

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

Date: January 09, 2020

**Sub: Revised Disclosure under Regulation 31(1) of Securities and Exchange Board of India
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

With reference to your email dated 03rd January, 2020 in regard to Discrepancies in Disclosure under Regulation 31(1) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find enclosed herewith the revised disclosures for encumbrance of shares held in H.P. Cotton Textile Mills Limited on behalf of the promoter group (Persons acting in concert) in compliance with regulation 31(1) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Kindly note that details of Mr. Raj Kumar Agarwal was erroneously omitted, therefore the said discrepancy has been corrected.

Kindly take the above on record.

Thanking You,

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



**(Ashok Kumar Agarwal)
Promoter**

Encl: Annexure-I

Copy to:

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

Annexure - I

Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	H P COTTON TEXTILE MILLS LIMITED
Names of the Stock Exchanges where the shares of the target company are listed	BSE Limited
Date of reporting	09.01.2020
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked	As detailed below
Details of the creation/invocation/release of encumbrance:	As detailed below

Name of The promoter (s) or PACs With him*	Promoter holding in the target company (1)		Promoter holding Already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] / invocation [(2)-(3)]}	
	No of Shares	% of total share capital	No of Shares	% of Total share Capital	Type of event (creation / release / invocation)	Date of creation/ invocation / release of encumbrance	Type of encumbrance (pledge/ lien/ non disposal undertaking/others)	Reason for Encumbrance**	No of Shares	% of total share capital	Name of the entity in whose favor shares encumbered***	No. of shares	% of total share capital
Raj Kumar Agarwal HUF	127164	3.34%	Nil	Nil	Creation	14.03.2019	Proposed Pledge, Non-disposal undertaking#	Family Re-Arrangement Agreement	105970	2.78%	Kailash Kumar Agarwal	105970	2.78%
									10597	0.28%	Surendra Kumar Agarwal	10597	0.28%
									10597	0.28%	Ravindra Agarwal	10597	0.28%

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Ghanshyam Das Agarwal	45730	1.20%	Nil	Nil	Creation	14.03.2019	Proposed Pledge, Non-disposal undertaking#	Family Re-Arrangement Agreement	38108	1.00%	Kailash Kumar Agarwal	38108	1.00%
									3810	0.10%	Surendra Kumar Agarwal	3810	0.10%
									3812	0.10%	Ravindra Agarwal	3812	0.10%
Raj Kumar Agarwal	46466	1.22%	Nil	Nil	Creation	14.03.2019	Proposed Pledge, Non-disposal undertaking#	Family Re-Arrangement Agreement	38721	1.02%	Kailash Kumar Agarwal	38721	1.02%
									3870	0.10%	Surendra Kumar Agarwal	3870	0.10%
									3875	0.10%	Ravindra Agarwal	3875	0.10%
Ghanshyam Das Agarwal HUF	136736	3.59%	Nil	Nil	Creation	14.03.2019	Proposed Pledge, Non-disposal undertaking#	Family Re-Arrangement Agreement	113947	2.99%	Kailash Kumar Agarwal	113947	2.99%
									11395	0.30%	Surendra Kumar Agarwal	11395	0.30%
									11394	0.30%	Ravindra Agarwal	11394	0.30%
Kashmiri Lal Agarwal HUF	114804	3.01%	Nil	Nil	Creation	14.03.2019	Proposed Pledge, Non-disposal undertaking#	Family Re-Arrangement Agreement	95670	2.51%	Kailash Kumar Agarwal	95670	2.51%
									9567	0.25%	Surendra Kumar Agarwal	9567	0.25%
									9567	0.25%	Ravindra Agarwal	9567	0.25%
Rachit Agarwal	5600	0.15%	Nil	Nil	Creation	14.03.2019	Proposed Pledge, Non-disposal undertaking#	Family Re-Arrangement Agreement	4665	0.12%	Kailash Kumar Agarwal	4665	0.12%
									465	0.01%	Surendra Kumar Agarwal	465	0.01%
									470	0.01%	Ravindra Agarwal	470	0.01%
Premalata Agarwal	20000	0.52%	Nil	Nil	Creation	14.03.2019	Proposed Pledge, Non-disposal undertaking#	Family Re-Arrangement Agreement	16665	0.44%	Kailash Kumar Agarwal	16665	0.44%
									1665	0.04%	Surendra Kumar Agarwal	1665	0.04%
									1670	0.04%	Ravindra Agarwal	1670	0.04%

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Jainarayan Agarwal HUF	85000	2.23%	Nil	Nil	Creation	14.03.2019	Proposed Pledge, Non-disposal undertaking#	Family Re-Arrangement Agreement	70833	1.86%	Kailash Kumar Agarwal	70833	1.86%
									7083	0.19%	Surendra Kumar Agarwal	7083	0.19%
									7084	0.19%	Ravindrra Agarwaal	7084	0.19%
Vijay Kumar Agarwal HUF	49000	1.29%	Nil	Nil	Creation	14.03.2019	Proposed Pledge, Non-disposal undertaking#	Family Re-Arrangement Agreement	40833	1.07%	Kailash Kumar Agarwal	40833	1.07%
									4083	0.11%	Surendra Kumar Agarwal	4083	0.11%
									4084	0.11%	Ravindrra Agarwaal	4084	0.11%
Raghubir Agarwal HUF	39500	1.04%	Nil	Nil	Creation	14.03.2019	Proposed Pledge, Non-disposal undertaking#	Family Re-Arrangement Agreement	32917	0.86%	Kailash Kumar Agarwal	32917	0.86%
									3292	0.09%	Surendra Kumar Agarwal	3292	0.09%
									3291	0.09%	Ravindrra Agarwaal	3291	0.09%
Vijay Kumar Agarwal	57800	1.52%	Nil	Nil	Creation	14.03.2019	Proposed Pledge, Non-disposal undertaking#	Family Re-Arrangement Agreement	48167	1.26%	Kailash Kumar Agarwal	48167	1.26%
									4817	0.13%	Surendra Kumar Agarwal	4817	0.13%
									4816	0.13%	Ravindrra Agarwaal	4816	0.13%
Ashok Kumar Agarwal	75896	1.99%	Nil	Nil	Creation	14.03.2019	Proposed Pledge, Non-disposal undertaking#	Family Re-Arrangement Agreement	63247	1.66%	Kailash Kumar Agarwal	63247	1.66%
									6325	0.17%	Surendra Kumar Agarwal	6325	0.17%
									6324	0.17%	Ravindrra Agarwaal	6324	0.17%
Ruchi Agarwal	35500	0.93%	Nil	Nil	Creation	14.03.2019	Proposed Pledge, Non-disposal undertaking#	Family Re-Arrangement Agreement	29583	0.78%	Kailash Kumar Agarwal	29583	0.78%
									2958	0.08%	Surendra Kumar Agarwal	2958	0.08%
									2959	0.08%	Ravindrra Agarwaal	2959	0.08%

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Raghubir Prasad Agarwal	93750	2.46%	Nil	Nil	Creation	14.03.2019	Proposed Pledge, Non-disposal undertaking#	Family Re-Arrangement Agreement	78124	2.05%	Kailash Kumar Agarwal	78124	2.05%
									7813	0.21%	Surendra Kumar Agarwal	7813	0.21%
									7813	0.21%	Ravindra Agarwal	7813	0.21%
Atma Devi Agarwal	10000	0.26%	Nil	Nil	Creation	14.03.2019	Proposed Pledge, Non-disposal undertaking#	Family Re-Arrangement Agreement	7533	0.20%	Kailash Kumar Agarwal	7533	0.20%
									2287	0.06%	Surendra Kumar Agarwal	2287	0.06%
									180	0.00%	Ravindra Agarwal	180	0.00%
Anuradha Agarwal	18954	0.50%	Nil	Nil	Creation	14.03.2019	Proposed Pledge, Non-disposal undertaking#	Family Re-Arrangement Agreement	14635	0.38%	Kailash Kumar Agarwal	14635	0.38%
									2740	0.07%	Surendra Kumar Agarwal	2740	0.07%
									1579	0.04%	Ravindra Agarwal	1579	0.04%
Jainish Products Limited	242850	6.37%	Nil	Nil	Creation	14.03.2019	Negative Lien#	Family Re-Arrangement Agreement	242850	6.37%	Kailash Kumar Agarwal Surendra Kumar Agarwal Ravindra Agarwal	242850	6.37%
Sacred Trading and Investment Company Limited	224170	5.88%	Nil	Nil	Creation	14.03.2019	Negative Lien#	Family Re-Arrangement Agreement	224170	5.88%	Kailash Kumar Agarwal Surendra Kumar Agarwal Ravindra Agarwal	224170	5.88%
Sailesh Textile Manufacturing Company Limited	207000	5.43%	Nil	Nil	Creation	14.03.2019	Negative Lien#	Family Re-Arrangement Agreement	207000	5.43%	Kailash Kumar Agarwal Surendra Kumar Agarwal Ravindra Agarwal	207000	5.43%

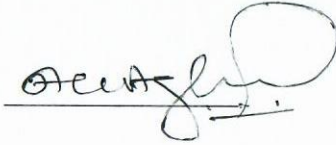
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Achhar Investme nts Limited	231900	6.09%	Nil	Nil	NA	NA	NA	NA	NA	NA	NA	NA	NA
Arjundas Agarwal HUF	104100	2.73%	Nil	Nil	NA	NA	NA	NA	NA	NA	NA	NA	NA
Kailash Kumar Agarwal HUF	31150	0.82%	Nil	Nil	NA	NA	NA	NA	NA	NA	NA	NA	NA
Surendra Kumar Agarwal HUF	27650	0.73%	Nil	Nil	NA	NA	NA	NA	NA	NA	NA	NA	NA
Ravindr a Agarwaal HUF	30500	0.80%	Nil	Nil	NA	NA	NA	NA	NA	NA	NA	NA	NA
Kailash Kumar Agarwal	89385	2.35%	Nil	Nil	NA	NA	NA	NA	NA	NA	NA	NA	NA
Surendra Kumar Agarwal	98265	2.58%	Nil	Nil	NA	NA	NA	NA	NA	NA	NA	NA	NA
Ravindr a Agarwaal	106066	2.78%	Nil	Nil	NA	NA	NA	NA	NA	NA	NA	NA	NA
Renu Agarwal	7400	0.19%	Nil	Nil	NA	NA	NA	NA	NA	NA	NA	NA	NA
Mridula Agarwal	7300	0.19%	Nil	Nil	NA	NA	NA	NA	NA	NA	NA	NA	NA
RaghavK umar Agarwal	10054	0.26%	Nil	Nil	NA	NA	NA	NA	NA	NA	NA	NA	NA

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Pledge and Undertaking not to dispose off from the Certain Transferors (being part of Promoter Group) in favour of certain transferees (being part of the Promoters Group), inter-se among the promoters. Upon each such transfer, over a period of two years, respective pledges and undertakings will be automatically vacated.

Signature of the Authorized Signatory:



Place : New Delhi

Date : 09.01.2020

*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

** For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

***This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

Note:

- (i) *Certain Promoters of the Company had entered into a Family Agreement dated 14th March, 2019 which would result in an inter-se transfer of 9,61,900 equity shares constituting 25.25% of the paid-up equity share capital of the Company. The proposed transfer of shares pursuant to the above Agreement would be completed by means of causing the relevant shares to be Pledged and marked for non-disposal undertaking in order to ensure the shares are transferred to the proposed transferees as per the Agreement. There was no borrowing or other external encumbrances on these shares;*
- (ii) *The fact of entering into the Family Agreement was accordingly disclosed to BSE Limited on 19th March, 2019;*
- (iii) *As per the Regulation 31 of SEBI (SAST) Regulations, 2015 in force at that time, disclosures in the formats prescribed vide SEBI Circular No. CIR/CFD/POLICYCELL/3/2015 dated 05th August, 2015 were required to be given upon encumbrance of shares (i.e. Date of actual execution of pledging of shares). In the instant case, the promoters agreed to pledge over a period of time and further agreed not to dispose off the said shares to any external person other than the proposed Transferees being part of the Promoters Group as per the Agreement. In our understanding, the same was not required to be reported under Regulation 31 of SEBI SAST Regulations.*
- (iv) *Subsequently, the definition of the term "Encumbrance" was amended vide SEBI (Substantial Acquisition of Shares and Takeovers) (Second Amendment) Regulations, 2019, w.e.f. 29-07-2019. By this amendment, the term Encumbrance was defined to include even non-disposal undertaking. Thereafter, the SEBI Circular No. SEBI/HO/CFD/DCRI/CIR/P/2019/90 dated 07th August, 2019 provided for the disclosure of Details of all the existing events/ agreements pertaining to encumbrance in the Annexure II thereof. In the said annexure, the "Type of Encumbrance" was elaborated, which includes pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance.*
- (v) *Accordingly, pursuant to the above amendment and the format provided in the Annexure II, we are also submitting herewith Annexure-I in addition to the Annexure II.*