

# N.K. Industries Ltd

August 28, 2019

To, The Manager Listing Department, <b>National Stock Exchange of India Ltd.,</b> Exchange Plaza, Plot No. C/1, G-Block, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051 Scrip Symbol: <b>NKIND</b>	To, The General Manager, Department of Corporate Services <b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001 Scrip Code: <b>519494</b>
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Dear Sir,

**Sub: Outcome of the Board meeting held today to consider the proposal of voluntary delisting of Equity shares received from the Promoter and Promoter Group of the Company**

We would like to inform you that the Board of Directors of NK Industries Limited ("**Company**") at its meeting held today i.e., August 28, 2019 wherein the proposal to delist the equity shares of the Company (Delisting Proposal) was considered and the following decisions were taken:

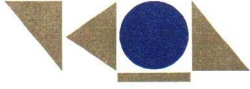
1. Taken on record the Due Diligence Report dated August 28, 2019 received from Vivro Financial Services Private Limited, Merchant Banker in terms of Regulation 8(1E) of the SEBI (Delisting of Securities) Regulations, 2009 (the "**Delisting Regulations**");
2. After consideration of the various factors and advantages of delisting and also considering the Due Diligence Report, the Board has granted their approval under Regulation 8(1)(a) of the Delisting Regulations and recommended the proposal to voluntarily delist the equity shares of the Company from National Stock Exchange of India Limited and BSE Limited.
3. Based on the information available with the Company and the information taken on record in accordance with sub-regulation 1B of Regulation 8 of the Delisting Regulations, the Board of Directors have also certified that:
  - a. The Company is in compliance with the applicable provisions of the securities laws;
  - b. The Acquirer /Promoter and Promoter Group and their related entities are in compliance with the sub regulation (5) of Regulation 4 of the Delisting Regulations; and
  - c. The proposed delisting is in the interest of the shareholders.
4. Approved the notice of postal ballot notice to seek the consent of the shareholders of the Company in accordance with Regulation 8(1)(b) of the Delisting Regulations and in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable laws. Draft of Postal Ballot Notice and the explanatory statement thereto was approved. The Company was authorized to send the said postal ballot notice and the explanatory statement to the shareholders of the Company in accordance with the provisions of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, Listing Regulations, Delisting Regulations and any other applicable laws.

Regd. Office : 7th Floor,  
Popular House, Ashram Road,  
Ahmedabad - 380 009.  
India.

Phone : 91-79-66309999  
Fax : 91-79-26589214  
E-mail : nkil@nkproteins.com

Plant : 745, Kadi-Thor Road,  
Kadi - 382 715, Dist. Mehsana (N.G.)  
Tele : (02764) 242613, 263884  
Fax : (02764) 263667  
Email : nkilkadi@yahoo.co.in





## N.K. Industries Ltd

5. Further, we wish to inform you that the Company has received a letter from the Promoter on August 28, 2019, wherein the Promoter has informed the Company that the floor price of the Delisting Proposal is Rs. 42.52 (Rupees Forty Two and Fifty Two Paise) which is determined in accordance with Regulation 15(2) of the Delisting Regulations read with Regulation 8 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
6. Taken on record letter dated August 28, 2019 received from the Acquirer and a certificate dated August 28, 2019 issued by Mr. Hitendra Ranka (Chartered Accountant) Registered Valuer-Securities and Financial Assets (Registration No. IBBI/RV/06/2019/11695). The Promoters have informed their willingness to accept equity shares of the Company tendered in the Delisting offer at a price of Rs. 42.52 (Rupees Forty Two and Fifty Two Paise) ("**Floor Price**").

The aforesaid meeting of the Board commenced at 3.00 p.m. and concluded at 4.45 p.m.

Kindly take on record the above information.

Thanking you.

Yours faithfully,  
For, N K Industries Limited

  
Trusha Shah  
Company Secretary and Compliance Officer



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CIN No. : L91110GJ1987PLC009905





**N.K.  
Industries Ltd**

**August 28, 2019**

<b>To</b> <b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot C-1, 'G' Block, ISB Centre, Bandra-Kurla Complex, Bandra (East), Mumbai-400 051. <b>Company Code No. NKIND</b>	<b>To</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001. <b>Company Code No. 519494</b>
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Dear Sir,

**Sub.: Proposed voluntary delisting of equity shares of N K Industries Limited from NSE and BSE in terms of SEBI (Delisting of Equity Shares) Regulations, 2009**

**Undertaking**

This is with reference to the captioned subject, we wish to inform you that:

- The Promoters/ Acquirer have proposed to delist the Company and same has already been disclosed to the Stock Exchanges on August 14, 2019
- Vivro Financial Services Private Limited has been appointed as Merchant Banker to carry out due diligence and same has already been disclosed to the stock Exchanges on August 14, 2019

A Copy of the certificate of Registration of the Merchant Banker as required is enclosed herewith.

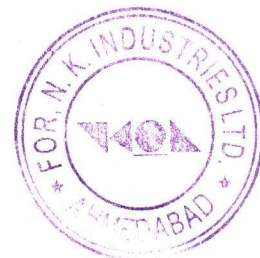
We request you to kindly take the same on record.

Thanking you.

**Yours faithfully,  
N K INDUSTRIES LIMITED**

*H.K. Patel*

**HASMUKHBHAI KACHARABHAI PATEL  
WHOLE-TIME DIRECTOR  
(DIN: 06587284)**



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मर्चेट बैंककार

प्ररूप ख  
FORM B

MERCHANT BANKER

भारतीय प्रतिभूति और विनिमय बोर्ड  
SECURITIES AND EXCHANGE BOARD OF INDIA

002576

(मर्चेट बैंककार) विनियम, 1992  
(MERCHANT BANKERS) REGULATIONS, 1992

(विनियम 8)  
(regulation 8)

/ Regulation 8A

रजिस्ट्रीकरण प्रमाणपत्र  
CERTIFICATE OF REGISTRATION / PERMANENT REGISTRATION

- I. बोर्ड, उसके द्वारा बनाए गए नियमों और विनियमों के साथ पठित भारतीय प्रतिभूति और विनिमय बोर्ड अधिनियम, 1992 की धारा 12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए इसके द्वारा प्रवर्ग I / II / III / IV में मर्चेट बैंककार के रूप में
- I. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder the Board hereby grants a certificate of registration to

VIVRO FINANCIAL SERVICES PVT. LTD.  
"VIVRO HOUSE", 11, SHASHI COLONY,  
OPP. SUVIDHA SHOPPING CENTRE, PALDI,  
AHMEDABAD – 380 007.

को नियमों में शर्तों के अधीन रहते हुए और विनियमों के अनुसार निम्नलिखित क्रियाकलाप करने का रजिस्ट्रीकरण प्रमाणपत्र देता है :- as a merchant banker in Category I / II / III / IV subject to conditions in the rules and in accordance with the regulations to carry out following activities :-

- \*1. किसी निर्गमन का प्रबंध जिसके अन्तर्गत प्रोस्पेक्टस तैयार करना, निर्गमन से संबंधित जानकारी एकत्र करना, वित्तपोषण संरचना अवधारित करना, वित्तदाताओं से संबंध बनाना, अंतिम आबंटन और अधिक आवेदन धनराशि का प्रतिदाय है। Management of any issue, including preparation of prospectus, gathering information relating to the issue, determining financing structure, tie up of financiers, final allotment and refund of excess application money.
  - \*2. विनिधान सलाहकार। Investment Adviser
  - \*3. निर्गमनों का निम्नांकन। Underwriting of Issues.
  - \*4. ~~संविभाषण प्रबंध सेवाएं।~~ Portfolio Management Services.
  - \*5. किसी निर्गमन के प्रबंधक, परामर्शी या सलाहकार जिनके अन्तर्गत निर्गमित सलाहकार सेवाएं हैं। Manager, Consultant or Adviser to any issue including corporate advisory services.
  - \*6. परामर्शी या सलाहकार। Consultant or Adviser.
- (\*जो लागू न हो उसे काट दें) (\*Delete whichever are not applicable)

II. मर्चेट बैंककार के लिए रजिस्ट्रीकरण कोड

INM000010122

है।

II. Registration Code for the merchant banker is MB /

This certificate of Registration shall be valid for permanent

III. यह प्रमाणपत्र

unless suspended or cancelled by the Board

III. This Certificate shall be valid from

तक विधिमान्य होगा और जैसे भारतीय प्रतिभूति और विनिमय बोर्ड (मर्चेट बैंककार) विनियम, 1992 में विनिर्दिष्ट है नवीकृत किया जा सकेगा।

and may be renewed as specified in regulation 9 of the Securities and Exchange Board of India (Merchant Banker(s) Regulations, 1992.

आदेश द्वारा  
By order



K. SARAVANAN

भारतीय प्रतिभूति और विनिमय बोर्ड

के लिए और उसकी ओर से

For and on behalf of

Securities and Exchange Board of India

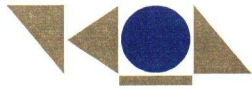
स्थान Place

MUMBAI

तारीख Date

MAY 28, 2012





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Industries Ltd**

August 28, 2019

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Dear Sir,

**Sub.: Voluntary Delisting of the Equity Shares of N K Industries Limited from  
National Stock Exchange of India Limited and BSE Limited**

After consideration of the various factors and advantages of delisting and also considering the Due Diligence Report of the Merchant Banker, the Board has granted their approval under Regulation 8(1)(a) of the Delisting Regulations and recommended the proposal to voluntarily delist the equity shares of the Company from the National Stock Exchange of India Limited and BSE Limited and obtain approval of the shareholders of the Company through postal ballot. The Board of Directors have also certified that:

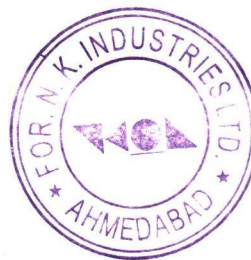
- i. That, the company is in compliance with the applicable provisions of securities laws, amended from time to time;
- ii. That, the acquirer or promoter or promoter group or their related entities, are in compliance with sub-regulation (5) of regulation 4 of the Delisting Regulations
- iii. That, the proposed delisting is in the interest of the shareholders.

Kindly find the same in order and take the same on record.

Thanking You,

Yours faithfully,  
**For N K Industries Limited**

*H.K. Patel*  
**Hasmukhbhai Kacharabhai Patel**  
**Whole-Time Director**  
**(DIN: 06587284)**



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