



**HINDOOSTAN**  
MILLS

Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013

**Sub: Application under Clause 24(f) of the listing agreement for the proposed Scheme of Amalgamation of Hindoostan Technical Fabrics Limited (the Transferor Company) (HTFL), a wholly owned subsidiary with Hindoostan Mills Limited (the Transferee Company) (HML).**

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Complied. The Company has chosen BSE Ltd as a Designated Stock Exchange.
<b>Compliance as per Part A, Annexure I to the Circular</b>		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Draft Scheme of Amalgamation is submitted with the BSE Ltd. (BSE).
2.b	Valuation Report from Independent Chartered Accountant	Submitted with the BSE.
2.c	Report from the Audit Committee recommending the Draft Scheme	Submitted with the BSE.
2.d	Fairness opinion by merchant banker	Submitted with the BSE.
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Submitted with the BSE.
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Submitted with the BSE.
2.g	Compliance with Clause 49 of Listing Agreement	Submitted with the BSE.
2.h	Complaints Report	Will be submitted in due course of time.

**Hindoostan Mills Ltd.**

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A THACKERSEY GROUP COMPANY





3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	Not applicable
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Not Applicable
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Shall be complied. No shares are being issued pursuant to the said scheme.
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Complied. There are no outstanding warrants / instruments / agreements which give right to any person to take the equity shares in the transferee entity at any future date.
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not Applicable.

For **Hindustan Mills Limited**



**Kirti Desai**  
Company Secretary

Place: Mumbai

Date: 18<sup>th</sup> March, 2014

