

**ORDER PASSED BY THE DELISTING COMMITTEE OF BSE LTD. IN THE MATTER OF ARAMBHAN HOSPITALITY SERVICES LTD. FOR COMPULSORY DELISTING UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2021, SECURITIES CONTRACTS (REGULATION) ACT, 1956 r/w SECURITIES CONTRACTS (REGULATION) RULES, 1957 AND RULES, BYE-LAWS AND REGULATIONS OF BSE LTD.**

1. This Order is passed under Regulation 32 of Chapter V under the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (as amended from time to time) ("**Delisting Regulations**") r/w Section 21A of the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), the Securities Contracts (Regulation) Rules, 1957 ("**SCRR**") and the Rules, Bye-Laws and Regulations of BSE Ltd. ("**Exchange**") in the matter of compulsory delisting of equity shares of Arambhan Hospitality Services Ltd. ("**Company**") from the Exchange.
2. At the meeting held on April 1, 2024, the Delisting Committee of the Exchange ("**Delisting Committee**") perused the records, considered the facts and the relevant provisions of law, including the circulars issued by the Securities and Exchange Board of India ("**SEBI**"). The Delisting Committee unanimously decided to direct the Company to complete the requirements for revocation of suspension in trading in the securities of the Company and make payment of outstanding dues within the stipulated timelines, failing which, the securities of the Company ought to be compulsorily delisted from the platform of the

Exchange. In this regard, the Delisting Committee proceeds to furnish the reasons for its decision.

**3. The relevant facts are as follows:**

- a. The trading in the securities of the Company was suspended w.e.f. March 11, 2022 in terms of and in accordance with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 on account of non-compliance for two consecutive quarters i.e., June 2021 and September 2021 with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”) and in particular sub-regulation (3) thereof. The said suspension was notified on the Exchange’s website vide notice no. 20220208-55 dated February 8, 2022.
- b. The trading in the securities of the Company continued to remain suspended for more than six (6) months and the Company failed to take all the steps necessary to enable revocation of suspension in the trading of securities prescribed by the Exchange. Hence, the shareholders / investors are deprived of the facility for dealing in the securities of the Company.
- c. A letter dated March 17, 2022 (“**advisory letter**”) was sent by the Exchange to the Company on its email id <mailto:investor@cbcspl.com> ; stating inter-alia, that the Exchange had informed the Company about its non-compliance with the provisions of Regulation 33 of LODR Regulations, the quantum of fines payable and the further action that would be initiated pursuant to SEBI circular dated

January 22, 2020, if the Company failed to comply with the obligations and pay the fines. The said email further stated that as the Company had failed to comply with its obligations and to pay the fines, the trading in the scrip was shifted to “Z” group w.e.f. January 24, 2022 and that the trading in the securities has been suspended w.e.f March 11, 2022. The provisions of SEBI circular dated January 22, 2020 dealing with the consequences of non-compliances and failure to pay the fine within 6 months from the date of the suspension were notified in the said email. This included initiation of the process of compulsory delisting under the SCRR and Delisting Regulations. The Company was accordingly advised to comply with the obligations and pay the fines for completing the process for revocation of suspension.

- d. The Exchange vide email dated August 3, 2022 had inter-alia provided the details of pending compliances along with outstanding dues to the company. The Exchange had requested the company to submit the application / documents through Listing Centre portal (online portal) of the Exchange. The Exchange had also advised the company to complete the formalities for revocation of suspension at the earliest. Further, the Exchange had informed the company that for any queries regarding the aforesaid may be sent to the designated email ID [bse.revocation@bseindia.com](mailto:bse.revocation@bseindia.com).
- e. The Exchange vide email dated August 23, 2022 had informed the company that the company is yet to complete the formalities for revocation of suspension and the Exchange had again advised the company to complete the formalities for

revocation of suspension including the payment of dues within six months from the date of suspension failing which the Exchange would initiate the process of compulsory delisting. Further, the Exchange had informed the company about the consequences of compulsory delisting of the company.

f. The Company vide letter dated August 26, 2022 had stated the following:

*“.....I would like to humbly inform you that Arambhan Hospitality Services Limited is a BSE -SME Listed Company. Due to no operations and the prolonged illness of promoters who are Senior Citizens the compliance was pending at the Company level.*

*We therefore seek your kind assistance to accord us an additional 15 days to comply with all the pending compliances which includes:*

- *Results submission for the year ended March 31, 2021.*
- *Results submission for the Half year ended Sept 30, 2021*
- *Results submission for the Year ended March 31, 2022*

*Therefore, we humbly request you to keep on hold the Compulsory delisting process by the Exchange till **10<sup>th</sup> September, 2022**, which may cause undue hardship to the Shareholders of the Company.*

*We assure you to make all the compliance up to date with Exchange before **10<sup>th</sup> September, 2022.....”***

g. The Exchange vide email dated September 15, 2022 and September 26, 2022 requested the company to provide the respective pending compliances/formalities at the earliest. Further, the Exchange had requested the

company to ensure continuous compliance as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- h. Pertinently, the Company did not complete all the formalities for revocation of suspension in the trading of its securities. Therefore, a Show Cause Notice (“SCN”) dated November 22, 2022 was issued to the Company by the Exchange at its last known registered address available with the Exchange and as available on the website of Ministry of Corporate Affairs (MCA) as well as the Company’s email ID, calling upon the Company to show cause within 15 working days from the date of the SCN as to why the securities of the Company should not be compulsorily delisted from the platform of the Exchange in terms of Chapter V of the Delisting Regulations. Further, the Company was also informed that if it wished to avail an opportunity of personal hearing before the Delisting Committee, then such request be included in its representation to the SCN. The Company was also directed to submit its representation to the SCN.
- i. The Company vide email dated December 5, 2022 had inter-alia stated the following:

*“.....I write to you with reference to the captioned subject for a personal hearing on Thursday, 15th December, 2022 at 11.30 AM.*

*We are an SME listed company, and having no business operations at all due to default of our customers in past and overdue balances of suppliers, and therefore it is too difficult to find the independent director to make the balance of the Board. We understand that some penalties levied on us is remaining unpaid, but the*

*same need to be discussed in personal hearing and looking to the present state of the affairs of the Company, we have no means to pay such heavy penalty. We need to know the basis of each and every line item for such huge outstanding balance of penalties. Your aggregate penalty % is approx. 20% of our Market cap of the Company.*

*Further we are in talks with a few shortlisted profiles as independent director and are trying to convince them to become our board member.*

*As of date we are regular in filing of all information to exchange on timely basis and no pending compliance at our end.*

*We state that there is No pending investor complaints against us at SEBI Scores portal. (Screenshot Attached)*

*We intend to make all the compliances. We have also replied to your discrepancy email on 26th Aug 2022 attached herewith for your ready reference .....*

*Therefore, we request you to confirm the Personal Hearing date and time as requested above so we can resolve the pending compliances if any.....”*

- j. The Exchange vide email dated December 6, 2022 had again provided the Exchange mail dated August 03, 2022 to the company (which was already sent to the company earlier) wherein the detailed SOP fine breakup was also provided.
- k. The Company vide email dated December 7, 2022 had sought the bank details to pay waiver application fees.
- l. In response, the Exchange vide email dated December 7, 2022 had advised the company to follow the Exchange circular dated March 31, 2022 for processing of

waiver applications by the Exchange and informed the company to pay the processing fees of Rs. 10,000 (plus GST 18% i.e. Rs 11800) for processing of waiver request. The Exchange had also informed the company that the aforesaid circular is disseminated on the Exchange website and may be viewed at the following link:

<https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20220331-52>

The Exchange had also provided the bank details for payment of processing fees for application for waiver of fines and requested the company to submit waiver application on Company's letterhead.

- m. The Company vide email dated December 8, 2022 had provided the application for waiver of SEBI SOP fines and inter-alia stated the following:

*".....We have listed above root causes for Compliance delay for your kind reference and also state that there is no pending compliance as on date from our side, and looking to the volume of the traded shares in our company in last two years, there is no such situation which required attention of shareholders. There was not much operation of the Company.*

*Therefore we humbly request you as under :*

- 1. Provide the Bank Details for the waiver application fee payment.*
- 2. We request you to give nature of default along with regulation of reference and period of default days and exchange circular to understand the calculation of penalty levied to us.*

*3. Put up our penalty waiver application to Committee concerned for that matter and do allow us to appear in personal hearing before the committee to put up our request in-person before the committee.....”*

- n. In response, the Exchange vide email dated December 8, 2022 and December 9, 2022 had again advised the company to follow the Exchange circular dated March 31, 2022 for processing of waiver applications by the Exchange and informed the company to pay the processing fees of Rs. 10,000 (plus GST 18% i.e. Rs 11800) for processing of waiver request. The Exchange had also informed the company that the aforesaid circular is disseminated on the Exchange website and may be viewed at the following link:

<https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20220331-52>

The Exchange had also provided the bank details for payment of processing fees for application for waiver of fines.

- o. The Exchange vide email dated February 14, 2023 and February 15, 2023 had informed the company about the decision of the Request Review Committee and requested the company to pay the outstanding SEBI SOP fines.
- p. The Company vide email dated February 21, 2023 had stated the following:

*“.....We shall highly appreciate if you will provide the following details for Arambhan Hospitality Services Limited*

*1. Regulation wise, period wise Outstanding Penalty/fine/late fee*

*2. Regulation wise, period wise Waived amount of Penalty/fine/late fee*



*3. We would like to file the review application of our waiver application partly considered by you;*

*Further we have not been provided an opportunity of being heard in person, and Can you please inform and guide us for the process to file the review application....”*

q. In response, the Exchange vide email dated February 22, 2023 had provided the detailed break-up of SEBI SOP fines (including Regulation wise and period wise Fine Levied, Fine waived, Fine Paid and Outstanding Fine).

r. The Company vide email dated February 23, 2023 had stated the following:

*“.....Thanks for your mail below*

*Please inform and guide us for the process to file the review application for waiver of late fee/penalty.*

*Thanking you in anticipation and with kindest regards....”*

s. In response, the Exchange vide email dated February 23, 2023 had informed the company to pay the processing fees Rs. 20,000/- (plus GST @18% i.e. Rs 23,600) for considering the company’s application for review of decision of the Committee.

t. The Exchange vide email dated March 6, 2023 granted an opportunity of personal hearing before the Request Review Committee of the Exchange scheduled on March 10, 2023, wherein the Company had an opportunity to make representation for waiver of SEBI SOP fines.

- u. Subsequently, the Exchange vide email dated March 9, 2023 provided details to the company to join the meeting through Webex.
- v. Mr. Ravi Jagetiya and Mr. Alfred Arambhan appeared (on behalf of the Company) before the Request Review Committee of the Exchange, in its meeting held on March 10, 2023 and submitted following representation:
  - i. The Company's financial position is bad to pay the total outstanding dues of Rs. 42,77,500/- (incl. GST).
  - ii. Company faced difficulties in appointing company secretary and reason given for not joining the company was that there is no revenue in the company.
  - iii. Company agreed there is delay in filling financial results for September 2021 however, no material information remains unpublished.
  - iv. There was no significant change in revenue of the company since March 2020 and September 2021.
  - v. The shareholders of the company had not been deprived of any significant material information.

Further, the Request Review Committee had informed the company to submit detailed written representation for the regulations not falling under pandemic period.

- w. The Exchange vide email dated March 28, 2023 and September 1, 2023 had informed the decision of the Request Review Committee to the Company and requested the company to pay the outstanding SEBI SOP fines.
- x. The Exchange vide email dated November 15, 2023 had informed the company to submit application for revocation of suspension along with Annexure & supporting's through Listing Centre (online portal). The Exchange had also informed the company that the application and checklist for revocation of suspension is available at the Exchange website and provided the link for the same, which is provided below:  
<https://www.bseindia.com/Static/about/Revocation.aspx>
- y. The Exchange vide email dated November 23, 2023 had requested the company to provide the respective documents/details at the earliest and requested to apply for revocation of suspension of the Company through Listing Centre (online portal). Further, the Exchange had requested the company to ensure continuous compliance as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- z. The Company did not complete all the formalities for revocation of suspension in trading in the securities of the company, therefore in terms of the Delisting Regulations, Initial Public Notices ("IPN") were published in one English national newspaper viz., The Financial Express (all editions) dated November 25, 2023, one Hindi national newspaper viz., Business Standard (all editions) dated November 25, 2023 and one vernacular newspaper viz., Navshakti (in Marathi) dated

November 25, 2023, inter alia, informing about the proposal for compulsory delisting of the equity shares of the Company and inviting representations from any person/s concerned desirous of making any representation to the Exchange, within 15 working days of the notice, at the specified email id [bse.delistscn@bseindia.com](mailto:bse.delistscn@bseindia.com). The IPNs were also disseminated on the Exchange's website. Link of the IPN was sent to the company and its promoters through email on November 30, 2023.

- aa. A letter dated January 10, 2024 was sent by the Exchange to the Company granting an opportunity of personal hearing to the Company, to make the submission/representation before Delisting Committee of the Exchange (meeting through video conferencing). An email was also sent by the Exchange to the Company and its promoters on January 10, 2024 on the email ids:

[investor@cbcspl.com](mailto:investor@cbcspl.com) ; [accounts.cbcs@arambhangroup.com](mailto:accounts.cbcs@arambhangroup.com) ;  
[alfred@arambhangroup.com](mailto:alfred@arambhangroup.com) ; [pooja@arambhangroup.com](mailto:pooja@arambhangroup.com) ;  
[pooja@aramangroup.com](mailto:pooja@aramangroup.com) ; [rajiv.mudaliar@arambhangroup.com](mailto:rajiv.mudaliar@arambhangroup.com) ;  
[alfred@arambhangroup.com](mailto:alfred@arambhangroup.com) ; [rajiv.mudaliar@arambhangroup.com](mailto:rajiv.mudaliar@arambhangroup.com) ;  
[aarthi@arambhangroup.com](mailto:aarthi@arambhangroup.com) ; [pooja@arambhangroup.com](mailto:pooja@arambhangroup.com) .

- bb. The notices were published in one English national newspaper viz., The Financial Express (all editions) dated January 11, 2024, one vernacular newspaper viz. Navshakti (in Marathi) dated January 11, 2024 and one Hindi national newspaper viz., Business Standard (all editions) dated January 11, 2024, inter alia, granting the Company a last and final opportunity to inform the Exchange whether it

wanted to avail a personal hearing before Delisting Committee of the Exchange. Further it was also stated that if no response was received from the Company within the stipulated timelines and in the prescribed mode, it would be presumed that the Company has waived the opportunity of being heard and the Delisting Committee shall be constrained to decide the matter, on an ex-parte basis and the Exchange shall proceed with the process for compulsory delisting. Further, it was specified that the Company may address a communication at the specified email id: [bse.delistscn@bseindia.com](mailto:bse.delistscn@bseindia.com) by January 15, 2024. The said notices were also disseminated on the Exchange's website.

cc. The email dated January 12, 2024 was also sent to the company and promoter/promoter group, informing the company about publication of aforesaid public notice dated January 11, 2024 in the newspapers.

dd. The Company vide email dated January 29, 2024 and January 30, 2024 had stated the following:

*"...This is with reference to the trail mail below for personal hearing to be granted to the company before the Delisting Committee of the Exchange.*

*We have had a technical issue with our servers and have been unable to receive emails as the servers were down. I have just received your email and humbly seek condonation of this delay to respond by 15 January to confirm our presence. I would be grateful if you would accord us an opportunity to be present for the personal hearing on 01 February, 2024 from 11 am to 1 pm...."*

- ee. A letter dated March 1, 2024 was sent by the Exchange to the Company granting an opportunity of personal hearing to the Company, to make the submission/representation before Delisting Committee of the Exchange (meeting through video conferencing). An email was also sent by the Exchange to the Company and its promoters on March 1, 2024 on the email ids: [accounts.cbcs@arambhangroup.com](mailto:accounts.cbcs@arambhangroup.com) ; [arambhan@gmail.com](mailto:arambhan@gmail.com) ; [arambhanpooja@gmail.com](mailto:arambhanpooja@gmail.com) . Further, in the aforesaid letter dated March 1, 2024, the Exchange had stated that the personal hearing was granted to the company before Delisting Committee in the meeting held on February 1, 2024 for which the company's confirmation for attending the personal hearing was not provided by the stipulated date and time. The Exchange had also inter-alia provided the details of pending compliances and outstanding dues to the company.
- ff. The Company vide email dated March 5, 2024 had stated the following:  
*"...With reference to the captioned subject, I hereby confirm our presence for the personal hearing scheduled on 1st April 2024 via video conference between 9 AM to 1 PM.  
Kindly acknowledge receipt of the same and provide us any next steps...."*
- gg. The Exchange Vide email dated March 28, 2024 had provided the details of link to the Company to join the meeting scheduled on April 1, 2024.
4. The matter of compulsory delisting of the Company was placed before the Delisting Committee on April 1, 2024.

5. On April 1, 2024, Mr. Mr. Mukesh Saraswat, Practicing Company Secretary, appeared before the Delisting Committee. Mr. Mukesh Saraswat, however inter-alia, submitted the following:
  - a. The Company is in the process of complying and to pay the outstanding dues. They are also in the process of compounding of dues.
  - b. The company sought 2 to 3 months of time to complete the process.
  - c. The Company is in negotiation and discussions with investors for revival of the company and to get the investments.
6. Rule 21 of SCRR prescribes various grounds for compulsorily delisting the equity shares of a listed company by the Exchange, one of which is continuation of suspension in the trading of the securities for a period of more than 6 (six) months.
7. The SCN, *inter alia*, states that the Company has failed to take steps to enable revocation of suspension in the trading of its securities and that the trading in securities had been suspended for more than 6 (six) months.
8. These facts have not been controverted.
9. Based on the aforesaid facts, the Delisting Committee observed that:
  - a. It is an admitted position that the trading in securities of the Company has remained suspended for a period of more than 6 (six) months in terms of Rule 21 of SCRR.
  - b. It is established that the Company has not complied with all the requirements for revocation of suspension in trading of securities of the Company at the Exchange.

Hence, the suspension in the trading of securities of the Company at the Exchange continues as on date thereby depriving the shareholders of the Company the facility of dealing in its securities. The public shareholding of the Company as per the last filing with the Exchange is 56.00%.

- c. The aforesaid facts indicate negligent conduct and lack of interest on the part of the Company in complying with its obligations and revoking the suspension in the trading of securities which happened in the year 2022.
- d. In terms of the requirements of the Delisting Regulations, IPN were published in one English national newspaper viz., The Financial Express (all editions) dated November 25, 2023, one Hindi national newspaper viz. Business Standard (all editions) dated November 25, 2023 and one vernacular newspaper viz. Navshakti (in Marathi) dated November 25, 2023, *inter alia*, informing about the proposal for compulsory delisting of the equity shares of the Company. However, the representations were received from the Company as stated above and representation submitted by the company during the meeting of Delisting Committee held on April 1, 2024.
- e. While the grounds for compulsory delisting are made out in light of the above facts, the Delisting Committee, as a last opportunity, considers it appropriate to grant the Company's request that time be granted to the Company to comply with requirements for revocation of suspension in the trading of securities of the Company in terms of the following order to which the Company has agreed.



**ORDER**

10. As per the request of and with consent of the Company and in exercise of powers vested with the Delisting Committee under Regulation 32 (2) of the Delisting Regulations, the following Order is passed:

- a) The Company shall comply with the following:-
  - i. Complete the pending compliances and formalities for revocation of suspension, including payment of processing fees, Annual Listing Fees, and reinstatement fees within three (3) months from the date of receipt of this Order by the Company.
- b) In case, the Company fails to comply with any of the aforesaid directions within the time stipulated, the securities of the Company shall automatically stand compulsorily delisted from the platform of the Exchange, in terms of Regulation 32 of Chapter V under the Delisting Regulations r/w Section 21A of the SCRA and the Rules, Bye-Laws and Regulations of the Exchange.
- c) The securities of the Company will stand compulsorily delisted with effect from the date mentioned in the notice issued by the Exchange on its website informing the market participants about the compulsory delisting of the securities of the Company.

Date: July 12, 2024

Sd/-  
Chairman

Sd/-  
Member



Sd/-  
Member

Sd/-  
Member

Sd/-  
Member

Sd/-  
Member