



**HINDOOSTAN**  
**Brief particulars of the transferee and transferor companies**

Particulars	Transferee Company	Transferor Company
Name of the company	Hindoostan Mills Limited (HML)	Hindoostan Technical Fabrics Limited (HTFL)
Date of Incorporation & details of name changes, if any	12 <sup>th</sup> May, 1904 The name of the company has been changed on 24 <sup>th</sup> May, 2011 from "The Sirdar Carbonic Gas Company Limited to Hindoostan Mills Limited".	8 <sup>th</sup> July, 2010 No change in the name of the Company.
Registered Office	Sir Vithaldas Chambers, 16 Mumbai Samachar Marg, Fort, Mumbai, Maharashtra - 400001	Sir Vithaldas Chambers, 16 Mumbai Samachar Marg, Fort, Mumbai, Maharashtra - 400001
Brief particulars of the scheme	<ol style="list-style-type: none"> <li>1. Scheme provides for the amalgamation of HTFL (Transferor Company), wholly owned subsidiary of HML into HML (Transferee Company) pursuant to Section 391 to 394 and other relevant provisions of the Companies Act 1956.</li> <li>2. The Transferor Company is a wholly owned subsidiary of the Transferee Company, thus pursuant to the Scheme no new shares shall be issued after the Hon'ble High Court at Bombay sanctions the Scheme.</li> <li>3. Upon the coming into effect of the Scheme, the Undertaking of the Transferor Company shall without any further act, instrument or deed be merged and transferred to and vested in or be deemed to have been transferred to and vested as a going concern in the Transferee Company pursuant to the applicable provisions of the Act on and from the Appointed Date.</li> <li>4. Upon the scheme being effective, the Authroise Share Capital of the Transferor Company shall be consolidated with the Authorized Share Capital of the Transferee Company.</li> </ol>	
Rationale for the scheme	<b>Annexure A</b>	



**Hindoostan Mills Ltd.**

Sir Vithaldas Chambers, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001, India  
T. +91-22-22040846 / 47 / 48 F. +91-22-22833841 E-mail contact@hindoostan.com

www.hindoostan.com (CIN: L17121MH1904PLC000195)

A THACKERSEY GROUP COMPANY

*Desai*

Date of resolution passed by the Board of Director of the company approving the scheme	18 <sup>th</sup> March, 2014	18 <sup>th</sup> March, 2014
Date of meeting of the Audit Committee in which the draft scheme has been approved	18 <sup>th</sup> March, 2014	18 <sup>th</sup> March, 2014
Appointed Date	1 <sup>st</sup> April, 2013	1 <sup>st</sup> April, 2013
Name of Exchanges where securities of the company are listed	BSE Limited	N/A
Nature of Business	Transferee Company is engaged in the business of textile manufacturing revolve around open end spinning of cotton yarns and weaving of cotton and cotton blended products comprising cotton woven, synthetic blended fabrics and cotton yarn in its textiles manufacturing division and cotton rolls, wool paper rolls, flax paper rolls, Laxmi Helextra Squeezing Rolls etc., in its calendar bowl manufacturing division	Transferor Company is engaged in the business of manufacturing the highest quality composite woven fabrics from Carbon Fiber and Para Aramide in India. Its products include Balanced, Uni-directional and other customized fabrics in a variety of widths, areal weights, styles and fiber combinations
Capital before the scheme	Rs. 1,66,45,480 consisting of 16,64,548 Equity Shares of Rs. 10/- each	Rs. 3,00,00,000 consisting of 30,00,000 Equity Shares of Rs. 10/- each
No. of shares to be issued	Since Hindoostan Technical Fabrics Limited, the Transferor Company, is a wholly owned subsidiary of Hindoostan Mills Limited, the Transferee Company, hence the Transferee Company shall not issue any shares to the shareholders of the Transferor Company.	



*[Handwritten signature]*

Cancellation of shares on account of cross holding, if any	Nil	Since Hindoostan Technical Fabrics Limited, the Transferor Company, is a wholly owned subsidiary of the Transferee Company, shares held by the Transferee Company in the Transferor Company shall be cancelled and extinguished		
Capital after the scheme	Rs. 1,66,45,480 consisting of 16,64,548 Equity Shares of Rs. 10/- each.	N. A.		
Net Worth as of 31/03/2013		(Rs. Lacs)	(Rs. Lacs)	
	Pre	8420.73	(181.68)	
	Post	8239.05	N. A.	
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	H. G. Pandhi & Co. Chartered Accountants. Firm Reg. No.: 15547			
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	N. A.		N. A.	
Fair value per shares	-		-	
Exchange ratio	Exchange Ratio shall not be applicable as Hindoostan Technical Fabrics Limited, the Transferor Company, is a wholly owned subsidiary of Hindoostan Mills Limited, the Transferee Company.			
Name of Merchant Banker giving fairness opinion	Fortress Capital Management Services Private Limited, Mumbai			
Shareholding pattern	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	9,62,284	57.81	9,62,284	57.81
Public	7,02,264	42.19	7,02,264	42.19
Custodian	0.00	0.00	0	0.00
<b>Total</b>	<b>16,64,548</b>	<b>100.00</b>	<b>16,64,548</b>	<b>100.00</b>
No of shareholders	11151		11151	



*Desai*

Names of the Promoters	<ol style="list-style-type: none"> <li>1. Abhimanyu Investments Pvt. Ltd.</li> <li>2. Abhimanyu J. Thackersey</li> <li>3. Ameeta J Thackersey</li> <li>4. Bintex Investment Limited</li> <li>5. Bhavika Nimish Sonawala</li> <li>6. Chandrahas K Thackersey</li> <li>7. Chandrali Investment Pvt. Ltd.</li> <li>8. Delta Investments Limited</li> <li>9. Devaunshi A Mehta</li> <li>10. Devaunshi Investments Pvt. Ltd.</li> <li>11. Ellora Investment Private Limited</li> <li>12. Hrishikesh Investments Pvt. Ltd.</li> <li>13. Hrishikesh J. Thackersey</li> <li>14. Jagdish U. Thackersey</li> <li>15. Khushaal C. Thackersey</li> <li>16. Leena C. Thackersey</li> <li>17. Malti U. Thackersey</li> <li>18. Mitika C. Thackersey</li> <li>19. Nina S. Thackersey</li> <li>20. Paulomi B. Jain</li> <li>21. Paura Investments Private Ltd.</li> <li>22. Pushya Trading Pvt. Ltd.</li> <li>23. Raoul S. Thackersey</li> <li>24. Sudhir K Thackersey</li> <li>25. The Bhor Chemicals &amp; Plastics Pvt. Ltd.</li> <li>26. Uranus Trading Private Ltd.</li> </ol>	Hindoostan Mills Limited
Names of the Board of Directors	<ol style="list-style-type: none"> <li>1. Raoul S. Thackersey</li> <li>2. Chandrahas K. Thackersey</li> <li>3. Abhimanyu J. Thackersey</li> <li>4. Hrishikesh J. Thackersey</li> <li>5. Sujal A. Shah</li> <li>6. Naresh R. Kara</li> <li>7. Ram N. Bansal</li> <li>8. Nitin P. Shingala</li> <li>9. Krishnadas D. Vora</li> <li>10. Pralhad B. Desai</li> <li>11. Bhavesh V. Panjuani</li> </ol>	<ol style="list-style-type: none"> <li>1. Raoul S. Thackersey</li> <li>2. Chandrahas K. Thackersey</li> <li>3. Jagdish U. Thackersey</li> <li>4. Abhimanyu J. Thackersey</li> <li>5. Sujal A. Shah</li> </ol>
Details regarding change in management control if any	Nil	



For HINDOOSTAN MILLS LIMITED

*Desai*  
Company Secretary / Authorised Signatory