

H. G. PANDHI & CO.

Chartered Accountants

Aashish Co.op. Housing Society Ltd., C-Wing, Mulji Nagar, S. V. Road, 4th Floor,
Borivali (West), Mumbai - 400 092.

REPORT IN THE MATTER OF AMALGAMATION OF HINDOOSTAN TECHNICAL FABRICS LIMITED WITH HINDOOSTAN MILLS LIMITED

BASED on the draft Scheme of Amalgamation ("the Scheme") of Hindoostan Technical Fabrics Limited (HTFL) the Transferor Company with Hindoostan Mills Limited (HML) the Transferee Company and according to the information and explanations provided to us, we hereby certify as under:

- a. As on date Hindoostan Mills Limited holds entire Issued, Subscribed and Paid up Share Capital of Hindoostan Technical Fabrics Limited.
- b. Pursuant to the Scheme, shares held by Hindoostan Mills Limited in Hindoostan Technical Fabrics Limited will be cancelled and Hindoostan Mills Limited shall not be required to issue and / allot any shares to the shareholders of Hindoostan Technical Fabrics Limited.
- c. Accordingly no valuation report is required to be issued. In our opinion, we state that the above Scheme is fair and reasonable since the Shareholders of Hindoostan Mills Limited will continue to remain beneficial owners of Hindoostan Mills Limited in the same proportion as they held it prior to the Scheme.
- d. This Report is issued at the request of Hindoostan Mills Limited in accordance with clause 24(f) of the listing agreement and SEBI Circular no. CIR/CFD/DIL/5/2013 dated February 4, 2013 read along with SEBI circular no. SEBI CIR/CFD/DIL/8/2013 dated May 21, 2013 and should not be used for any other purpose without our prior written consent.

This Report is issued solely in connection with the Scheme of Amalgamation of Hindoostan Technical Fabrics Limited, the Transferor Company with Hindoostan Mills Limited, the Transferee Company and is neither intended, nor suitable for any other purpose.

For H.G. Pandhi & Co.
Chartered Accountants
Firm Registration No. 107294W



H.G. Pandhi
Proprietor
Membership No.: 15547
Place: Mumbai
Date: 18th March, 2014

