ESTD. 1873

HINDOOSTAN
MILLS

July 11, 2018

Scrip Code : 509895

The General Manager,
Department of Corporate Services – Listing,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.

Dear Sir,

We have to inform you that the 114th Annual General Meeting (AGM) of the Company will be held on **Wednesday, August 08, 2018 at 11.00** a.m. at 'Sir Vithaldas Chambers', 6th Floor, 16, Mumbai Samachar Marg, Mumbai – 400 001.

Book – Closure dates as below:

Register of Members and the Share Transfer Books of the Company will remain closed from **Thursday, August 02, 2018 to Wednesday, August 08, 2018 (both days inclusive)** for the purpose of AGM.

We enclose herewith Notice of 114th Annual General Meeting of the Company, Annexure to the Notice, Proxy Form, Attendance Slip and Route Map.

This is in compliance with the applicable Regulations of SEBI (LODR).

Thanking you,

Yours faithfully,
For HINDOOSTAN MILLS LTD.,

HINDOOSTAN MILLS LIMITED MUMBAI

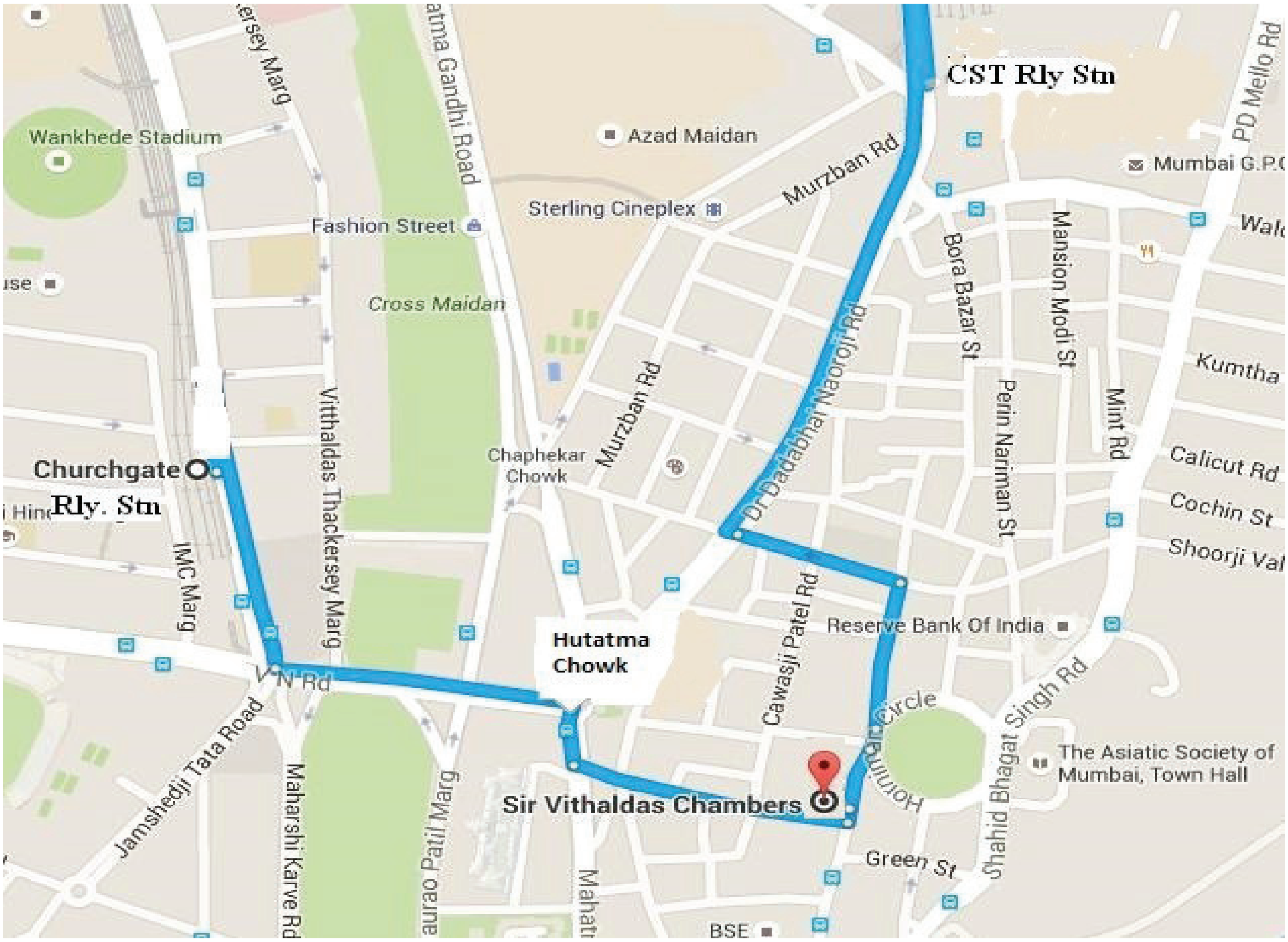
JAGAT RESHAMWALA
Company Secretary

Encl: As above

Hindoostan Mills Ltd.
Sir Vithaldas Chambers, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001. India
T. +91-22-61240700 / 22040846/47/48 F. +91-22-22833841 E-mail contact@hindoostan.com
CIN : L17121MH1904PLC000195
www.hindoostan.com
A THACKERSEY GROUP COMPANY

ROUTE MAP OF THE VENUE OF THE ANNUAL GENERAL MEETTING

Venue : Sir Vithaldas Chambers, 6th floor, 16, Mumbai Samachar Marg, Fort, Mumbai- 400 001



Landmark : Next to Bombay Stock Exchange

Distance from Churchgate Station : 1 km

Distance from Chhatrapati Shivaji Terminus : 1.3 km

NOTICE

Notice is hereby given that the 114th Annual General Meeting (AGM) of the Members of Hindoostan Mills Limited will be held on Wednesday, August 08, 2018 at 11.00 a.m. at "Sir Vithaldas Chambers", 6th Floor, 16, Mumbai Samachar Marg, Fort, Mumbai- 400 001 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Directors and the Auditors.

2. To appoint a Director in place of Mr. Chandrahas Thackersey (DIN: 00060108) who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.

3. To ratify the appointment of M/s. M.A. Parikh & Co., Chartered Accountants as Statutory Auditors of the Company for the financial year 2018-19 and to fix their remuneration.

   "**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, pursuant to the recommendations of the Audit Committee and the Board of Directors and pursuant to the Resolution passed by the Members at the AGM held on December 12, 2014, the appointment of M/s. M.A. Parikh & Co., Chartered Accountants (Registration No. 107556W) as the Auditors of the Company to hold office till the conclusion of the AGM to be held for FY 2018-19 in the calendar year 2019 be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix the remuneration and reimbursement of actual out of pocket expenses incurred by them for the purpose of audit for the financial year ending March 31, 2019."

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to approval of the Shareholders of the Company at the ensuing General Meeting of the Company and such other approvals as may be necessary under the provisions of the said Act, the Company hereby accords its approval to the appointment of and payment of remuneration to Mr. Rajiv Ranjan (DIN: 02848739) as the Whole time Director of the Company designated as "Executive Director & CEO" of the Company, w.e.f. December 11, 2017 till September 06, 2020 on the following terms and conditions:

   (i) **Period of appointment:** From December 11, 2017 to September 06, 2020.

   (ii) **Duties and powers:** Mr. Rajiv Ranjan shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him subject to superintendence, control and direction of the Board of Directors of the Company.

   (iii) **Remuneration:** The remuneration of Mr. Rajiv Ranjan during his tenure as an Executive Director & CEO of the Company will be as under:

   A. Salary:

   Total cost to the Company ₹50,00,000/- per annum, with liberty to the Board of Directors to grant such increments as it may in its absolute discretion deem fit and as may be recommended by the Nomination & Remuneration Committee in the range of ₹50,00,000 - ₹70,00,000 per annum and within the limits specified under Schedule V to the Companies Act, 2013.

   Salary will be reviewed on the completion of every 12 months or at such other time as the Management may decide. Salary revisions are discretionary and will be subject to, and on the basis of, effective performance and results.

B. Perquisites:

a) Leave: As per Company's Leave Rules.

b) Car: In addition to the above, Mr. Rajiv Ranjan will be provided with the Company's Car for official & personal use during his tenure with the Company.

c) Other Benefits: There will be no other benefits like P.F & Superannuation.

C. In the event of loss or inadequate profits during the currency of his tenure, the Executive Director & CEO shall be paid such remuneration by way of salary and perquisites as may be determined by the Board of Directors on recommendation of the Nomination & Remuneration Committee, subject to the ceiling as specified in Para (A) of Section II of Part II of Schedule V to the Companies Act, 2013 (as amended from time to time).

(iv) **Other conditions:**

a) Mr. Rajiv Ranjan shall be liable to retire by rotation as a Director.

b) Mr. Rajiv Ranjan shall not be paid any sitting fees for attending the Meetings of the Board of Directors or Committee thereof.

c) Mr. Rajiv Ranjan shall be reimbursed all expenses actually and properly incurred by him for the business of the Company.

d) The appointment may be terminated by either the Company or Mr. Rajiv Ranjan by giving three months' written notice.

RESOLVED FURTHER THAT Mr. Chandrahas Thackersey, Chairman and/or Mr. Khushaal Thackersey, Executive Director and/or Mr. Jagat Reshamwala, Company Secretary & President be and are hereby severally authorised to do all such acts, things and deeds and take all such steps that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above Resolution."

5. To consider and if thought fit, to pass with or without modification the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof), Mr. Prem Malik (DIN: 00023051), who was appointed as an Additional Director pursuant to the provisions of section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a Notice, pursuant to Section 160 of the Companies Act, 2013, in writing, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

6. To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and all other applicable provisions if any of the Companies Act,2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval /ratification of the Members be and is hereby accorded to the Board of Directors to enhance the prescribed limit of remuneration payable as Consultancy charges to Mr. Prem S. Malik's appointment to any office or place of profit in the Company, as computed under applicable provisions of the Companies Act, 2013 and its allied Rules from ₹2,50,000/-(Rupees Two Lakhs Fifty Thousand) to ₹ 3,00,000/- (Rupees Three Lakhs) per month effective July 01, 2018.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, things and deeds and take all such steps that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above Resolution."

7. To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and subject to such guidelines and approval as may be required from the Central Government, the Cost Auditors viz. Mr. Pranav J. Taralekar, Cost Accountants (Regn. No. 101896) reappointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the year ending March 31, 2019 be paid a remuneration of ₹1,05,000/- (Rupees One Lakh Five Thousand Only) plus applicable taxes.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

By Order of the Board of Directors,

Jagat Reshamwala
Company Secretary & President

May 16, 2018

Registered Office:
Sir Vithaldas Chambers,
16, Mumbai Samachar Marg,
Mumbai - 400 001.
CIN: L17121MH1904PLC000195
email: complaint@hindoostan.com

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a Member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.**

   A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

3. In terms of Section 152 of the Companies Act, 2013, Mr. Chandrahas Thackersey (DIN: 00060108), Director, retire by rotation at the Meeting and being eligible, offer himself for reappointment. The Board of Directors of the Company commends his re-appointment. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) are provided in Annexure to the Notice.

4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

7. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

8. The Company has notified closure of Register of Members and Share Transfer Books from August 2, 2018 to August 08, 2018 (both days inclusive).

9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Computech Sharecap Ltd.

10. Member holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease of portfolio management. Members can contact Company or Computech for assistance in these regards.

11. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to corporate governance report which is a part of this Annual Report.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Computech.

13. Pursuant to the provision of Section 72 of the Act, the facility for making nomination is available for the Members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said Form can be downloaded from the Company's website, www.hindoostan.com. Members holding shares in physical form may submit the same to Computech. Members holding shares in dematerialized form may submit the same to their respective depository participant.

14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Computech, for consolidation into a single folio.

15. Non-Resident Indian Members are requested to inform Computech, immediately of:

    (a) Change in their residential status on return to India for permanent settlement.

    (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

16. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc., from the Company electronically.

17. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Companies can serve Annual Report and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant. Members holding shares in physical form, who have not registered their email address with the Company, are requested to submit their request with their valid email address to Computech. Members holding shares in dematerialised form are requested to register/update their email address with their Depository Participant directly. Members of the Company, who have registered their email address, are entitled to receive such communication in physical form upon request.

    Accordingly, electronic copy of the Annual Report for the financial year 2017-18 and Notice of the 114th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email address are registered with the Company / Depository for communication purposes unless any Member has requested for a hard copy of the same. Even after registering for e-communication, Members are entitled to receive the same in physical form, upon making a request in this regard, by post at free of cost. For this purpose, the Members may also send requests to the designated email address i.e. complaint@hindoostan.com.

    For Members who have not registered their email address with the Company / Depository, the physical copy of the

Annual Report for the financial year 2017-18 and Notice of the 114th Annual General Meeting of the Company, inter-alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through the permitted mode.

18. Members may also note that the Annual Report for the financial year 2017-18 and the Notice of the 114th Annual General Meeting will also be available on the Company's website i.e. www.hindoostan.com.

19. The route map showing directions to reach the venue of the 114th AGM is annexed.

20. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

21. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

The instructions for Members to exercise their vote through e-voting are as under:

(i) The voting period begins on Saturday, August 4, 2018 at 9.00 a.m. and ends on Tuesday, August 7, 2018 at 5.00 p.m. During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, August 1, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the meeting venue.

(iii) The Shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on "Shareholders".

(v) Now Enter your User ID

a. For CDSL : 16 digits beneficiary ID

b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID

c. Members holding shares in physical form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Dematerialized Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company please enter the Member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant "Hindoostan Mills Ltd." on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) **Note for Non - Individual Shareholders and Custodians**

- Non - Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

22. The voting rights of the Members for the purpose of e-voting shall be reckoned in proportion to the paid-up value of the equity shares registered in their name as on Wednesday, August 1, 2018.
23. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
24. Mr. Narayan Parekh, Partner of M/s. PRS Associates, Practicing Company Secretaries has been appointed as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
25. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
26. The Results shall be declared on or after the Annual General Meeting of the Company and the Resolutions shall be deemed to be passed on the date of the Annual General Meeting subject to receipt of the requisite numbers of votes in favour of the Resolutions.
27. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. www.hindoostan.com and on the website of CDSL. The Results will also be communicated to the Stock Exchange where the shares of the Company are listed.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No.4

The Nomination and Remuneration Committee at its Meeting held on December 11, 2017 and the Board at its Meeting held on the same day had, subject to the Members' approval and pursuant to the provisions of the Articles of Association of the Company appointed Mr. Rajiv Ranjan (DIN: 02848739) as the Whole-time Director designated as Executive Director & CEO of the Company from December 11, 2017 to September 06, 2020 on the remuneration and terms and conditions of the employment recommended by the Nomination and Remuneration Committee of the Board.

The terms of appointment of the Executive Director & CEO, inter alia, provide for payment of Salary with the authority to the Board or a Committee thereof to fix the salary and annual increments, based on effective performance and results.

Pursuant to the provisions of Section 197 read with Schedule V of the Act, in respect of the payment of managerial remuneration in case of no profits or inadequacy of profits as calculated under Section 198 of the Act, the Company may pay such remuneration upto the ceiling limits as specified in Schedule V subject to the Members' approval by way of an Ordinary Resolution.

Taking into consideration the above and the terms of appointment and remuneration agreed with Mr. Rajiv Ranjan, it is proposed to obtain Members approval by way of an Ordinary Resolution to appoint Mr. Rajiv Ranjan as the Wholetime Director.

The Board and the Nomination and Remuneration Committee have accorded their approvals to the above and in the interest of the Company have recommended the aforesaid Resolution as set out in this Notice for approval of the Members.

Save and except Mr. Rajiv Ranjan, being appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the Notice.

The Statement Containing Additional Information as required in Schedule V of the Act.

I. General Information:

(1) Nature of industry: The Company is mainly engaged in Textile Business, which includes manufacturing of Greige fabrics and fine fabrics. The Company also owns a Calendar Roll manufacturing facility which is used in the textile, steel and paper industries. It has set-up Technical Textile manufacturing facilities and is manufacturing Composite Reinforcement Fabrics.

(2) Date or expected date of commencement of commercial production: The Company was incorporated on May 12, 1904 and is in business since then.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA.

(4) Financial performance based on given indicators-

As per audited financial results for the accounting year ended March 31, 2018.

Particulars	**(₹ in lakhs)**
Revenue from operations	16,499.89
Net (Loss) as per statement of Profit and Loss	(1,059.01)
Reserves and Surplus	5,781.09

(5) Export performance and net foreign exchange collaborations, Foreign Exchange Earnings for the financial year ended March 31, 2018 was: ₹3,013.13 Lakhs.

(6) Foreign investments or collaborators, if any: Nil

II. Information about the appointee - Mr. Rajiv Ranjan:

(1) Background details:

Mr. Rajiv Ranjan, aged 62, has done B. Tech. in Textile Engineering from IIT, New Delhi and having work experience of more than 38 years in the Textile Industry. He is having extensive exposure to a gamut of areas including manufacturing, marketing, finance, costing and HR with an overall P & L responsibility of business across the tenure. He has also competence in setting up of Greenfield projects and turning around operations while scaling them up into sustainable and profitable business.

(2) Past remuneration for the Financial Year 2016-17:Nil.

(3) Recognition or awards: Nil.

(4) Job profile and suitability:

Mr. Rajiv Ranjan shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him subject to superintendence, control and direction of the Board of Directors of the Company.

The Board of Directors considers that services and in depth experience of Mr. Rajiv Ranjan will be useful and beneficial to the Company in its overall development and growth.

(5) Remuneration proposed to Mr. Rajiv Ranjan: As stated in the proposed Resolution.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin).

Taking into consideration the size of the Company, the profile of Mr. Rajiv Ranjan, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration package paid to similar level appointees in other companies.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Besides the remuneration paid / payable to Mr. Rajiv Ranjan, he does not have any other pecuniary relationship with the Company.

III. Other information:

Reasons of loss or inadequate profits, steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

For the Accounting year ended March 31, 2018 the Company has incurred a loss of ₹ 1059.01 Lakhs and in the coming and subsequent years, though it is likely that owing to the nature of the industry, there may be inadequate profits, the Company shall take effective steps for improvement of output and profit.

This may be treated as an abstract of the terms of appointment and remuneration payable to Mr. Rajiv Ranjan with effect from December 11, 2017.

In the event of loss or inadequacy of profits in any year during the aforesaid tenure, Mr. Rajiv Ranjan shall be paid the remuneration, subject to the provisions of the Companies Act, 2013 and subject to the restrictions, and amendment thereto, from time to time.

Item No.5

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors, at its Meeting held on September 07, 2017, appointed Mr. Prem Malik as an Additional Director to be designated as Independent Director under Section 161(1) of the Companies Act, 2013 and Rules there under. Accordingly, Mr. Prem Malik holds office as a Director up to the date of the ensuing Annual General Meeting. The Board at its Meeting held on December 11, 2017 decided to utilize Mr. Prem Malik's services with additional responsibility which requires his extra time and attention to the business of the Company and decided to pay him Consultancy Charges of ₹2,50,000/- (including taxes, if any) per month effective October 01, 2017 and proposed to appoint him as a Director liable to retire by rotation at Annual General Meeting of the Company, pursuant to provisions of Section 152 of the Companies Act, 2013.

The Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Prem Malik for the office of Director of the Company.

Mr. Prem Malik is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Board of Director is of the opinion that Mr. Prem Malik, possesses requisite skills, experience and knowledge relevant to the Company's Business and it would be in the interest of the Company to continue to have him in association with the Company as Director.

Brief resume of Mr. Prem Malik, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, is annexed to the Annual General Meeting Notice be forming part of the Annual Report.

Save and except Mr. Prem Malik, being appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the Resolution set out at item no. 5 of the Notice.

Item No.6

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with related parties of the Company. The provisions of Section 188(1)(f) of Companies Act, 2013 that govern the related party's appointment to any office or place of profit in the company, its subsidiary company or associate company.

Mr. Prem Malik was appointed as an Additional Director of the Company w.e.f. September 07, 2017. Mr. Prem Malik has been appointed as an officer holding a place of profit under the Section 188 (1)(f) of the Companies Act. 2013 at a monthly remuneration of ₹2,50,000/- per month and Resolution to this effect was passed by the Board of Directors in their Meeting held on December 11, 2017.

In terms of Section 188 (1) (f) of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (“Rules”) in aggregate maximum permissible limit for Remuneration payable to Mr. Malik is ₹30 Lakhs per annum. The Company now seeks prior approval of the Members to enhance the prescribed limit of remuneration payable to Mr. Malik’s appointment to any office or place of profit in the Company, as computed under applicable provisions of Companies Act,2013 and its allied Rules from ₹2,50,000/- to ₹3,00,000/- per month (“Maximum Remuneration”) effective July 01,2018.

Mr. Malik has done his Master in Arts (M.A) and has a work experience of over 50 years at top management level. Mr. Malik is currently running a management consultancy firm in Textiles and also engaged in Business of Textiles. Mr. Malik is also on the Board of various Textile Companies as Director. Mr. Malik’s work experience also includes his association as Chairman of various prestigious Textile Associations such as Confederation of Indian Textile and Industry (CITI), Bombay Textiles Research Association (BTRA) and Cotton Textiles Export Promotion Council of India (TEXPROCIL) other than Member. Mr. Malik is an eminent Professional who will bring very rich and varied experience to the Company.

Mr. Malik’s present role is crucial to provide impetus to the expanding business by tapping the potential markets. In order to benefit from Mr. Malik’s rich varied experience and vast exposure in the Textile Industry, it has been decided to utilize his services with additional responsibility which requires his extra time and attention to the Business of the Company. Considering his qualification, experience and present role, the prescribed limit of Companies Act, 2013 and its allied Rules is not commensurate and therefore for such additional responsibility it is proposed to increase the consultancy charges of Mr. Malik from ₹2,50,000/- (including taxes, if any) per month to ₹3,00,000/- per month effective from July 01, 2018. Hence requires approval of the Members.

In terms of SEBI (LODR) Regulations, 2015 and Section 188(1) (f) of the Companies Act, 2013 read with applicable Rules, the Company has sought and obtained the approval and consent of the Nomination and Remuneration Committee, Audit Committee and the Board respectively for enhancement in prescribed limit of remuneration payable to Mr. Malik’s appointment to any office or place of profit in the Company. The Audit Committee and Board considered the said maximum Remuneration payable to Mr. Malik’s appointment to any office or place of profit in the Company are in the ordinary course of business and at arms’ length basis transaction.

Besides the payment of remuneration in the professional capacity, Mr. Malik will be entitled to receive usual sitting fees for attending the Meetings of Board of Directors and Committees thereof.

Except Mr. Prem Malik, none of the other Directors, Key Managerial Personnel or their relatives is, in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board commends the Ordinary Resolutions set out at Item No.6 of the Notice for approval by the Members.

Item No.7

The Board on recommendation of the Audit Committee Meeting has approved the appointment and remuneration of Mr. Pranav J. Taralekar, Cost Auditor to conduct Cost Audit of the cost records of the Company for financial year ending March 31, 2019 and recommended payment of ₹1,05,000/- p.a. plus taxes as applicable.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2015, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditor for financial year ending March 31, 2019.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

The Board commends the Ordinary Resolutions set out at Item No.7 of the Notice for approval by the Members.

By Order of the Board of Directors,

Jagat Reshamwala
Company Secretary

May 16, 2018

Registered Office:
Sir Vithaldas Chambers,
16, Mumbai Samachar Marg,
Mumbai - 400 001.

CIN: L17121MH1904PLC000195

email: complaint@hindoostan.com

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting are as follows:

Name of the Director	Chandrahas Thackersey	Rajiv Ranjan	Prem Malik
Date of Birth	18.10.1948	09.07.1955	03.02.1942
Date of appointment	09.02.1994	11.12.2017	07.09.2017
Qualification	B.Com.	B. Tech. in Textile Engineering from IIT, New Delhi	M.A.
Expertise in specific functional areas	Experience in Textile industry and Realty industry.	Experience in Textile industry	Experience in Textile industry
Directorship held in other Listed Companies	Nil	Nil	- GTN Textiles Ltd. - Patspin India Ltd. - Indo Count Industries Ltd. - NSL Textiles Ltd - Lahoti Overseas Ltd.
Membership / Chairmanship of Committees of other Listed Companies	Nil	Nil	9
Number of shares held in the Company	71184 Equity Shares.	--	--
Relationship between directors inter-se	Father of Khushaal Thackersey	--	--

HINDOOSTAN MILLS LIMITED

CIN No: L17121MH1904PLC000195
Registered Office: Sir Vithaldas Chambers, 16, Mumbai Samachar Marg, Fort, Mumbai - 400 001.
Email: complaint@hindoostan.com **Website:** www.hindoostan.com **Tel:** (022) 61240700 **Fax:** (022) 22833841

ATTENDANCE SLIP

114th ANNUAL GENERAL MEETING - AUGUST 08, 2018 AT 11.00 A.M.

Registered Folio No./ DP ID* and Client ID*	
NAME AND ADDRESS OF THE SHAREHOLDERS	
Joint Holder(s)	
No. of shares	
Name of the attending member / Proxy	

I / We hereby record my/our presence at the 114th Annual General Meeting of the Company at Sir Vithaldas Chambers, 6th Floor, 16, Mumbai Samachar Marg, Fort, Mumbai - 400 001 on August 08, 2018 at 11.00 A.M.

____
Members Signature / Proxy's Signature

(Please complete this slip and hand it over at the entrance of the meeting hall)

EVSN (Electronic Voting Sequence Number)	**User ID**	**Password**
180704012		**USE EXISTING PASSWORD**

Note:

- For remote e-voting guidelines please read the instructions given in the Notes of the Notice dated May 16, 2018 for the 114th Annual General Meeting of the Company to be held on Wednesday, August 08, 2018 printed under "**Instructions relating to e-voting**".
- The remote e-voting period begins on Saturday, August 04, 2018 at 9.00 A.M. and ends on Tuesday, August 07, 2018 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Wednesday, August 01, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 P.M. on Tuesday, August 07, 2018.

HINDOOSTAN MILLS LIMITED

CIN No: L17121MH1904PLC000195
Registered Office: Sir Vithaldas Chambers, 16, Mumbai Samachar Marg, Fort, Mumbai - 400 001.
Email: complaint@hindoostan.com **Website:** www.hindoostan.com **Tel:** (022) 61240700 **Fax:** (022) 22833841

FORM NO. MGT-11
[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration Rules), 2014]

PROXY FORM

Name of the Members			
Registered Address			
E-mail Id			
Folio No. / Client ID		**DP Id**	

I / We, being a Member(s) of ……………………………shares of the above named Company, hereby appoint:

1. …………………………………. of …..………….. having email-id _______________(or failing him / her)
2. …………………….. …………of …..………….. having email-id _______________(or failing him / her)
3. …………………………..………of …..………….. having email-id _______________(or failing him / her)

as my / our proxy to attend and vote (on a poll) for me / us on my / our behalf at the 114th Annual General Meeting of the Company to be held on Wednesday, August 08, 2018 at 11.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	**Resolutions**	For	Against
1.	Adoption of Financial Statements for the year ended March 31, 2018.		
2.	Re-appointment of Mr. Chandrahas Thackersey as Director liable to retire by rotation.		
3.	Ratification of appointment of M/s. M.A. Parikh & Co., as Auditors of the Company.		
4.	Appointment of Mr. Rajiv Ranjan, as Whole-time Director designated as Executive Director & CEO.		
5.	Appointment of Mr. Prem Malik as Non-Independent Director.		
6.	Enhancement of the prescribed limit of remuneration payable as Consultancy charges to Mr. Prem Malik.		
7.	Remuneration of Cost Auditor, Mr. Pranav J. Taralekar for the financial year ending March 31, 2019.		

Signed this …………………… day of …………………….. 2018

Affix
₹1
Revenue
Stamp

Signature of Shareholder:_______________________________

Signature of Proxy holder:________________________________

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.