

ORDER PASSED BY THE DELISTING COMMITTEE OF BSE LTD. IN THE MATTER OF PAWANSUT HOLDINGS 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 Pawansut Holdings 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. October 8, 2020 in terms of and in accordance with 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., December 2019 and March 2020 with Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 (“**DP Regulations**”). The said suspension was notified on the Exchange’s website vide notice no. 20200916-51 dated September 16, 2020.
- 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. An email dated December 21, 2020 (“**advisory letter**”) was sent by the Exchange to the Company on its email id pawansutholdingsltd@gmail.com ; stating inter-alia, that the Exchange had informed the Company about its non-compliance with the provisions of Regulation 76 of DP Regulations, the quantum of fines payable and the further action that would be initiated pursuant to SEBI circular dated May 3, 2018, 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. September 01, 2020 and that the trading in the securities has been

suspended w.e.f October 8, 2020. The provisions of SEBI circular dated May 3, 2018 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 February 8, 2021 had inter-alia advised the company to refer the Policy for exemption of fines detailing the reasons for waiver / reduction of fines levied as per the provisions of SEBI SOP circular, disseminated on the Exchange website at the following link:

https://www.bseindia.com/downloads1/Policy_for_Exemption_of_Fines_SOP.pdf

The Exchange had advised the company to submit its application for waiver of SOP fines only after complying with the said Regulations.

- e. The Exchange vide email dated November 25, 2021, informed the Company about revision in processing fees and reinstatement fees for revocation of suspension in trading of securities of the Company w.e.f. January 01, 2022.
- f. 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 June 28, 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.

- g. The Exchange vide email dated June 5, 2023 had provided the pending compliances and outstanding dues to the company. The Exchange had informed the company that the application and checklist for revocation of suspension is available at the Exchange website. Link for the same was also provided as below:

<https://www.bseindia.com/Static/about/Revocation.aspx>

The Exchange had also requested the company to submit the application / documents through Listing Centre. 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 the application for revocation of suspension is to be file online through Listing Centre (online portal).

- h. The Exchange vide email dated June 27, 2023 had informed the company to submit the application for revocation of suspension 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. Link for the same was also provided as below:

<https://www.bseindia.com/Static/about/Revocation.aspx>

Further, the Exchange had informed the company that the application for revocation of suspension is to be file online through Listing Centre (online portal).

- i. The Exchange vide email dated July 11, 2023, October 7, 2023 and October 16, 2023 had requested the company to provide the respective documents/details at the earliest and requested the company to apply for revocation 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.
- j. 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. 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.

- k. 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: pawansutholdingsltd@gmail.com; JINDAL21@HOTMAIL.COM; jindal21@ymail.com; jindal21@ymail.com; aj.aamchiii@gmail.com.
- l. 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 by January 15, 2024. The said notices were also disseminated on the Exchange's website.

m. 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.

n. The Company vide email dated January 31, 2024 had stated the following:

".....This reply pertains to the Public Notice issued by BSE Limited, published in the newspaper dated 11.01.2024 regarding the grant of personal hearing before the Delisting Committee of the Exchange. Firstly, we would like to thank you for providing us with an opportunity to explain our position during the personal hearing.

We would like to confirm our attendance for the personal hearing scheduled to be held on February 01, 2024 through video conferencing. We understand the seriousness of the matter and importance of this hearing and we assure you that we will be present on the given date and time.

Secondly, we would like to request your kind consideration in condoning the delay in making our reply to the show cause notice with respect to attendance. We apologize for the delay and assure you that it was due to unforeseen circumstances that were beyond our control. The delay was partly due to the ongoing construction work in the locality of the office, which resulted in limited working hours and disruption in the normal functioning of the business. Additionally, the compliance officer had also been dealing with a health issue that impacted her ability to respond to the notice in a timely manner.

Further, we will submit our representation on this matter before the commencement of hearing.

We request you to take a lenient view and consider my reply.

We look forward to the personal hearing and resolving the matter at the earliest.

Thank you for your understanding and cooperation.....”

- o. Subsequently, the Company vide email dated January 31, 2024 had submitted the authorisation letter with board resolution in favour of Mr. Sourabh Gupta (Practising Company Secretary) to represent the company.
- p. The Delisting Committee in its meeting held on February 1, 2024 had noted that the company had responded, seeking opportunity of personal hearing post the cut-off date, for confirming availing of the personal hearing before the Committee.
- q. Subsequently, 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 the 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: jiindal21@ymail.com .
- r. The Company vide email dated March 4, 2024 had stated the following:

“.....We would like to confirm our attendance for the personal hearing scheduled to be held on April 01, 2024 through video conferencing. We understand the seriousness of the matter and importance of this hearing and we assure you that we will be present on the given date and time.

Further, we are attaching following documents:

- 1. Board Resolution authorizing to attend the hearing*
- 2. Authority Letter, authorizing CS Sourabh Gupta to attend the hearing*
- 3. Written Submission before the delisting committee.*

We look forward to the personal hearing and resolving the matter at the earliest.

Thank you for your understanding and cooperation.....”

- s. Further, the Company vide email dated March 4, 2024 enclosing the letter dated January 31, 2024 had stated the following:

“.....I am writing this requisition letter on behalf of Pawansut Holdings Limited(hereinafter referred as "the company") to request that not to proceed with the compulsory delisting of the Company from the exchange.

The management of the company understand that the BSE has certain regulatory and disclosure requirements that must be complied with in order to maintain the listing on exchange. The company has made all efforts to comply with these requirements, however couldn't succeed due to a number of unforeseen circumstances, the management was unable to comply with the necessary compliances in the recent past years.

The first reason is COVID-19 pandemic, which has affected the global economy and has created unprecedented challenges for businesses around the world. Our company, like many others has been impacted by the pandemic and its resulting economic fallout. The restrictions on movement and economic activity have affected our operations and financial performance, making it difficult for us to fulfil

the compliance requirements. In addition, a number of key personnel of the company have faced health issues that have further impacted its ability to comply with the BSE regulations. There were also some internal conflicts among the key personnel, this affected the company's ability to maintain good governance practices. Also, the non-compliances had minimal harm and impact to investors or other stakeholders and on the market. The company took steps to mitigate the impact of the key personnel's issues such as hiring temporary staff and implementing contingency plans.

In addition to this, due to the unfortunate circumstance, Mr. Pradeep Kumar Jindal, Promoter and Owner of the Company, who plays a pivotal role in the successful conduct of the Company affairs over the years, is currently experiencing significant mental stress due to personal reasons, it is important to note that some legal proceedings involving certain family members of the Directors are currently ongoing in the High Court. The intricacies of these legal matters have inadvertently disrupted the availability and focus of our directors, making it increasingly challenging to do listing compliances.

Afterwards, key member of the promoter's family had been hospitalized for an extended period and later on got expired. The death in the family was traumatic and emotionally challenging experience. The promoter family needed time to address the emotional impact of the loss. The company also suffered from financial breakdown due to various factors, company was struggling hard to comply with the listing requirements due to lack of funds.

Despite these challenges, the company has taken steps to ensure that it complies with the necessary compliances going forward. The company has reviewed its processes and put in place measures to address the areas where it was previously non-compliant. It has also taken steps to ensure that the personnel of the company are healthy and able to focus on the necessary work to meet the regulatory requirements. Additionally, the company has recently engaged the industry experts and consultants to get the guidance and support for making the compliances done within time.

The company understands the importance of compliance with the BSE regulations and the value that it brings to company's investors, stakeholders, and the market as a whole. The management of the company acknowledges that our past non-compliance is not in line with the expectations of the exchange and the investing public. However, the management of the company assures you that they are committed to improve their compliance standards and ensuring that they will meet all the necessary requirements.

The Company has done all the listing compliances since the date when it got listed with the exchange except for the preceding 3 years. The Committee must consider the past track record of compliances before passing any order. We further request you to provide a time period of 60 days to make all the default good which was committed during recent years.

I, on behalf of the company, request the exchange to consider our submission which was beyond our control and also consider our commitment in regard to make

compliances done within the time asked for, i.e. 60 days and to improve the compliance standards of the company and granting the Company, an opportunity to continue its listing on the BSE. The management understand the seriousness of the situation and the need to maintain the integrity of the exchange. The management assure you that they will make every effort to comply with all necessary requirements in the future and request to grant the time as requested to complete all non-compliances.

The company is committing to maintain a strong and positive relationship with the BSE. If there are any areas where we need to improve, we would appreciate your guidance and support in ensuring that it remain in compliance.

In conclusion, the company would like to thank the BSE for their support and to understand our situation during this challenging time. We hope that you will consider our request and request you to take a lenient view against the action you are going to take and allow the company to continue its listing on the exchange. Please let us know if there are any additional steps we need to take or information we need to provide in order to resolve this issue.....”

- t. 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. Sourabh Gupta (Practising Company Secretary), appeared before the Delisting Committee and inter-alia, submitted the following:

- a. The Company had sought two months of time to comply and pay the outstanding dues.
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. The Company is non-compliant with the following critical regulations of SEBI LODR, Regulations.
 - i. Regulation 27(2):- Corporate Governance Report
 - ii. Regulation 31:- Shareholding Pattern
 - iii. Regulation 33:- Quarterly Results
 - iv. Regulation 34:- Annual Report
 - v. Information on the Reconciliation of Share Capital Audit Report.
 - c. 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 88.90%.

- d. 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 2020.
- e. In terms of the requirements of the Delisting Regulations, IPNs 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 the Delisting Committee held on April 1, 2024.
- f. 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, reinstatement fees and SEBI SOP fines 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