



HINDOOSTAN
MILLS

March 18, 2014

BSE Limited

Corporate Relationship Department,
P J Towers, 1st Floor,
Dalal Street, Fort,
Mumbai-400 001

Scrip Code: 509895

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).

Dear Sir,

We wish to inform you that the Board of Directors of the Company at its meeting held on 18th March, 2014 has approved the Scheme of Amalgamation pursuant to the provisions of Section 391 to 394 of the Companies Act, 1956 subject to necessary approvals from the concerned regulatory authorities including stock exchanges for Amalgamation of Hindoostan Technical Fabrics Limited (the Transferor Company) (HTFL), a wholly owned subsidiary with Hindoostan Mills Limited (the Transferee Company) (HML). In this regard, we are providing herewith the following information/ documents and details, which are mentioned hereunder:

Sr. No.	Documents to be submitted alongwith application under Clause 24(f) of the Listing Agreement	Annexure
1.	Certified true copy of the resolution passed by the Board of Directors of the company.	Annexure 1
2.	Certified copy of the draft Scheme of Amalgamation proposed to be filed before the High Court.	Annexure 2
3.	Valuation report from Independent Chartered Accountant as applicable as per Para 4 of SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013.	Annexure 3
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	Annexure 4
5.	Fairness opinion by Merchant Banker	Annexure 5
6.	Shareholding pattern of all the companies pre and post Amalgamation as per Clause 35 of the Listing Agreement.	Annexure 6
7.	Audited financials of the transferee and transferor companies for the last 3 financial years (financials not being more than 6 months old).	Annexure 7
8.	Compliance Report as per clause 49 of the listing agreement.	Annexure 8
9.	Complaint report. (To be submitted within 7 days of expiry of 21 days from the date of filing of Draft Scheme).	Will be submitted in due course of time

Hindoostan Mills Ltd.

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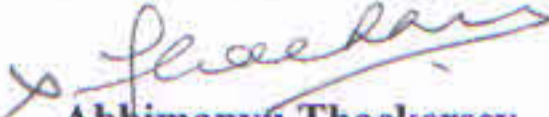


10.	Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013.	Annexure 9
11.	If as per the company, approval from the shareholders through postal ballot and e-voting, as required under Para 5.16(a), is not applicable then as required under Para 5.16 (b), submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non applicability of Para 5.16(a). b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	Annexure 10A Annexure 10B
12.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	Annexure 11
13.	Brief details of the transferee and transferor companies.	Annexure 12
14.	Networth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee company.	Annexure 13
15.	Capital evolution details of the transferee and transferor companies.	Annexure 14
16.	Confirmation by the Managing Director/ Company Secretary.	Annexure 15
17.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment as specified in the Clause 24(i) of the listing agreement.	Annexure 16
18.	Annual Reports of the transferee and transferor companies for the last financial year.	Annexure 17
19.	Contact person of the Company	Annexure 18
20.	Processing fee of Rs. 112360/- (including service tax) dated 18.03.2014 bearing No. 002183 in the name of BSE Limited drawn on HDFC Bank Ltd.	Annexure 19
21.	Name & Designation of Contact Person Telephone No. (landline & mobile) Email ID.	Mr. Narayan Parekh Partner PRS Associates (022) 6610 4914 & 9819099366 np@prssec.com

We hope you will find the said documents in order and request you to process our application and grant us the permission under clause 24(f) of the Listing Agreement at the earliest and oblige.

Thanking you,

Yours Faithfully,
For **Hindoostan Mills Limited**


Abhimanyu Thackersey
Director



Encl: - As above.