

# HINDUSTAN APPLIANCES LIMITED

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Reg. Off. : 1301, 13<sup>th</sup> Floor, Peninsula Business Park, Tower B, Senapati Bapat Marg, Lower Parel  
(West), Mumbai 400013. Email Id: [info.roc7412@gmail.com](mailto:info.roc7412@gmail.com)

Website: [www.hindustan-appliances.in](http://www.hindustan-appliances.in)

CIN: L18101MH1984PLC034857

**Date: Saturday, September 04, 2021**

To,  
The Manager Listing,  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai – 400 023,  
Maharashtra, India  
BSE Scrip Code: 531918  
BSE Scrip ID: HINDAPL

Dear Sir/ Madam,

**Subject : Prior Intimation in accordance with Regulation 29 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 10 (2) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, including subsequent amendments thereto (“SEBI Delisting Regulations”), with respect to the meeting of Board of Directors of Hindustan Appliances Limited (“Company”) scheduled to be held on Wednesday, September 08, 2021 to consider the proposal for appointing a Peer Review Company Secretary for carrying out due-diligence in accordance with the provisions of Regulation 10 (2) of the SEBI Delisting Regulations**

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We wish to inform you that our Company is in receipt of Initial Public Announcement dated Thursday, September 2, 2021, made by CapitalSquare Advisors Private Limited, (**“Manager to the Offer”**) on behalf of the existing Promoters and members of the Promoter and Promoter Group (as defined under Regulations 2(1)(v) and 2(1)(2), respectively, of the SEBI Delisting Regulations read with Regulations 2(1)(oo) and 2(1)(pp), respectively of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018) (**“Promoter Acquirers”**) (**“IPA”**).

In aforesaid Initial Public Announcement, the Promoter Acquirers have expressed their intention, either by itself or together with other members of the Promoter Group, as the case may be:

- a) To acquire up to 29,26,000 (Twenty-Nine Lakhs and Twenty-Six Thousand) Equity Shares, representing 29.18% of the equity and voting share capital of the Company, held by the public shareholders (as defined under Regulation 2(1)(t) of the SEBI Delisting Regulations) of the Company (**“Public Shareholders”**) and thereafter delist the existing listed 1,00,26,000 (One Crore Twenty-Six Thousand) Equity Shares of the Company in accordance with the provisions of SEBI Delisting Regulations from BSE Limited, the stock exchange where the Equity Shares are listed (**“BSE”**) subject to the receipt of all necessary approvals, including relevant third party consents (**“Delisting Offer”**); and
- b) If the Delisting Offer is successful, voluntarily delist the Equity Shares of the Company from the BSE Limited, in accordance with the SEBI Delisting Regulations;

As of the date of this intimation, the Promoter Acquirers collectively hold 71,00,000 (Seventy-One Lakh) Equity Shares of the Company, corresponding to 70.82% of its total paid-up Equity Share capital of the total equity and voting share capital of the Company; whereas the Public Shareholders 29,26,000 (Twenty-Nine Lakhs and Twenty-Six Thousand) Equity Shares, representing 29.18% of the equity and voting share capital of the Company.

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Pursuant to the Delisting Proposal Letter, the Board of Directors of the Company have been requested to:

- a) Consider and approve the Delisting Proposal in accordance with the SEBI Delisting Regulations;
- b) Seek the requisite approvals for the Delisting Offer including from the Public Shareholders of the Company in accordance with the SEBI Delisting Regulations, the BSE Limited, any third parties, lenders or any other authority (as may be applicable); and
- c) Take all such other actions as may be required to be undertaken by the Company under the SEBI Delisting Regulations to give effect to the Delisting Offer including appointment of Peer Review Company Secretary to undertake due diligence in accordance with the provisions of Regulation 10(2) of the SEBI Delisting Regulations.

In accordance with the provisions of SEBI Delisting Regulations, the Delisting Offer is required to be considered for approval by the Board of Directors of the Company pursuant to the receipt and consideration of a due diligence report from a Peer Review Company Secretary appointed for the said purpose by the Company. Accordingly, we wish to inform you that a meeting of the Board of Directors of the Company is being convened on Wednesday, September 08, 2021, to consider inter alia the following:

- a) To consider the Delisting Proposal;
- b) To consider the appointment of a Peer Review Company Secretary for carrying out due diligence as required in terms of Regulation 10 (2) of the SEBI Delisting Regulations;
- c) To obtain details of buying, selling, and dealing in Equity Shares of the Company, along with the details of off-market transactions of the following shareholders for a period of 2 (Two) years during a period of 2 (Two) years prior to the date of board meeting to be held for considering the proposal for delisting of:
  - (i) Promoter Acquirers, and its related entities;
  - (ii) By top 25 (Twenty-Five) shareholders; and
- d) Any additional information to be obtained if sought by Peer Review Company Secretary;
- e) Any other matters incidental thereto.

Further, please be informed that, in accordance with the Company's code of conduct to regulate, monitor and report trading by insiders and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the trading window of the Company will remain closed with immediate effect and shall re-open only after 48 hours from the announcement of the outcome of the board meeting to the Stock Exchange wherein the Delisting Proposal is considered by the Board of Directors of the Company.

Kindly take the above on your record.

Yours faithfully,

**On behalf of the Board of Directors**  
**Hindustan Appliances Limited**

**Kalpesh Shah**  
**Managing Director**  
**DIN: 00294115**