

ORDER PASSED BY THE DELISTING COMMITTEE OF BSE LTD. IN THE MATTER OF KD LEISURES 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 KD Leisures Ltd. ("**Company**") from the Exchange.
2. At the meeting held on June 24, 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. June 12, 2023 in terms of and in accordance with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 (erstwhile SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 3, 2018) on account of non-compliance for two consecutive quarters i.e., September 2022 and December 2022 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. 20230510-28 dated May 10, 2023.
- b. An email dated August 4, 2023 (“**advisory letter**”) was sent by the Exchange to the Company on its email id roc.viatl@gmail.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. April 24, 2023 and that the trading in the securities has been suspended w.e.f June 12, 2023. 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.

- c. 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.
- d. 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 March 18, 2024 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.
- e. 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 May 4, 2024, one Hindi national newspaper viz., Business Standard (all editions) dated May 4, 2024 and one vernacular newspaper viz., Navshakti (in Marathi) dated May 4, 2024, 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. 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 May 6, 2024.

- f. The Company vide email dated May 9, 2024 and May 16, 2024 had inter-alia stated the following:

"....This is in regards to Notice received from the Exchange dated 18th March, 2024 through E-mail for the delisting of Securities of the Company on BSE Limited pursuant to the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("Delisting Regulations").....

...In this regard we would like to draw your kind attention that company is actively in process of getting itself revive from suspension by complying all the mandatory compliances not done in past....

*....Moreover, we humbly submit that company has made all the compliances till date except compliances related to financial results which are under process & will upload the same on the exchange. Hence, we request you to grant us extension of further **30 days** to comply with the requirement of pending financial results.*

Kindly acknowledge the same & grant us requested time to complete the pending compliances....".

Further, the Company has provided the details of the compliance status.

- g. The Company vide email dated May 13, 2024 and May 16, 2024 has stated the following:

“...As per subject captioned above, we would like to apprise you of the fact that company is in the process of completing all the compliances & almost completed the quarterly submissions with exchange except quarterly & yearly financial results. Furthermore, company is in the process of preparation results for further submission on the exchange.

Moreover, we humbly submit that the company will complete all the compliances & subsequently move for Revocation for Suspension because adherence to all the compliances is the pre-requisite of our Revocation Application.

*Hence, we request you to grant us extension of further **30 days** to comply with the necessary requirement.*

Kindly acknowledge the same & grant us requested time to complete the pending compliances....”

- h. A letter dated June 5, 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 on June 5, 2024 on the email ids: roc.viatl@gmail.com ; roc.viatl@gmail.com; roc.viatl@gmail.com . Further, the Exchange had inter-alia provided the details of pending compliances and outstanding dues to the Company.

i. The notices were published in one English national newspaper viz., The Financial Express (all editions) dated June 8, 2024, one vernacular newspaper viz. Navshakti (in Marathi) dated June 8, 2024 and one Hindi national newspaper viz., Business Standard (all editions) dated June 8, 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 by June 11, 2024. The said notices were also disseminated on the Exchange's website.

j. The Company vide email dated June 10, 2024 had stated the following:

"...With reference to BSE letter received dated 5th June, 2024, for personal hearing to be granted before the Delisting Committee of the Exchange, we have authorized M/s Vikas Verma & Associates in respect of this matter, they mailed you for the confirmation on the attendance of personal hearing of the Company.

We are requested to please consider their Confirmation and provide a link to them to attend the hearing before the Delisting Committee of the Exchange.

Further, we have attached herewith the letter of authorization in respect of authorization of M/s Vikas Verma & Association to present/appear and coordinate with your good office in the aforesaid matter.....”

- k. The Exchange vide email dated June 11, 2024 had provided the format of letter of authority to the company and sought the letter of authority in the prescribed format on company letterhead for authorizing M/s Vikas Verma & Associates to represent the company KD Leisures Limited before the Delisting Committee in its meeting scheduled on June 24, 2024.
- l. The Company vide email dated June 20, 2024 had submitted the letter of authority in the prescribed format and stated the following:

“.....With reference to BSE letter received dated 5th June, 2024, for personal hearing to be granted before the Delisting Committee of the Exchange, we have authorized Mr. Vikas Kumar Verma and Mrs. Ruchi Gupta on behalf of M/s Vikas Verma & Associates in respect of this matter.

We are requested to please consider their Confirmation and provide a link to them to attend the hearing before the Delisting Committee of the Exchange.

Further, we have attached herewith the letter of authorization in respect of authorization of Mr. Vikas Kumar Verma and Mrs. Ruchi Gupta on behalf of M/s Vikas Verma & Associates to present/appear and coordinate with your good office in the aforesaid matter.

Further note that Mr. Mandeep Singh Thukral, Managing Director of KD Leisures Limited will represent the company and request you to share the separate link on Email ID: mac.thukral@gmail.com....”

- m. The Exchange Vide email dated June 21, 2024 had provided the details of link to the Company to join the meeting scheduled on June 24, 2024.
4. The matter of compulsory delisting of the Company was placed before the Delisting Committee on June 24, 2024.
5. On June 24, 2024, Mr. Mandeep Singh Thukral (Managing Director) and Ms. Ruchi Gupta, (Authorised Representative of the company), appeared (through video conference) before the Delisting Committee and inter-alia, submitted the following:
 - a. The Company is in the process of completing all the compliances.
 - b. The company sought time till July 2024 to complete the pending compliances.
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 100%.
- 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 2023.
- 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 May 4, 2024, one Hindi national newspaper viz. Business Standard (all editions) dated May 4, 2024 and one vernacular newspaper viz. Navshakti (in Marathi) dated May 4, 2024, *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 June 24, 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, SEBI SOP fines and reinstatement fees within two (2) 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: August 22, 2024

Sd/-
Chairman



Sd/-
Member

Sd/-
Member

Sd/-
Member

Sd/-
Member