

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: September 21, 2021

To,
The Manager Listing,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400 023,
Maharashtra, India

BSE Scrip Code: 531918

BSE Scrip ID: HINDAPL

Dear Sir/ Madam,

Subject : Outcome of the meeting of the Board of Directors of Hindustan Appliances Limited ('Company') conducted on Tuesday, September 21, 2021, in accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is with reference to the captioned subject, a meeting of the Board of Directors of the Company was held today i.e., Tuesday, September 21, 2021, wherein the Board of Directors *inter-alia* considered the following:

1. Reviewed and took on record the due-diligence report dated Wednesday, September 15, 2021, ('**Due-Diligence Report**') submitted by the Peer Review Company Secretary in compliance with the SEBI Delisting Regulations;
2. Based on the information available with the Company and the Due-Diligence Report, in accordance with Regulation 10 (2) of the SEBI Delisting Regulations, the Board of Directors of the Company, certified that:
 - a) The Company is in compliance with the applicable provisions of the securities law;
 - b) The Acquirers and members of the Promoter Group or their related entities are in compliance with applicable provisions of securities laws in terms of the report of the Peer Review Company Secretary including compliance with Regulation 4 (5) of the SEBI Delisting Regulations;
 - c) The Delisting Proposal is in the interest of the shareholders of the Company;
3. Granted approval in accordance with Regulation 10 (1) of the SEBI Delisting Regulations to the Delisting Proposal and consequent voluntary delisting of the Equity Shares of the Company from BSE Limited, subject to receipt of all necessary approvals, as may be required, for Delisting Proposal, after having discussed and considered various factors of the Due Diligence Report;

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4. Granted approval to the Company, to seek shareholders' approval for the Delisting Proposal by way of special resolution through postal ballot and e-voting in accordance with Regulation 11 of the SEBI Delisting Regulations and other applicable laws, and in this regard the draft of the postal ballot notice and the explanatory statement, attached thereto, were also approved. The Company has also been authorized to issue and the dispatch the aforesaid postal ballot notice and the explanatory statement to the shareholders of the Company, in accordance with the Companies Act, 2013 and other relevant applicable laws. In this regard, the Company has appointed CS Dhanraj Kothari, Practicing Company Secretary bearing Membership Number 'F4930' and Certificate of Practice Number No. 4675, as a scrutinizer in terms of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, to conduct the process of the postal ballot in a fair and transparent manner;
5. Authorized the Company, to obtain approvals from the BSE Limited in accordance with the provisions of the SEBI Delisting Regulations, as well as any other regulatory, governmental or third parties' approval, as may be required, in relation to the Delisting Proposal;
6. As per Regulation 10(5) of the SEBI Delisting Regulations, attached herewith the Due Diligence Report of the Peer Review Company Secretary and audit report in terms of Regulation 12 (2) of the SEBI Delisting Regulations.

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, as per our intimation letter dated Thursday, September 16, 2021, will continue to remain closed and shall re-open only after 48 hours from the announcement of this announcement.

We request you to 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

DISHA DUGAR

Practicing Company Secretary

Leslie House, 1st Floor, Room No.6
19A, Jawarharlal Nehru Road, Kolkata-700087
Mail: info@calp.co.in
Ph No. +91 033 40071145

DUE DILIGENCE REPORT

To,
The Board of Directors,
Hindustan Appliances Limited

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

I have examined the records of **Hindustan Appliances Limited**, CIN: L18101MH1984PLC034857 having its registered office at 1301, 13th Floor, Peninsula Business Park, Tower B Senapati Bapat Marg, Lower Parel (West), Mumbai Mumbai City 400013 and as per the information provided by the management of the Company, and as per the provision of Regulation 10(3) of SEBI (Delisting of Equity Shares) Regulation, 2021, I certify that:

- a. the buying, selling and dealing in the equity shares of the company carried out by the acquirer or its related entities and the top twenty five shareholders is in compliance with the applicable provisions of securities laws including compliance with sub-regulation (5) of regulation 4 of SEBI (Delisting of Equity Shares) Regulation, 2021. They have not:
 - i. employed any device, scheme or artifice to defraud any shareholder or other person; or
 - ii. engaged in any transaction or practice that operates as a fraud or deceit upon any shareholder or other person; or
 - iii. engaged in any act or practice that is fraudulent, deceptive or manipulative connection with any delisting of equity shares sought or permitted or exit opportunity given or other acquisition of equity shares made under these regulations.
- b. According to the Regulation 4(2) of SEBI (Delisting of Equity Shares) Regulations, 2021 ("2021 Regulations"), they have not directly or indirectly:
 - i. sold the equity shares of the company during the period of six months prior to the date of the initial public announcement made in terms of sub-regulation (1) of regulation sub 8 of these regulations.
 - ii. employed the funds of the company to finance an exit opportunity provided under Chapter IV of these regulations or an acquisition of shares made pursuant to regulation (4) of regulation 33 of these regulations.

DISHA DUGAR
Practicing Company Secretary
Memo. No. - P/28
C. P. No. - 10895

c. According to the Regulation 4(1) of SEBI (Delisting of Equity Shares) Regulations, 2021 ("2021 Regulations"):

- i. a period of three years has elapsed since the listing of the same class of equity shares Bombay Stock Exchange;
- ii. there was no instrument issued by the company, which is convertible into the same class of equity share(s) that is sought to be delisted, and is not outstanding;
- iii. there was no buyback of equity shares pursuant to consolidation or division of all or part of the equity share capital of the company in the previous six months;
- iv. there was no preferential allotment made by the company in the previous six months;

d. As per Regulation 12(2) of SEBI (Delisting of Equity Shares) Regulation, 2021 the application seeking in-principle approval for the delisting of equity shares is accompanied by an audit report dated 20.07.2021 for the quarter ended 31.06.2021 issued by D. Kothari and Associates, Company Secretaries as required under regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 in respect of the equity shares sought to be delisted, covering a period of six months prior to the date of the application.

Place: Kolkata
Date: 15.09.2021



DISHA DUGAR
PRACTICING COMPANY SECRETARY
FCS No.: 8128,
CP No.: 10895
UDIN: F008128C000950641

Disclaimer

The said Due Diligence Report is purely based on the information and documents provided by the Company in regards to the buying, selling and dealing in the equity shares of the company carried out by the acquirer or its related entities and the top twenty five shareholders as per the applicable provisions of SEBI (Delisting of Equity Shares) Regulation, 2021. The report is **not based on any personal judgments or opinion** of any individual or professional.

On the basis of the documents examined, the facts and figures as stated in the said report seem true and correct to the best of my knowledge and belief. We however **disclaim any responsibility on account of any implications, decisions or actions taken** on the basis of some inadvertent mistake in the said report.

Place: Kolkata
Date: 15.09.2021



DISHA DUGAR
PRACTICING COMPANY SECRETARY

FCS No.: 8128

C P No.: 10895

UDIN: F008128C000950641

PR-UIN No.: 12012WB921800

RECONCILIATION OF SHARE CAPITAL AUDIT

The Board of Directors

Hindustan Appliances Limited

1301, 13th Floor,
Peninsula Business Park, Tower B
Senapati Bapat Marg
Lower Parel (west)
Mumbai – 400 013

Company no. : **L18101MH1984PLC034857**
Authorised Capital : Rs. 10,30,00,000
Paid up capital : Rs. 9,98,88,000
ISIN Number : **INE02XD01011**

We have examined the Register of Members, beneficiary details furnished by the Depositories and other records / documents maintained by M/s Hindustan Appliances Limited (hereinafter referred to as “the Company”) and its Registrars and Share Transfer Agents M/s Purva Sharegistry (India) Private Limited for conducting Reconciliation of share capital Audit and issuing certificate under the Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 for Reconciliation of Share Capital Audit.

In our opinion and to the best of our information and according to the explanations given to us and based on such verification as considered necessary, we hereby certify the following details in respect of the quarter ended 31st March, 2021:

- | | |
|--|--|
| 1. For quarter ended | 31 st March, 2021 |
| 2. ISIN | INE02XD01011 |
| 3. Face Value | Rs. 10/- each |
| 4. Name of the Company | Hindustan Appliances Limited |
| 5. Registered Office Address | 1303, 13 th Floor
Peninsula Business Park, Tower B
Senapati Bapat Marg
Lower Parel (W)
Mumbai – 400 013 |
| 6. Correspondence Address | As above |
| 7. Telephone & Fax nos. | Tel: (022) 30036565
Fax: (022) 30036564 |
| 8. Email address | info.roc7412@gmail.com |
| 9. Name of the Stock Exchanges where the company’s securities are listed | BSE Limited |

	No. of shares	% of total issued capital
10. Issued Capital	10026000*	100.00
11. Listed Capital	10026000	100.00
12. Held in dematerialized form in CDSL	0	0.00
13. Held in dematerialized form in NSDL	0	0.00
14. Physical	10026000	100.00
15. Total no. of shares	10026000	100.00
16. Reasons for difference if any, between (10 &11), (10&15), (11&15)	No difference	

*(9976400 equity shares of Rs.10 paid up and 49600 equity shares of Rs. 2.50 paid up)

17. Certifying the details of changes in shares capital during the quarter under consideration as per table below:

Particu	No. of shares	Applied/not Applied for listing	Listed on Stock exchan Ges	Whether Intimated to CDSL	Whether Intimated to NSDL	In principal approval Pending for SE
			NIL			

18. Register of members updated Yes
19. Reference of previous quarter with regards to excess dematerialized shares, if any.
NA
20. Has the company resolved the matter mentioned in point on. 19 above in the current quarter if not, reason why
NA
21. Mentioned the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

Total no. of demat Requests	No. of requests	No. of shares	Reasons for delay
Confirmed after 21 days	NIL	NIL	NA
Pending for more Than 21 days	NIL	NIL	NA

22. Name, Telephone & Fax no. of the Compliance Officer of the Company

CS Niyati Sengar
Tel.: 022-30036565
Fax: 022-30036564

23. Name, address, Tel & Fax no., Regn no.
Of the Secretarial Auditors

CS Dhanraj Kothari
D.Kothari And Associates.
Company Secretaries
701, EMP-09, Evershine
Millennium Paradise,
Thakur Village, Kandivali -East
Mumbai - 400101
Tel.: +91 9820578550
Membership no. – FCS-4930
CP - 4675

24. Appointment of common agency for share
Registry work

Purva Sharegistry (India) Private Limited
Unit no. 9, Shiv Shakti Ind. Estt.
J .R. Boricha Marg, Lower Parel (E)
Mumbai 400 011
Tel: 91-22-2301 2518 / 6761
Email: support@purvashare.com
purvashr@gmail.com

Place : Mumbai
Date : 15th April, 2021
UDIN: F004930C000092811



For D. Kothari And Associates
Company Secretaries

Dhanraj Kothari
Proprietor
FCS No. : 4930
CP No. : 4675

23. Name, address, Tel & Fax no., Regn no.
Of the Secretarial Auditors

CS Dhanraj Kothari
D.Kothari And Associates.
Company Secretaries
701, EMP-09, Evershine
Millennium Paradise,
Thakur Village, Kandivali -East
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Tel: 91-22-2301 2518 / 6761
Email: support@purvashare.com
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Place : Mumbai
Date : 15th April, 2021
UDIN: F004930C000092811



For D. Kothari And Associates
Company Secretaries

Dhanraj Kothari
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FCS No. : 4930
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In our opinion and to the best of our information and according to the explanations given to us and based on such verification as considered necessary, we hereby certify the following details in respect of the quarter ended 30th June, 2021:

- | | |
|--|--|
| 1. For quarter ended | 30th June, 2021 |
| 2. ISIN | INE02XD01011 |
| 3. Face Value | Rs. 10/- each |
| 4. Name of the Company | Hindustan Appliances Limited |
| 5. Registered Office Address | 1303, 13 th Floor
Peninsula Business Park, Tower B
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Mumbai – 400 013 |
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J .R. Boricha Marg, Lower Parel (E)
Mumbai 400 011
Tel: 91-22-2301 2518 / 6761
Email: support@purvashare.com
purvashr@gmail.com

Place : Mumbai
Date : 20th July, 2021
UDIN: F004930C000658011
Peer Review Certificate no. 1314/2021



For D. Kothari And Associates
Company Secretaries


Dhanraj Kothari

Proprietor
FCS No. : 4930
CP No. : 4675