

HINDUSTAN APPLIANCES LIMITED

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

Website: www.hindustan-appliances.in

CIN: L18101MH1984PLC034857

Date: May 24, 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: Notice of Postal Ballot

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of the Postal Ballot Notice dated 24th May, 2021 together with the Explanatory Statement thereto, seeking approval of the Members to approve voluntary delisting of equity shares of the company is hereby enclosed .

This Notice is being sent to all the Members, whose names appear in the register of members/ list of beneficial owners as received as on 24th May, 2021 (hereinafter referred to as '**Cut-off Date**') and who have registered their e-mail addresses in respect of electronic holdings with the National Securities Depository Limited . The remote e-voting shall commence on Friday, 28 May, 2021 at 9:00 A.M. (Indian Standard Time) and ends on Saturday, 26 June, 2021 at 5:00 P.M. (Indian Standard Time). During this period, Members of the Company holding shares in physical or dematerialized form as on the Cut – Off Date may cast their vote electronically

Yours faithfully,

HINDUSTAN APPLIANCES LIMITED

KALPESH SHAH
MANAGING DIRECTOR
DIN: 00294115
Encl: As above

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NOTICE OF POSTAL BALLOT

NOTICE PURSUANT TO SECTION 108 AND SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH RULE 20 AND RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 READ WITH SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2009, AS AMENDED FROM TIME TO TIME, AND SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED FROM TIME TO TIME

This Notice is hereby given to the Members of **HINDUSTAN APPLIANCES LIMITED** (hereinafter referred to as '**Company**'), pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, (hereinafter referred to as '**Companies Act, 2013**') read with the General Circular No. 14/2020 dated April 08, 2020, and General Circular No. 17/2020 dated April 13, 2020, in relation to '*Clarification on passing of ordinary and special resolutions by companies under the Act and the rules made thereunder on account of the threat posed by COVID-19*' read with the General Circular No. 22/2020 dated June 15, 2020, General Circular No.33/2020 dated September 28, 2020, and General Circular No.39/2020 dated December 31, 2020, in relation to extension of the framework provided in the aforementioned circulars up to June 30, 2021, issued by the Ministry of Corporate Affairs, (hereinafter referred to as '**MCA Circulars**'), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as '**SEBI (LODR) Regulations**'), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, Secretarial Standard – 2 issued by the Institute of Company Secretaries of India, and other applicable provisions of the Companies Act, 2013, to consider and if thought fit to pass the resolution set out herein below as a special resolution by way of a postal ballot in accordance with Regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting) Regulations, 2009.

The proposed resolution along with the explanatory statement pursuant to Section 102 of the Companies Act, 2013 and other applicable legal provisions, pertaining to the aforesaid resolution setting out the material facts and the reasons thereof, is also appended hereinafter. The proposed resolution and explanatory statement are being sent to you for your consideration.

Due to difficulty in dispatch of this Notice along with the explanatory statement and postal ballot form by post or courier, on account of threat posed by COVID- 19 pandemic situation

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and as permitted under the MCA Circulars, the Company is sending this Notice in electronic form only. In compliance with Regulation 44 of the SEBI (LODR) Regulations and pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to this Notice. The members can vote on resolution through remote e-voting facility only. Assent or dissent of the members on the resolution mentioned in this Notice would be taken by postal ballot through the remote e-voting system as per the MCA Circulars.

The Board of Directors of the Company have appointed Ms Dhanraj Kothari of M/s D. Kothari and Associates, Practicing Company Secretary bearing Membership Number 'F4930' and Certificate of Practice Number '4675', as the scrutinizer (hereinafter referred to as the '**Scrutinizer**') for conducting the postal ballot (remote e-voting) process in a fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit the report to the Chairman of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced within the statutory timelines. The result of the postal ballot will be posted on the website of the Company at www.hindustan-appliances.in and also on Purva Sharegistry India Private Limited's website at www.purvashare.com (hereinafter referred to as the '**Registrar and Share Transfer Agent**') besides communicating to the Stock Exchanges where the shares of the Company are listed.

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SPECIAL BUSINESS

Voluntary Delisting of equity shares having face value of ₹10.00/- (Indian Rupees Ten only) (hereinafter referred to as ‘Equity Shares’) of Hindustan Appliances Limited (hereinafter referred to as ‘Company’) from BSE Limited, where presently the Equity Shares of the Company are listed, as prescribed under Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (hereinafter referred to as ‘SEBI Delisting Regulations’)

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to and in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder (hereinafter referred to as ‘**Companies Act, 2013**’), the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations, 2009 (hereinafter referred to as ‘**SEBI Delisting Regulations**’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as ‘**SEBI (LODR) Regulations**’), the Securities Contracts (Regulation) Act, 1956 (including the rules issued thereunder), the listing agreement entered with BSE Limited, where the Equity Shares of the Company are listed, including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter, and all other applicable laws, rules, regulations, and guidelines, if any, and subject to such other approvals, permissions, and sanctions, as may be required and necessary for the Company and for Mehul Jadavji Shah, a member of the promoter and promoter group of the Company (as defined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018) (hereinafter referred to as ‘**SEBI (ICDR) Regulations**’) (hereinafter referred to as ‘**Promoter**’) and other members of the Promoter Group (as applicable), under the applicable laws and subject to the terms of such approvals, consents, permissions, as may be necessary, and subject to such other conditions and modifications as may be prescribed or imposed by any authority or third party, while granting such approvals, consents, permissions, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company, which term shall be deemed to include any committee which the Board of the Directors of the Company may have constituted or may hereafter constitute for exercising the powers conferred on the Board of Directors of the Company by this resolution), to voluntarily delist the Equity Shares from BSE Limited pursuant to the proposed acquisition by the Promoter, either by itself or together with other members of the Promoter Group, as detailed in its letter dated Friday, April 23, 2021, of all the Equity Shares that are held by the public shareholders of the Company (as defined under the SEBI Delisting Regulations) (hereinafter referred to as ‘**Public Shareholders**’), in accordance with the terms of the SEBI Delisting Regulations and other applicable provisions of applicable law (hereinafter referred to as ‘**Delisting Proposal**’), and the Company shall accordingly take all the necessary actions and make all the necessary disclosures and filings to facilitate the proposed voluntary delisting of the Equity Shares, in accordance with applicable law.

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RESOLVED FURTHER THAT for the purpose of giving effect to the Delisting Proposal, any of the Directors of the Company, Sanjay Amratlal Desai, the Chief Financial Officer and Niyati Sengar, the Company Secretary of the Company, be and are hereby severally authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters, and things as they may at their discretion deem necessary or expedient for the such purpose, and make all the necessary filings including but not limited to making applications to any regulatory/ governmental authority/ third parties, as may be required, and to BSE Limited to seek their in-principle and final approval for the Delisting Proposal, in accordance with the provisions of SEBI Delisting Regulations, applicable provisions under the Companies Act, 2013 and the rules framed thereunder and other applicable laws, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT all actions taken or required to be taken by the Board of Directors of the Company in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified, and confirmed in all respects.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized to issue a certified true copy of the aforesaid resolution wherever necessary.”

Place: Mumbai

Date: Monday, 24 May, 2021

**By the order of the Board of Directors of
the Company**

**For HINDUSTAN APPLIANCES
LIMITED**

Registered Office Address:

1301, 13th Floor, Peninsula Business Park,
Tower B, Senapati Bapat Marg, Lower Parel
(West), Mumbai Mumbai – 400013,
Maharashtra, India

Sd/-

**KALPESH SHAH
MANAGING DIRECTOR
DIN: 00294115**

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NOTES

1. The business mentioned above requires the consent of the members of the Company through e-voting;
2. The explanatory statement pursuant to the provisions of Section 102 and Section 110 of the Companies Act, 2013 and other applicable legal provisions, setting out material facts and reasons in relation to the special business set out in the notice above is annexed hereto;
3. Due to intermittent availability of postal and courier services, and on account of the threat posed by COVID-19 pandemic situation and in terms of the guidelines provided vide the MCA Circulars, the Company is sending this Notice in electronic form to all the members whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories as on 24th May, 2021 (hereinafter referred to as '**Cut-off Date**') and who have registered their e-mail addresses in respect of electronic holdings with National Securities Depository Limited (hereinafter referred to as '**NSDL**') (hereinafter NSDL is referred to as '**Depository**') through the concerned Depository Participants and in respect of physical holdings with the Purva Sharegistry India Private Limited, the Company's Registrar and Share Transfer Agent, and expresses its inability to dispatch the physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members. To facilitate such members to receive this Notice electronically and cast their vote electronically, the Company has made special arrangement with its Registrar and Transfer Agent i.e., Purva Sharegistry India Private Limited, for registration of email addresses in terms of the MCA Circulars. The process for registration of email addresses is as under:
 - a. In light of the MCA Circulars, members who have not registered their email address and in consequence could not receive the remote e-voting notice may temporarily get their email address registered with the Purva Sharegistry India Private Limited, by clicking the link: www.purvashare.com and follow the registration process as guided thereafter. Post-successful registration of the email address, the member would get soft copy of the Notice and the procedure for remote e-voting along with the user ID and password to enable remote e-voting for this postal ballot. In case of any queries, members may write to evoting@nsdl.co.in or call on.: 1800-1020-990/ 1800-22-44-30.
 - b. It is clarified that for permanent registration of email address, members are requested to register their email addresses, in respect of electronic holdings with their concerned depository participants and in respect of physical holdings with Purva Sharegistry India Private Limited, Unit No. 9, Ground Floor, Shiv Shakti Ind. Est, J. R. Boricha Marg, Lower Parel East, Mumbai – 400011, Maharashtra, India by following due procedure;

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- c. Those members who have already registered their email addresses are requested to keep their email addresses validated with their depository participants or Purva Sharegistry India Private Limited to enable servicing of notices and documents electronically to their email address.
4. Accordingly, the communication of the assent or dissent of the Members would take place through the process of remote e-voting only;
5. The vote in this Postal Ballot cannot be exercised through proxy;
6. This Notice is being sent to, or published or displayed for all the Members, whose names appear in the register of members/ list of beneficial owners as received from the National Securities Depository Limited as on 24th May, 2021 (hereinafter referred to as '**Cut-off Date**'), will be considered for the purposes of remote electronic voting. A person who is not a member as on the aforesaid date should treat this Notice for information purposes only;
7. The voting rights of the Members shall be in proportion to their Equity Shares in the paid-up Equity Share capital of the Company as on the Cut-off Date which will only be considered to avail the facility of remote E-voting;
8. The dispatch of this Notice shall be deemed to be completed on the day on which Depository sends out the communication for the postal ballot process by e-mail to the members of the Company. The remote e-voting shall commence on Friday, 28 May, 2021 at 9:00 A.M. (Indian Standard Time) and ends on Saturday, 26 June, 2021 at 5:00 P.M. (Indian Standard Time). During this period, Members of the Company holding shares in physical or dematerialized form as on the Cut – Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again;
9. The Board of Directors of the Company have appointed Ms Dhanraj Kothari of M/s D. Kothari and Associates, Practicing Company Secretary bearing Membership Number 'F4930' and Certificate of Practice Number '4675', as the Scrutinizer for conducting the postal ballot (remote e-voting) process in a fair and transparent manner. Ms Dhanraj Kothari has given her consent to act as the scrutinizer and be available for the purpose of ascertaining the requisite majority;
10. The Scrutinizer will after the conclusion of e-voting, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and submit his report to the Chairman or any other person authorized by Board who shall countersign the same and declare the result of the voting forthwith, after scrutiny of the

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votes cast through remote e-voting and the result of the Postal Ballot shall be declared on or before Monday, 28 June, 2021. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final;

11. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.hindustan-appliances.in and on the website of the NSDL at www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by the Board of Directors of the Company, and the same shall be communicated to BSE Limited, where the Equity Shares of the Company are listed. The results shall also be displayed at the Registered Office of the Company;
12. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Saturday, 26 June, 2021. Further, resolution passed by the Members through e-voting is deemed to have been passed effectively at a general meeting;
13. Members may download the Notice from the Company's website at www.hindustan-appliances.in or from website of the NSDL at www.evoting.nsdl.com. A Copy of this Notice is also available on the website of BSE Limited at www.bseindia.com;
14. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Companies Act, will be available for inspection via electronic mode up to the date of declaration of Postal Ballot results. Members can inspect the same by writing an e-mail to the Company at info.roc7412@gmail.com;
15. The instructions for Members for casting their votes through remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing

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CIN: L18101MH1984PLC034857

password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) **Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.**
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.

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CIN: L18101MH1984PLC034857

9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to fcs.dhanraj@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

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CIN: L18101MH1984PLC034857

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-1020-990/ 1800-22-44-30 or send a request at evoting@nsdl.co.in

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING A PART OF THE POSTAL BALLOT NOTICE

Item No. 1

Voluntary Delisting of equity shares having face value of ₹10.00/- (Indian Rupees Ten only) (hereinafter referred to as ‘Equity Shares’) of Hindustan Appliances Limited (hereinafter referred to as ‘Company’) from BSE Limited, where presently the Equity Shares of the Company are listed, as prescribed under Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (hereinafter referred to as ‘SEBI Delisting Regulations’)

1. As on date, 1,00,26,000 (One Crore Twenty-Six Thousand) Equity Shares of the Company are presently listed only at BSE Limited;
2. The Board of Directors of the Company has received a letter dated Friday, April 23, 2021, from Mehul Jadavji Shah (hereinafter referred to as the ‘**Promoter**’), member of the promoter and promoter group (as defined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018) proposing to voluntarily delist the equity shares of the Company, each equity share having face value of ₹10.00/- (Indian Rupees Ten Only) (hereinafter referred to as ‘**Equity Shares**’) of the Company, presently listed at BSE Limited (hereinafter referred to as the ‘**Delisting Proposal Letter**’) in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time (hereinafter referred to as ‘**SEBI Delisting Regulations**’);
3. In aforesaid Delisting Proposal Letter, the Promoter has expressed its intention, either by itself or together with other members of the Promoter Group, as the case may be:
 - a) To acquire all the Equity Shares held by the public shareholders of the Company (as defined under the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (hereinafter referred to as ‘**SEBI Delisting Regulations**’)) (hereinafter referred to as ‘**Public Shareholders**’), subject to the receipt of all necessary approvals, including relevant third party consents (hereinafter referred to as ‘**Delisting Offer**’); and

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CIN: L18101MH1984PLC034857

- b) If the Delisting Offer is successful, voluntarily delist the Equity Shares of the Company from BSE Limited, where the Equity Shares of the Company are currently listed each in accordance with the SEBI Delisting Regulations;

(hereinafter referred to as the '**Delisting Proposal**')

4. As of the date of this letter, the Promoter along with Promoter and Promoter Group collectively, holds 71,00,000 (Seventy-One Lakh) Equity Shares of the Company, corresponding to 70.82% of its total paid-up Equity Share capital; whereas the Public Shareholders hold 29,26,000 (Twenty-Nine Lakhs Twenty-Six Thousand) Equity Shares which corresponds to 29.18% of the paid-up Equity Share capital of the Company;

5. In the aforesaid Delisting Proposal Letter, the Promoter has specified the following rationale for the Delisting Proposal:

- a) The Equity Shares of the Company are presently listed only at BSE Limited and are infrequently traded in accordance with the provisions of Regulation 15 of the SEBI Delisting Regulations read with Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and

Takeovers) Regulations, 2011, ultimately effecting illiquidity for the Public Shareholders thereby not providing them an opportunity to monetize their shareholding in the Company;

- b) To enable the Promoter along with the other promoters and promoter group to obtain full ownership of the Company, which in turn will provide enhanced operational flexibility. As the Company will no longer remain listed in India, there will be reduction in dedicated management time to comply with the requirements associated with the continued listings, which can be refocused on the Company's business;

- c) The Delisting Proposal will enhance the Company's operational, financial and strategic flexibility including but not limited to corporate restructurings, acquisitions, exploring new financing structures including financial support from the Promoter Group; and

- d) The long-term business plan involves expanding the operations into new geographies and new business activities, which may have different risk profiles, longer gestation periods compared to the current risk profile of the Company.

6. Pursuant to the receipt of the letter from the Promoter dated Friday, April 23, 2021, the Board of Directors of the Company, in its meeting held on Thursday, April 29, 2021, took on record the letter and appointed M/s CapitalSquare Advisors Private Limited as the

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merchant banker (hereinafter referred to as '**Merchant Banker**') to carry out due diligence in accordance with Regulation 8 (1A) (iii), Regulation 8 (1A) (iv), Regulation 8 (1D) and other applicable provisions of the SEBI Delisting Regulations. Further, the Board of Directors of the Company, at its meeting held on Monday, May 10, 2021, *inter-alia*, took on record the due diligence report dated Monday, May 10, 2021 (hereinafter referred to as '**Due-Diligence Report**') issued and submitted by the Merchant Banker, as tabled before it, and approved and recommended the Delisting Proposal, after having discussed and considered various factors including the Due-Diligence Report. Based on the information available with the Company and after taking on record the Due-Diligence Report, the Board, in accordance with Sub-Regulation (1B) of Regulation 8 of the SEBI Delisting Regulations, certified that:

- a) The Company is in compliance with applicable provisions of the securities law;
- b) The Promoter along with the other promoters and promoter group are in compliance with Sub-Regulation (5) of Regulation 4 of the SEBI Delisting Regulations;
- c) The Delisting Proposal is in the interest of the shareholders of the Company;

and thereafter, approved the proposed delisting in terms of clause (a) of Sub-Regulation (1) of Regulation 8 of the SEBI Delisting Regulations subject to receipt of all necessary approvals as may be required for the Delisting Proposal;

7. The exit offer price will be determined through the book building process specified in Schedule II of the SEBI Delisting Regulations. The final price for the proposed delisting will be the price at which Equity Shares accepted through eligible bids during the reverse book building process will take the shareholding of the members of the Promoter Group to 90% of the issued and outstanding Equity Shares. As mentioned in the Delisting Proposal Letter, per the SEBI Delisting Regulations, the Promoter and/or other members of the Promoter Group (as the case may be), shall have the sole discretion to accept or reject the price discovered pursuant to the reverse book building process. If the discovered price is rejected, the Promoter and/or other members of the Promoter Group (as the case may be), may in its/their sole discretion propose a counter-offer, in accordance with SEBI Delisting Regulations;
8. The Public Shareholders of the Company may tender their Equity Shares during the reverse book building process at the Floor Price or any such price above the Floor Price as they deem fit. The members are requested to note that the Floor Price is neither a ceiling nor the maximum price. If the Equity Shares are delisted in accordance with the SEBI Delisting Regulations, the remaining Public Shareholders, who either do not tender their Equity Shares or whose Equity Shares are not accepted because the price quoted by them was higher than the final exit offer price, are permitted to tender their Equity Shares

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up to a period of one year from the date of delisting of Equity Shares of the Company and, in such a case, the Promoter and/or other members of the Promoter Group (as the case may be) shall accept such Equity Shares at the same final price at which the earlier acceptance of Equity Shares was made;

9. In terms of clause (b) of Sub-Regulation (1) of Regulation 8 of the SEBI Delisting Regulations, the Delisting Proposal requires approval of the members of the Company by way of a special resolution passed through a Postal Ballot in accordance with the SEBI Delisting Regulations. Further, the special resolution passed by the members of the Company shall be acted upon only if the votes cast by the Public Shareholders in favour of the Delisting Proposal amounts to at least two times the number of votes cast by Public Shareholders against it;
10. The Board of Directors of the Company, at its meeting held on Monday, May 10, 2021, have also granted the approval to the Company to seek the consent of the shareholders in relation to the Delisting Proposal by way of a special resolution through postal ballot and remote e-voting in accordance with clause (b) of Sub-Regulation (1) of Regulation 8 of the SEBI Delisting Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 read with MCA Circulars, Government of India and any other applicable laws and the Company was also authorized to obtain approval of the BSE Limited in accordance with the provisions of the SEBI Delisting Regulations and/ or any other regulatory/ governmental authority/ third parties, as may be required, in relation to the Delisting Proposal;
11. The acquisition of all Equity Shares by the the Promoter and/or other members of the Promoter Group (as the case may be) will be conditional upon the following:
 - a) Approval of the shareholders of the Company by way of special resolution through postal ballot in accordance with clause (b) of Sub-Regulation (1) of Regulation 8 of the SEBI Delisting Regulations and such other applicable laws;
 - b) The acceptance by the Promoter and/or other members of the Promoter Group (as the case may be) of the price payable for the Equity Shares as determined by the reverse book building process in accordance with the SEBI Delisting Regulations;
 - c) A minimum number of Equity Shares being tendered for delisting to be successful in accordance with SEBI Delisting Regulations;
 - d) Receipt of In-Principle Approval from BSE Limited and/ or any other regulatory and/ or statutory approvals, as may be required, under applicable laws for the acquisition of the Equity Shares from the Public Shareholders;

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- e) Approvals from relevant third-parties including any lenders, as may be applicable; and
- f) Such other terms and conditions as may be set out in the 'Public Announcement' or the 'Letter of Offer' to be dispatched to the Public Shareholders;

12. The Board of Directors of the Company places the proposed resolution for your consideration and recommends that it be passed as a special resolution;

Kanan Hemang Shah, is concerned and interested in the aforementioned resolution being one of the Promoter and Director of the Company. Except as mentioned hereinabove, none of the other directors or key managerial personnel of the Company or their relatives are directly or indirectly concerned or interested in this resolution.

Place: Mumbai

Date: Monday, 24 May, 2021

**By the order of the Board of Directors of
the Company**

**For HINDUSTAN APPLIANCES
LIMITED**

Registered Office Address:

1301, 13th Floor, Peninsula Business Park,
Tower B, Senapati Bapat Marg, Lower Parel
(West), Mumbai Mumbai – 400013,
Maharashtra, India

Sd/-

**KALPESH SHAH
MANAGING DIRECTOR
DIN: 00294115**