

**M. A. PARIKH & CO.**  
CHARTERED ACCOUNTANTS

**To,**

BSE Limited,  
Corporate Relationship Department,  
P J Towers, 1<sup>st</sup> Floor,  
Dalal Street, Fort,  
Mumbai - 400 001.

Sir,

1. We, M/s. M.A. Parikh & Co., Chartered Accountants, Mumbai, Statutory Auditors of Hindoostan Mills Ltd., located at Sir Vithaldas Chambers, 16, Fort, Mumbai - 400 001, state, that we have verified the draft Scheme of Amalgamation ("Scheme") of Hindoostan Technical Fabrics Limited the Transferor Company (HTFL), with Hindoostan Mills Ltd., the Transferee Company (HML).
2. Based on the said Scheme, considering the provisions of clause 5.16 of the Circular of Securities Exchange Board of India (SEBI) dated 21<sup>st</sup> May, 2013 read along with SEBI circular dated 4<sup>th</sup> February, 2013, we certify the desired undertaking which is duly approved by the Board of Directors of HML (signed by Mr. Abhimanyu Thackersey and attached herewith) as stated below:
  - a) No additional shares will be allotted to Promoter/Promoter Group and their Related Parties Subsidiaries and associates under the Scheme of Amalgamation approved (hereinafter referred as Promoter and Promoter Group entities).
  - b) The scheme of Amalgamation involves merger of Hindoostan Technical Fabrics Limited, a wholly owned subsidiary of the Company and does not involve any Promoter and Promoter Group entities.
  - c) The Company has not acquired the equity shares of the subsidiary i.e. Hindoostan Technical Fabrics Limited, by paying consideration in cash or in kind in the past to any of the Promoter / Promoter Group entities.
  - d) The paragraph 5.16(a) of SEBI circular dated 21<sup>st</sup> May, 2013 with respect to facility of postal ballot and e-voting to the shareholders at the general meeting would not be applicable to Hindoostan Mills Limited.



This Certificate is being issued for the purpose of submission of the documents with Stock Exchanges under clause 24(f) of the Listing Agreement in connection with the draft Scheme of Amalgamation of Hindoostan Technical Fabrics Limited with Hindoostan Mills Limited with effect from 1<sup>st</sup> April, 2013, being the appointed date.

**For M.A. PARIKH & CO.,**  
Chartered Accountants,  
Firm Registration No. 107556W



**Mukul Patel**  
(Partner)  
Membership No. 32489



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





**HINDOOSTAN**  
MILLS

The General Manager,  
Department of Corporate Services,  
BSE Limited,  
P.J. Towers, Dalal Street,  
Mumbai – 400 001.

Dear Sir,

**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).**

I, **Abhimanyu Thackersey, Executive Director** of the Company hereby undertake on behalf of the company the following in connection with the proposed Scheme of Amalgamation of Hindoostan Technical Fabrics Limited (a wholly owned subsidiary of the Company), with the Company, pursuant to the provisions of clause 5.16 (as mentioned) of the circular of Securities Exchange Board of India (SEBI) dated 21<sup>st</sup> May, 2013 read along with SEBI circular dated 4<sup>th</sup> February, 2013 and further pursuant to the approval vide resolution passed by the Board of Directors passed in its meeting held on 18<sup>th</sup> March, 2014-

- (i) No additional shares will be allotted to Promoter/Promoter Group and their Related Parties Subsidiaries and associates under the Scheme of Amalgamation approved (hereinafter referred as Promoter and Promoter Group entities).
- (ii) The scheme of Amalgamation involves merger of Hindoostan Technical Fabrics Limited, a wholly owned subsidiary of the Company and does not involve any Promoter and Promoter Group entities.
- (iii) The Company has not acquired the equity shares of the subsidiary i.e., Hindoostan Technical Fabrics Limited, by paying consideration in cash or in kind in the past to any of the Promoter / Promoter Group entities.
- (iv) The paragraph 5.16(a) of SEBI circular dated 21<sup>st</sup> May, 2013 with respect to facility of postal ballot and e-voting to the shareholders at the general meeting would not be applicable to Hindoostan Mills Limited..

It is hereby declared that the non-applicability of the above conditions have been considered by the Board in its meeting referred hereinabove.

For Hindoostan Mills Limited

  
**Abhimanyu Thackersey**

**Director**

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

Place: Mumbai

**Hindoostan Mills Ltd.**

Sir Vithaldas Chambers, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001, India  
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