



HINDOOSTAN
MILLS

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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).

In connection with the above application, I, Kirti Desai, Company Secretary of the Company hereby confirm that:

- a) 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) does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions as explained in clause 24(g) of the Listing agreement or the requirements of BSE Limited.
- b) The Transferee Company may not be required to make an Application and / or Petition to the High Court, for sanction of the Scheme of Amalgamation by the High Court and hence convening of equity shareholders, unsecured creditor and secured creditors meeting under the High Court direction may not be required. Accordingly the disclosures which are required to be made in the explanatory statement to be forwarded to the shareholders by the Company as per Clause 24 (h) of the Listing Agreement is not applicable to that extent.
- c) The draft scheme of amalgamation together with all documents mentioned in Clause 5.16 (c) SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, has been disseminated on company's website as per given hereunder:
www.hindoostan.com
- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.



Hindoostan Mills Ltd.

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- e) The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it - **Not applicable** (The undertaking stating the reasons for non applicability of clause 5.16 (a) of SEBI circular dated 21st May, 2013 is duly approved by the Board of Directors of the company and certified by the auditor of the Company is provided).
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation.

For **Hindustan Mills Limited**



Kirti Desai
Company Secretary

Place: Mumbai

Date : 18th March, 2014

