



## N.K. Industries Ltd

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/ Madam,

**Sub: Intimation under Regulation 29(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) and Regulation 8(1A)(i) of the Securities and Exchange Board of India (Delisting of Securities) Regulations, 2009 to hold a meeting of the Board of Directors of N. K. Industries Ltd (the "Company") to consider the proposal of voluntary delisting of equity shares received from the Promoter**

In terms of Regulation 29(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 8(1A)(i) of the Securities and Exchange Board of India (Delisting of Securities) Regulations, 2009 (the "**Delisting Regulations**"), we would like to inform you that the Company has received a letter dated 2<sup>nd</sup> August, 2019 from NKPL REALTY LLP, Promoter representing the Promoter & Promoter Group of our Company, expressing its intent to give an offer to the public shareholders of the Company to acquire entire 17,33,196 equity shares of Rs. 10/- each representing 28.84% of the paid up equity capital of the Company (the "**Delisting Offer**") and accordingly delist the equity shares of the Company from the BSE Ltd. ("**BSE**") and the National Stock Exchange of India Ltd. ("**NSE**") in accordance with the Delisting Regulations ("Delisting Proposal").

Currently, the Promoter and Promoter Group collectively hold 42,76,704 equity shares representing 71.16% of the paid up equity capital of the Company and are classified as Promoter and Promoter Group of the Company in all regulatory filings. The Promoter and Promoter Group has requested the Company to:

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)  
Tele : (02764) 242613, 263884  
Fax : (02764) 263667  
Email : nkilkadi@yahoo.com



CIN No. : L91110GJ1987PLC009905



**N.K.  
Industries Ltd**

- a) convene a meeting of the Board of Directors to consider and approve the proposal to delist the equity shares in accordance with the Delisting Regulations;
- b) take necessary steps to seek the requisite approval of the Delisting Proposal from the equity shareholders of the Company through postal ballot and approval from the stock exchanges in accordance with the applicable laws and regulations; and
- c) undertake all such actions and steps as may be required to be undertaken by the Company under  
the Delisting Regulations to give effect to the Delisting Proposal.

As per Regulation 8(1)(a) of the Delisting Regulations, the proposal of delisting is required to be considered for approval by the Board of Directors of the Company. In view of the above, a meeting of the Board of Directors of the Company is proposed to be held on 14<sup>th</sup> August, 2019 in order to consider, inter alia, the following;

1. Consider the proposal of voluntary delisting, made by the Promoter and Promoter Group of the Company;
2. To appoint a Merchant Banker for carrying out due diligence as required under Regulation 8(1A)(ii); and
3. Any other matters incidental thereto with respect to Delisting Proposal.

We request you to please take note of this letter which is intended to serve as compliance for the purposes of Regulation 29, 30 and other applicable provisions of LODR and Regulation 8(1A)(i) and 8(1 A)(ii) of the Delisting Regulations.

Thanking you.

Yours faithfully,  
For, N.K Industries Ltd.

*H. K. Patel*

**Mr. Hasmukh K. Patel**  
**Director (DIN: 06587284)**



Encl.: Letter received from the Promoter

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[NKPL Realty (A partnership firm) converted into NKPL Realty LLP]  
(Identity No. AAF-5625)

2<sup>nd</sup> August, 2019

To,  
The Board of Directors,  
N.K. Industries Ltd.,  
7th Floor, Popular House,  
Ashram Road,  
Ahmedabad, Gujarat, 380009

**Sub: Letter of Intent to Voluntarily Delist the Equity Shares of N. K. Industries Ltd., (“the Company”) pursuant to Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended (“Delisting Regulations”) from BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”)**

**1. Proposal:**

In relation to the delisting offer, NKPL REALTY LLP, Promoter (the “Acquirer”) is proposing to delist the equity shares of the Company from BSE and NSE, the details of which are as below:

- a. NKPL REALTY LLP along with other Promoters and Promoter Group collectively hold 42,76,704 equity shares (representing 71.16% of the total paid up equity shares) of the Company and are termed as Promoter and Promoter Group of the Company. We offer to purchase either alone or along with other Promoters equity shares of the Company held by the public shareholders and are desirous of voluntarily delisting the equity shares of the Company from BSE and NSE, the only stock exchanges where the equity shares of the Company are presently listed.
- b. The Acquirer along with other members of the Promoter Group (either alone or together with persons acting in concert) intend to acquire entire 17,33,196 equity shares (representing 28.84% of the total paid up equity shares of the Company) that are currently held by the public shareholders and provide exit opportunity in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and Voluntarily delist the equity shares of the Company from BSE and NSE (the “Delisting Proposal”)



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**Phone :** 079-66309999 **E-mail :** nkil@nkproteins.com



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(Identity No. AAF-5625)

**2. Background and Rationale for the Delisting Proposal:**

Substantial acquisition of equity shares and voting rights accompanied with delisting of the Company will enable the Promoter and Promoter Group to:

- a. obtain full ownership of the Company, which will in turn provide enhanced operational flexibility to support the Company's business;
- b. save compliance costs and reduction in dedicating management time to comply with the requirements associated with the continued listings, which can be refocused on the Company's business; and
- c. provide an exit opportunity to the public shareholders of the Company.

**3. Determination of Exit Price:**

The delisting price at which the equity shares will be acquired from the public shareholders of the Company under the delisting offer will be determined in accordance with the reverse book building process as set out in the Delisting Regulations. The public shareholders may tender their shares in the Delisting Offer at or above the floor price to be determined in accordance with the Regulation 15(2) of the Delisting Regulations (**the "Floor Price"**). The Promoter Group shall have the sole discretion to accept or reject the exit price to be determined through the reverse book building process.

**4. Requisition for the Board Approval and Dispatch of Postal Ballot**

The Delisting Regulations require that the Delisting Proposal must be approved by (1) the Board of the Company, and (ii) by a special resolution of the equity shareholders of the Company, in which the votes casted in favour of the Delisting Proposal amounts to at least two times of the number of votes cast by the public shareholders against it. Such a resolution needs to be passed through postal ballot and e-voting in accordance with the applicable laws and regulations.





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(Identity No. AAF-5625)

Accordingly, we, the Promoter and Promoter Group request the Board of Directors of the Company to:

- a) convene a meeting of the Board of Directors to consider and approve the proposal under Regulation 8(1) (a) of the Delisting Regulations to delist the equity shares;
- b) take necessary steps to seek the requisite approval of the Delisting Proposal from the equity shareholders of the Company through postal ballot as per Regulation 8 (1) (b) and e-voting in accordance with the applicable laws and regulations; and the stock exchanges for the proposed delisting of equity shares of the Company from BSE and NSE in accordance with Delisting Regulations.
- c) To take all such other actions as may be required to be undertaken by the Company under the Delisting Regulations to give effect to the Delisting Proposal, including appointing a Merchant Banker, providing the relevant information for the due diligence, making the relevant applications to the stock exchanges and any other regulatory authorities, as may be required in connection with the Delisting Proposal.

Kindly acknowledge and take the same on your records.

Thanking You

Yours faithfully,

**On behalf of the Promoter and Promoter Group**

  
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NKPL REALTY LLP (Promoter)

Name: Priyam Patel

Designated Partner

