	1.02	38721	1.02	Kailash Kumar Agarwal	Pledge and Non-Disposal Undertaking
		3870	0.10	3870	0.10	Surendra Kumar Agarwal	
		3875	0.10	3875	0.10	Ravindra Agarwal	
4	Ghanshyam Das Agarwal HUF	113947	2.99	113947	2.99	Kailash Kumar Agarwal	Pledge and Non-Disposal Undertaking
		11395	0.30	11395	0.30	Surendra Kumar Agarwal	
		11394	0.30	11394	0.30	Ravindra Agarwal	
5	Kashmiri Lal Agarwal HUF	95670	2.51	95670	2.51	Kailash Kumar Agarwal	Pledge and Non-Disposal Undertaking
		9567	0.25	9567	0.25	Surendra Kumar Agarwal	
		9567	0.25	9567	0.25	Ravindra Agarwal	
6	Rachit Agarwal	4665	0.12	4665	0.12	Kailash Kumar Agarwal	Pledge and Non-Disposal Undertaking
		465	0.01	465	0.01	Surendra Kumar Agarwal	
		470	0.01	470	0.01	Ravindra Agarwal	
7	Premlata Agarwal	16665	0.44	16665	0.44	Kailash Kumar Agarwal	Pledge and Non-Disposal Undertaking
		1665	0.04	1665	0.04	Surendra Kumar Agarwal	
		1670	0.04	1670	0.04	Ravindra Agarwal	
8	Jainarayan Agarwal HUF	70833	1.86	70833	1.86	Kailash Kumar Agarwal	Pledge and Non-Disposal Undertaking
		7083	0.19	7083	0.19	Surendra Kumar Agarwal	
		7084	0.19	7084	0.19	Ravindra Agarwal	
9	Vijay Kumar Agarwal HUF	40833	1.07	40833	1.07	Kailash Kumar Agarwal	Pledge and Non-Disposal Undertaking
		4083	0.11	4083	0.11	Surendra Kumar Agarwal	
		4084	0.11	4084	0.11	Ravindra Agarwal	
10	Raghubir Agarwal HUF	32917	0.86	32917	0.86	Kailash Kumar Agarwal	Pledge and Non-Disposal Undertaking
		3292	0.09	3292	0.09	Surendra Kumar Agarwal	
		3291	0.09	3291	0.09	Ravindra Agarwal	
11	Vijay Kumar Agarwal	48167	1.26	48167	1.26	Kailash Kumar Agarwal	Pledge and Non-Disposal Undertaking
		4817	0.13	4817	0.13	Surendra Kumar Agarwal	
		4816	0.13	4816	0.13	Ravindra Agarwal	
12	Ashok Kumar Agarwal	63247	1.66	63247	1.66	Kailash Kumar Agarwal	Pledge and Non-

Ace Agarwal

		6325	0.17	6325	0.17	Surendra Kumar Agarwal	Disposal
		6324	0.17	6324	0.17	Ravindra Agarwal	Undertaking
13	Ruchi Agarwal	29583	0.78	29583	0.78	Kailash Kumar Agarwal	Pledge and Non-
		2958	0.08	2958	0.08	Surendra Kumar Agarwal	Disposal
		2959	0.08	2959	0.08	Ravindra Agarwal	Undertaking
14	Raghubir Prasad Agarwal	78124	2.05	78124	2.05	Kailash Kumar Agarwal	Pledge and Non-
		7813	0.21	7813	0.21	Surendra Kumar Agarwal	Disposal
		7813	0.21	7813	0.21	Ravindra Agarwal	Undertaking
15	Atma Devi Agarwal	7533	0.20	7533	0.20	Kailash Kumar Agarwal	Pledge and Non-
		2287	0.06	2287	0.06	Surendra Kumar Agarwal	Disposal
		180	0.00	180	0.00	Ravindra Agarwal	Undertaking
16	Anuradha Agarwal	14635	0.38	14635	0.38	Kailash Kumar Agarwal	Pledge and Non-
		2740	0.07	2740	0.07	Surendra Kumar Agarwal	Disposal
		1579	0.04	1579	0.04	Ravindra Agarwal	Undertaking
17	Achhar Investments Limited	231900	6.09	231900	6.09	Not Applicable	Negative Lien
18	Jainish Products Limited	242850	6.37	242850	6.37	Not Applicable	Negative Lien
19	Sacred Trading and Investment Company Limited	224170	5.88	224170	5.88	Not Applicable	Negative Lien
20	Sailesh Textile Manufacturing Company Limited	207000	5.43	207000	5.43	Not Applicable	Negative Lien
21	Arjundas Agarwal HUF	104100	2.73	-	0.00	-	-
22	Kailash Kumar Agarwal HUF	31150	0.82	-	0.00	-	-
23	Surendra Kumar Agarwal HUF	27650	0.73	-	0.00	-	-
24	Ravindra Agarwal HUF	30500	0.80	-	0.00	-	-
25	Kailash Kumar Agarwal	89385	2.35	-	0.00	-	-
26	Surendra Kumar Agarwal	98265	2.58	-	0.00	-	-
27	Ravindra Agarwal	106066	2.78	-	0.00	-	-
28	Renu Agarwal	7400	0.19	-	0.00	-	-
29	Mridula Agarwal	7300	0.19	-	0.00	-	-
30	RaghavKumar Agarwal	10054	0.26	-	0.00	-	-
	Total	2379690	62.46	1867820	49.02		

Signature of the Authorized Signatory: 

Date: 12.12.2019

Place: New Delhi