# CORPORATE GOVERNANCE REPORT

# CORPORATE GOVERNANCE REPORT

In accordance with the Listing Agreement under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with BSE Limited, the Report containing the details of Corporate Governance systems and process at Hindoostan Mills Limited are as under:

1. **Company's Philosophy on Code of Governance:**

   Your Company is committed towards compliance with the requirements of high standards of Corporate Governance Code. Your Company believes in conducting its business in fair and equitable manner in all respects with its Stakeholder's viz. Shareholders, Government Departments, Banks, Consumers and Employees and in its accounting practices and procedures.

   Your Company has laid down a Code of Conduct, which binds all the Board Members and Senior Management of the Company. A declaration by the Executive Directors of the Company to this effect is appended to this Report.

2. **Board of Directors:**

   The composition of Board of Directors during the year, their names and the category of position held, number of Directorships and Committee positions held by them and the details of attendance of each Director at the Board Meetings and Annual General Meeting (AGM) are as under:

| Name of Directors | Whether Promoter, Executive Director or Non-Executive Director / Independent Director | No. of Board Meetings attended | Attendance of last AGM | No. of Directorship in other Companies | | No. of Board Committees of other public Companies in which a member# |
|---|---|---|---|---|---|---|
| | | | | Public company | Private company | |
| Mr. Chandrahas Thackersey | C,NE,P,S | 5 | Yes | 3 | 5 | 1 M |
| Mr. Khushaal Thackersey | ED,S,P | 5 | Yes | Nil | 1 | Nil |
| Mr. Raoul Thackersey | NE,S,P | 3 | Yes | 3 | 8 | 1M |
| Mr. Rajiv Ranjan | ED | 5 | Yes | Nil | Nil | Nil |
| Mr. Sujal A. Shah | NE,I | 5 | Yes | 7 | 5 | 1C/5M |
| Mr. Bhavesh V. Panjuani | NE,I | 5 | Yes | 2 | Nil | 1M |
| Dr. Ashok N. Desai | NE,I | 5 | Yes | 1 | Nil | Nil |
| Ms. Maitreyee Agboatwala *(w.e.f. 01-11-2018)* | NE,I,W | 2 | Not Applicable | Nil | Nil | Nil |
| Mr. K. D. Vora *(Upto 08-08-2018)* | NE,I | 2 | Yes | 2 | Nil | Nil |
| Ms. Vishwadhara Dahanukar *(Upto 09-08-2018)* | NE,I,W | 3 | Yes | Nil | 1 | Nil |
| Mr. Prem S. Malik *(Upto* 12-02-2019*)* | NE | 3 | Yes | 6 | 4 | 5 M/2C |
| Mr. P.D. Vora *(w.e.f. 08-08-2018 & Upto 29-03-2019)* | NE,I | 3 | No | Nil | Nil | Nil |

Notes

1. excludes directorship in companies under Section 8 of the Companies Act, 2013.
2. For the purpose of counting membership in Board Committee of other Companies, Chairmanship/ Membership of the Audit Committee and the Stakeholders Relationship Committee alone are considered.

3. The Company's Board of Directors comprises of 8 Directors including 4 Independent Directors as on March 31, 2019. All the Independent Directors on the Board are eminent professionals, having wide range of skills and experience in business, industry, finance, law and public enterprises.

Abbreviations:

P = Promoter, E = Executive Director, NE = Non - Executive Director, I = Independent Director, W= Woman Director, S = Shareholders, C = Chairman, M = Member.

**List of other listed companies in which directors of the company are director:**

| Name of director | Name of Listed company | Category |
|---|---|---|
| Mr. Sujal A. Shah | Amrit Corp Limited | Independent director |
| | Mafatlal Industries Limited | Independent director |
| | Amal Limited | Independent director |
| | | |
| Mr. Bhavesh V. Panjuani | Jaysynth Dyestuff (India) Limited | Independent director |
| | | |
| Dr. Ashok N. Desai | Pranavaditya Spinning Mills Limited | Independent director |

(i) **Board Meetings and Annual General Meeting:**

During the year under review, five Board Meetings were held, the dates being May 16, 2018, June 05, 2018, August 08, 2018, November 01, 2018 and February 06, 2019. The gap between two consecutive Meetings does not exceeded one hundred and twenty days.

The last Annual General Meeting was held on August 08, 2018.

(ii) **Shareholding of Non-Executive Directors in the Company:**

The Shareholding of the Non-Executive Directors in the Company as on 31.3.2019:

| Name of Directors | Category | No. of Shares held |
|---|---|---|
| Mr. Chandrahas Thackersey | Promoter | 63,171 |
| Mr. Raoul Thackersey | Promoter | 96,692 |
| Mr. Sujal A. Shah | Independent | Nil |
| Mr. Bhavesh V. Panjuani | Independent | Nil |
| Dr. Ashok N. Desai | Independent | Nil |
| Ms. Maitreyee Agboatwala | Independent | 83 |
| Mr. Pradyumna D. Vora *(Upto 29-03-19)* | Independent | 60 |
| Mr. K. D. Vora *(Upto 08-08-2018)* | Independent | 100 |
| Ms. Vishwadhara Dahanukar *(Upto 09-08-2018)* | Independent | Nil |
| Mr. Prem S. Malik *(Upto on 12-02-2019)* | Non-Independent | Nil |

(iii) **Disclosure of relationships between Director inter-se:**

Table given below shows the relationship between the Directors:

| Name of the Directors | Designation | *Relationship between Directors Inter-se |
|---|---|---|
| Mr. Chandrahas Thackersey | Chairman | Father of Mr. Khushaal Thackersey |
| Mr. Khushaal Thackersey | Executive Director | Son of Mr. Chandrahas Thackersey |
| Mr. Raoul Thackersey | Director | Not related to any other Director |
| Mr. Rajiv Ranjan | Executive Director | Not related to any other Director |
| Mr. Sujal A. Shah | Director | Not related to any other Director |
| Mr. Bhavesh V. Panjuani | Director | Not related to any other Director |
| Dr. Ashok N. Desai | Director | Not related to any other Director |

| | | |
|---|---|---|
| Ms. Maitreyee Agboatwala *(w.e.f. 01-11-2018)* | Director | Not releated to any other Director |
| Mr. K.D. Vora *(Upto 08-08-2018)* | Director | Not related to any other Director |
| Ms. Vishwadhara Dahanukar *(Upto 09-08-2018)* | Director | Not related to any other Director |
| Mr. Prem S. Malik *(Upto on 12-02-2019)* | Director | Not related to any other Director |
| Mr. Pradyumna D. Vora *(Upto 29-03-19)* | Director | Not related to any other Director |

* As per definition of Relative under Section 2(77) read with Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014 of the Companies Act, 2013.

(iv) **Familiarisation programmes for Independent Directors:**

Independent Directors are provided with necessary documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices. Periodic presentations are made at the Board Meetings on the business and performance updates of the Company, business strategy and risks involved.

The details of the Policy for the familiarisation programmes for Independent Directors hosted on the Website of the Company can be accessed at the link: http://www.hindoostan.com.

3. **Board Committees:**

The Board has constituted the following Committees of Directors:

**A) Audit Committee:**

The Audit Committee consists of the following 4 Independent Non-Executive Directors (financially literate) as on March 31, 2019.

a. Mr. Sujal A. Shah - Chairman
b. Mr. Bhavesh V. Panjuani - Member
c. Dr. Ashok N. Desai - Member
d. Mr. Chandrahas Thackersey - Member

Mr. Rajesh J. Singh, Secretary of the Company also acts as a Secretary to the Committee with effect from 21-01-2019.

(i) Terms of Reference of the Audit Committee:

The terms of reference of Audit Committee are in accordance with the requirements as per Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The brief description of the terms of reference of the Audit Committee is as under:

(ii) The Audit Committee comprised of 3 Independent Directors and 1 Non-Executive Promoter Director. The Independent Directors are eminent professionals having experience in Industry, Corporate Finance, Accounts and Corporate Law. Composition of the Audit Committee meets the requirements of Section 177 of the Companies Act, 2013 and Rules made there under alongwith the Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Five Meetings of the Audit Committee were held during the year ended March 31, 2019 on the following dates: May 16, 2018, June 05, 2018, August 08, 2018, November 01, 2018 and February 06, 2019. The attendance of each Member at the Meetings was as under:

| Name of Members | Designation / Category | Number of Meetings attended |
|---|---|---|
| Mr. Sujal A. Shah | Chairman | 5 |
| Mr. Bhavesh Panjuani | Member | 5 |
| Dr. Ashok N. Desai (w.e.f.08.08.2018) | Member | 2 |
| Mr. Chandrahas Thackersey | Member | 5 |
| Mr. K.D. Vora *(Upto 08-08-2018)* | Member | 2 |

B) **Nomination and Remuneration Committee:**

(i) Terms of Reference of the Nomination and Remuneration Committee:

The terms of reference of Nomination and Remuneration Committee are in accordance with the requirements of Section 178 of the Companies Act 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

(ii) The Nomination and Remuneration Committee comprised of 3 Independent Directors. Composition of the Committee meets the requirements of Section

178 of the Companies Act, 2013 and Rules made there under alongwith the Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Four Meetings of the Nomination and Remuneration Committee were held during the year ended March 31, 2019 on May 16, 2018, August 08, 2018, November 01, 2018 and February 06, 2019. The attendance of each Member at the Meetings was as under:

| Name of Members | Designation / Category | Number of Meetings attended |
|---|---|---|
| Mr. Bhavesh V. Panjuani | Chairman | 4 |
| Mr. Sujal A. Shah | Member | 4 |
| Dr. Ashok N. Desai *(w.e.f. 08-08-2018)* | Member | 2 |
| Mr. K.D. Vora *(Upto 08-08-2018)* | Member | 1 |

(iii) **Performance Evaluation Criteria:**

The evaluation of individual directors would have two parts, viz. (a) quantitative data in the form of number of meetings of the board and committees attended as against the total number of such meetings held and (b) qualitative data coming out of the process of filling in a questionnaire by the directors, which would be subjective, by its very nature.

(1) In order to induce the respondents to give their frank views, the instruments would be so designed that only ticks would be required, with no provision for description and the directors would not be required to identify themselves below the filled in questionnaire.

(2) The result of the evaluation would be discussed threadbare by the Board and remedial actions taken.

(3) In case of individual directors' performance falling below a threshold, there would be a provision for individual counselling by the Chairman of the Company.

(iv) **Remuneration to directors**:

The Non-executive Directors draw remuneration from the Company i.e. sitting fees. During the year the Nomination and Remuneration Committee also decided to pay the consultancy charges to Mr. Prem Malik, Non-executive Director within the ceilings prescribed under the Companies Act, 2013 for utilizing his services with additional responsibility which require his extra time and attention. Presently, the Company does not have any Stock Option Scheme.

**Details of the payments made to Non-Executive Directors during the year under Review is as under:**

| Name of Directors | Sitting fees | Consultation fees |
|---|---|---|
| Mr. Chandrahas Thackersey | 1,85,000 | Nil |
| Mr. Raoul Thackersey | 75,000 | Nil |
| Mr. Sujal A. Shah | 2,25,000 | Nil |
| Mr. Bhavesh V. Panjuani | 2,25,000 | Nil |
| Dr. Ashok N. Desai | 1,75,000 | Nil |
| Ms. Maitreyee Agboatwala | 60,000 | Nil |
| Mr. Pradyumna D. Vora *(Upto 29-03-19)* | 85,000 | Nil |
| Mr. K. D. Vora *(Upto 08-08-2018)* | 90,000 | Nil |
| Ms. Vishwadhara Dahanukar *(Upto 09-08-2018)* | 75,000 | Nil |
| Mr. Prem S. Malik *(Upto on 12-02-2019)* | 75,000 | 21,00,000 |

(v) **Details of remuneration paid to Executive Directors during the year ended March 31, 2019:**

**(Rs.in lakhs)**

| Name | Salary | Benefits* | Contribution to P.F. & S.A. | Total |
|---|---|---|---|---|
| Mr. Khushaal Thackersey | 18.00 | 2.40 | 3.16 | 23.56 |
| Mr. Rajiv Ranjan | 45.31 | 0.40 | -- | 45.71 |

* Benefits include House Rent Allowance, Gas & Electricity, Furnishings, Reimbursement of Medical Expenses and Leave Travel Expenses, Subscription to Club Fees, Personal Accident Insurance Premium, if any.

C) **Stakeholders Relationship Committee:**

a) Name of Non-Executive Director heading the Committee - **Dr. Ashok N. Desai**

b) Name and designation of Compliance Officer - **- Mr. Rajesh J. Singh – Company Secretary with effect from January 21, 2019.**

c) Number of shareholders complaints received during the year - **Four**

**d) No complaint was pending as on March 31, 2019.**

**Details of Stakeholders Relationship Committee Meeting:**

The Stakeholders Relationship Committee comprised of 2 Non-Executive Directors and 1 Executive Director.

| Name of Members | Designation / Category | Number of Meetings attended |
|---|---|---|
| Dr. Ashok N. Desai | Chairman | NIL |
| Mr. Chandrahas Thackersey | Member | 1 |
| Mr. Khushaal Thackersey | Member | 1 |
| Mr. K.D. Vora (upto 8-8-19) | Chariman | 1 |

One Meeting of the Stakeholders Relationship Committee was held on April 05, 2018. There were four queries / complaints during the year and no shareholder / investor complaint is pending as on March 31, 2019.

D) **Corporate Social Responsibility (CSR) Committee:**

In compliance with the provisions of Section 135 of the Companies Act, 2013, the Company constituted a Corporate Social Responsibility Committee comprising of three Directors.

a) Composition:

The Committee comprises of:

i) Mr. Chandrahas Thackersey - Chairman

ii) Mr. Sujal A. Shah - Member

iii) Mr. Bhavesh V. Panjuani - Member

The Company Secretary acts as the Secretary to the Committee.

b) The terms of reference of the Corporate Social Responsibility Committee (CSR) broadly comprises:

- To frame CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- To provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

In view of the average loss for the three immediately preceding financial years, the Company was not required to spent any amount on CSR activities and no CSR Committee Meeting was held in FY 2018-19.

E) **Independent Directors Meeting:**

The terms of reference of the Independent Directors Meeting broadly comprises:

- Evaluation of performance of Non Independent Directors and the Board of Directors as a whole.
- Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
- Evaluation of quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

One Meeting of the Independent Directors was held during the year ended March 31, 2019 on February 06, 2019. All the Independent Directors were present at the Meeting.

F) (i) **General Body Meetings held in last three years:**

| Year | Date | Time | Venue |
|---|---|---|---|
| 2015-16 | August 09, 2016 | 11.00 a.m. | Sir Vithaldas Chambers, Mumbai |
| 2016-17 | August 08, 2017 | | |
| 2017-18 | August 08, 2018 | | |

(ii) **Special Resolution passed in previous three AGMs**:

| AGM Date | Special Resolutions passed |
|---|---|
| August 09, 2016 | - Mr. K.D. Vora re-appointed as an Independent Director of the Company for second consecutive term of 2 years from 112th AGM till conclusion of 114th AGM. |
| August 08, 2017 | - NIL |
| August 08, 2018 | - NIL |

(iii) Whether Special Resolution were put through postal ballot last year : No

(iv) Any special resolution proposed to be conducted through

postal ballot this year : No

4. **Means of Communication:**

a. The quarterly Un-audited Financial Results and Yearly Audited Financial Results of the Company are sent to the BSE Limited immediately after they are approved by the Board of Directors in their Board meetings.

b. The quarterly Un-audited Financial Results and Yearly Audited Financial Results of the Company has been advertised in Free Press Journal (English) and Navshakti (Marathi).

c. Website: https://hindoostan.com/

d. Whether it also displays official news releases: No official news has been released during the year.

e. Presentation made to institutional investors or to the analysts: None

5. **General Shareholder information:**

**(i) Annual General Meeting for financial year 2018-19**

Date : September 27, 2019

Time : 11.00 a.m.

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

**(ii) Financial Year : 1st April to 31st March**

(iii) **Date of Book Closure** :

September 24, 2019 to September 27, 2019 (both days inclusive)

(iv) **Dividend payment date** : Dividend is not proposed

(v) **Listing on Stock Exchange** : BSE Limited
P J Towers,
Dalal Street,
Mumbai – 400 001

Listing Fee for the financial year 2019-20 has been paid

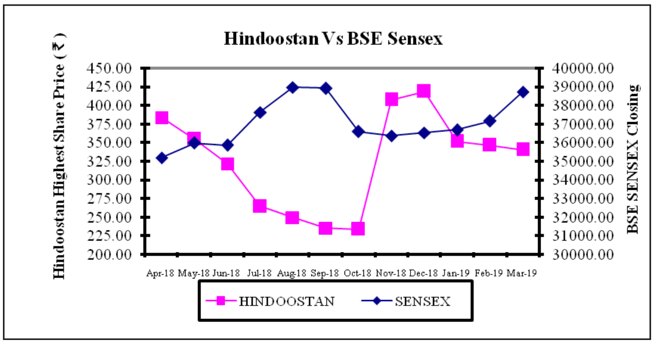
(vi) **Stock Code** : **509895**

(vii) **Stock Market Price Data:**

| Month | Quotation at BSE Ltd. | | | |
|---|---|---|---|---|
| | High (`) | Low (`) | Sensex High | Sensex Low |
| April, 2018 | 384.00 | 323.00 | 35213.30 | 32972.56 |
| May, 2018 | 355.00 | 272.05 | 35993.53 | 34302.89 |
| June, 2018 | 322.00 | 235.50 | 35877.41 | 34784.68 |
| July, 2018 | 265.00 | 221.30 | 37644.59 | 35106.57 |
| August, 2018 | 250.00 | 221.00 | 38989.65 | 37128.99 |
| September, 2018 | 236.00 | 207.20 | 38934.35 | 35985.63 |
| October, 2018 | 234.00 | 176.05 | 36616.64 | 33291.58 |
| November, 2018 | 407.75 | 244.00 | 36389.22 | 34303.38 |
| December, 2018 | 419.00 | 321.35 | 36554.99 | 34426.29 |
| January, 2019 | 351.90 | 317.00 | 36701.03 | 35375.51 |
| February, 2019 | 347.00 | 311.00 | 37172.18 | 35287.16 |
| March, 2019 | 341.00 | 298.00 | 38748.54 | 35926.94 |

(viii) **Performance in comparison to broad-based indices i.e. BSE - Sensex is as under:**

| Month | BSE Index (Sensex) ( closing) | Hindoostan Mills Stock month end Closing price (Rs.) |
|---|---|---|
| April-2018 | 35160.36 | 332.20 |
| May-2018 | 35322.38 | 295.15 |
| June-2018 | 35423.48 | 264.55 |
| July-2018 | 37606.58 | 247.10 |
| August-2018 | 38645.07 | 229.05 |
| September-2018 | 36227.14 | 229.95 |
| October-2018 | 34442.05 | 234.00 |
| November-2018 | 36194.30 | 381.50 |
| December-2018 | 36068.33 | 325.05 |
| January-2019 | 36256.69 | 331.00 |
| February-2019 | 35867.44 | 311.00 |
| March-2019 | 38672.91 | 324.00 |




**(ix) Securities are not suspended from trading.**

**(x) Registrar and Transfer Agent:**

Name and Address : Computech Sharecap Limited,
147, Mahatma Gandhi Road,
Opp. Jehangir Art Gallery,
Mumbai - 400 023.

Telephone : 022 – 22635000/1/2/3/4
Fax : 022 - 22635005
E-mail : helpdesk@computechsharecap.in
Website : www.computechsharecap.com

**(xi) Share Transfer system:**

In order to expedite the process of share transfers, the Board of Directors of the Company has delegated the power of share transfers, split, transposition, transmission etc., to Share Transfer Committee.

Shares lodged for transfer in the physical form either at the Registered Office of the Company or at the Registrar's office are normally processed at the earliest and within 15 days from the date of its receipt provided the documents are complete in all respects. There were no share transfers pending for more than 15 days as on March 31, 2019.

The Company has designated an exclusive e-mail ID viz., complaint@hindoostan.com for redressal of shareholders' complaints / grievances.

**(xii) Distribution of Shareholding as on March 31, 2019:**

| Group of Shares | No. of Shareholders | No. of shares held | % to Total Shares |
|---|---|---|---|
| 1 to 50 | 7,258 | 93,548 | 5.62 |
| 51 to 100 | 619 | 46,512 | 2.79 |
| 101 to 250 | 381 | 60,507 | 3.64 |
| 251 to 500 | 106 | 38,544 | 2.32 |
| 501 to 1000 | 56 | 38,652 | 2.32 |
| 1001 to 5000 | 46 | 87,580 | 5.26 |
| 5001 and above | 41 | 12,99,205 | 78.05 |
| **TOTAL** | **8,507** | **16,64,548** | **100.00** |

**(xiii) Dematerialisation of Equity Shares:**

Trading in Equity Shares of the Company is permitted only in dematerialised form as per Notification No.CIR/MRD/DP/14/2011 dated December 20, 2011, issued by the Securities & Exchange Board of India (SEBI). Nearly 96.13% shares are held under dematerialised mode as on March 31, 2019.

**(xiv) Outstanding GDRs/Warrants, Convertible Bonds, Conversion date & likely impact on equity: N.A.**

(xv) Commodity price risk or foreign exchange risk and hedging activities:

Please refer para Risk Management Policy Under the Director Report

**(xvi) Shareholding Pattern as on March 31, 2019:**

| | No. of Shares held | % |
|---|---|---|
| Promoters and Persons Acting in Concert | 10,09,511 | 60.65 |
| Banks, Financial institutions, Mutual Funds, Insurance companies | 2,292 | 0.14 |
| Private Corporate Bodies | 13,071 | 0.79 |
| Indian Public | 6,22,677 | 37.40 |
| NRIs / OCBs | 16,997 | 1.02 |
| **TOTAL** | **16,64,548** | **100.00** |

(xvii) **Plant Location:**

a) **Textile Unit**
Plot No.D-1, MIDC Industrial Area,
Village - Taswade, Tal - Karad,
Dist. - Satara - 415 109, Maharashtra

b) **Engineering Unit**
Plot No.D-1, MIDC Industrial Area,
Village - Taswade, Tal - Karad,
Dist. - Satara - 415 109, Maharashtra

c) **Composite Unit**
i) Plot No.D-1, MIDC Industrial Area,
Village - Taswade, Tal - Karad,
Dist. - Satara - 415 109, Maharashtra
ii) Plot No.B-24 (Additional Ambarnath MIDC Industrial Area),
Village – Anandnagar,
Dist.- Thane – 421506, Maharashtra

(xviii) **Address for correspondence:**

**Registered Office & Head Office**:

Hindoostan Mills Limited
Sir Vithaldas Chambers,
16, Mumbai Samachar Marg,
Mumbai - 400 001.
Tel. No.: 022 - 2204 0846
Fax No.: 022 - 2283 3841
Email:complaint@hindoostan.com

6. **Other Disclosures:**

(i) There is no materially significant related party transaction that may have potential conflict with the interest of the Company at large;

(ii) There was no non-compliance by the Company. There was no penalty, stricture imposed on the Company by Stock Exchange or the Board or any statutory authority, on any matter related to capital markets, during the last three years;

(iii) The Company has established vigil mechanism/ whistle blower policy, and also affirm that no personnel has been denied access to the Audit Committee;

(iv) The Company has also adopted policies on Preservation of Documents and Archival of Documents and Determination of Materiality of Events.

(v) Details of compliance with the non-mandatory requirements:-

(a) The Chairman is a Non-executive Director. The Company has not reimbursed any expenses incurred for maintenance of his office or in the performance of his duties.

(b) The Company has an open-door policy where employees have access to their Head of Departments who participate in monthly forum Meetings with the Management and any concern or instances of unethical behaviour or non-adherence to the Code of Conduct or any issue concerning the business of the Company, is brought up to the notice of Management and resolved from time to time while adequately safeguarding the employee who has availed this mechanism.

vi) Web link where policy for determining material subsidiaries is disclosed

- The Company does not have subsidiary company.

vii) Web link where policy on dealing with related party transactions**:** http://www.hindoostan.com.

viii) Disclosure of commodity price risks and commodity hedging activities: - N.A.

ix) certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

x) Fees for all services paid by the listed entity to the statutory auditor : Rs.17.48 lacs

xi) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

a. Number of complaints filed during the financial year : Nil

b. Nnumber of complaints disposed of during the financial year : Nil

c. Number of complaints pending as on end of the financial year : Nil

xii) Transfer of Unclaimed / Unpaid Dividend to the Investor Education and Protection Fund (IEPF):

Members who have not yet encashed their dividend warrants pertaining to the dividend for the financial year 2011-12 and onwards are requested to make their claims without any delay to the Company.

The following table gives the information relating to outstanding dividend accounts and the dates by which they can be claimed by the Members:

| Sr. No | Financial Year | Dividend Per Share (`) | Date of Declaration | Due Date for Transfer to IEPF |
|---|---|---|---|---|
| 1 | 2011-12 | 5.00 | August 09, 2012 | October 02, 2019 |
| 2 | 2012-13 | 7.50 | July 26, 2013 | September 28, 2020 |
| 3 | 2013-14 | 10.00 | December 12, 2014 | February 13, 2022 |
| 4 | 2014-15 | 4.00 | August 11, 2015 | October 12, 2022 |
| 5 | 2015-16 | 4.50 | August 09, 2016 | October 14, 2023 |

*The Company has not declared any dividend for Financial Year 2016-17 & 2017-18.

xiii) The Company has no subsidiary.

# DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT

We hereby declare that all the Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct as adopted by the Company.

| | |
|---|---|
| **KHUSHAAL THACKERSEY** | **RAJIV RANJAN** |
| Executive Director | Executive Director & CEO |

Mumbai, May 17, 2019

# AUDITOR'S CERTIFICATE

To the Members

**Hindoostan Mills Limited**

We have examined the compliance of conditions of Corporate Governance by **Hindoostan Mills Limited ("the Company"),** for the year ended on March 31, 2019, as stipulated in Regulation 17 to 27, clause (b) to (i) of Regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

**Management Responsibility**

The compliance of conditions of Corporate Governance is the responsibility of the management. This responsibility includes the designing, Implementing and maintenance of internal control and procedure to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

**Auditors' Responsibility**

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of accounts and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the 'ICAI'), the Standards on Auditing specified under section 143(10) of the Companies Act, 2013 in so far as applicable for the purpose of this certificate and as per Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements

Based on our examination of the relevant records and accounting to the information and explanation provided to us we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI Listing Regulations during the year ended 31st March, 2019.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For M. A. Parikh & Co.**
Chartered Accountants
(Firm Reg. No. 107556W)

**Mukul Patel**
Partner
Membership No. 032489

Place: Mumbai
Date: 17th May, 2019