

**ORDER PASSED BY THE DELISTING COMMITTEE OF BSE LTD. IN THE MATTER OF SIDDHARTH EDUCATION 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 Siddharth Education 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. February 03 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., June 2019 & September 2019 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. 20200110-54 dated January 10, 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. A letter dated February 20, 2020 (“**advisory letter**”) was sent by the Exchange to the Company on its email id:- [siddharth\\_academy@yahoo.co.in](mailto:siddharth_academy@yahoo.co.in); 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 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. December 26, 2019 and that the trading in the securities has been suspended w.e.f February 03, 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 company vide email dated July 25, 2020 requested the Exchange to provide outstanding dues and pending compliances of the Company.
- e. The company vide emails dated September 25, 2020 and October 05, 2020 interalia stated the following:-

*"....Our company Siddharth Education Services Limited is listed on SME platform of BSE Limited. Equity shares of our company was suspended from trading for non-compliance with provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide notice no 20200110-54 dated 10 Jan 2020. we want to revoke the suspension on our equity shares and in this regard we request you to guide us on how we can revoke the suspension and what all documents shall be required for our side. Please enlighten us the entire process..."*

- f. The Exchange vide email dated October 05, 2020 provided details of pending compliances alongwith payment of outstanding dues to the Company.

g. By an email dated October 28, 2020, addressed to the Company, the Exchange inter alia informed that the Company had failed to take steps necessary for revocation of suspension and afforded the Company a last and final opportunity to complete the formalities for revocation of suspension within one (1) month, and listed the pending compliances. The Company was informed that suspension of trading in the securities of a company for more than 6 months would attract the relevant provisions of law for compulsory delisting.

h. The company through its consultants vide emails dated November 26, 2020 and December 16, 2020 stated the following:-

*“Please find attached revised application on behalf of Siddharth Education Services Ltd. for revocation of suspension dated 24th November, 2020. Also, we have attached the details of fees payment made (Net of TDS). Request you to please expedite this matter. If you need any further clarification or documents please feel free to ask, we give our commitment to provide the same.”*

i. The company vide email dated December 17, 2020 inter alia stated the following:-

*“.....the Company had to pay Rs. 9,03,054 (fines and ALF). Please note the Company had paid Rs. 78,936/- (Net of TDS amount comes to 71,713) on 26.11.2020. The Balance of Rs. 8,24,120 ( Net of TDS amount comes to 741708) was paid yesterday i.e. 16.12.2020 via NEFT 00009968. Request you please acknowledge the receipt of the same and let us know further details, documents required, if any from the Company's side. Further, under the current lockdown situation due to Covid 19, the business income of the Company has fallen and the*

*severe health issues of the promoter has worsened the situation to a greater extent.*

*Even after losses and facing difficult times, the promoters have been putting their best efforts to revive the business. In these circumstances, the promoters urge you to wave at least 50% of the fines paid.*

*Kindly consider the above and treat this as an application files requesting waiver of fines/penalties paid....”*

- j. The Exchange vide email dated February 11, 2021 informed the company of proposed virtual site visit on February 17, 2021 at 12:00 noon. The company was requested to keep the list of documents provided, ready for inspection and was also requested to have Key Management Personnel (KMP) along with the Company Secretary/Compliance Officer present during the site visit.
- k. The company vide email dated February 16, 2021 provided its confirmation for virtual site visit.
- l. The company vide email dated February 17, 2021 submitted Income Tax Return for the Assessment Year 2020-21 and requested to know whether any further documents are required from Company’s side.
- m. The Exchange vide email dated February 18, 2021 requested to provide documents viz. details of Male and Female Employees in the Company and photos as mentioned during site visit. The company further requested to provide exact amount of payment to be made towards SOP Fines.

- n. The company vide email dated February 18, 2021 provided the details requested vide Exchange email dated February 18, 2021 and requested to expedite the procedure for relisting.
- o. The company vide email dated February 22, 2021 requested to provide exact amount of payment to be made towards SOP Fines.
- p. The company vide email dated March 01, 2021 requested to provide the amount of SOP fines payable by the company.
- q. The Exchange vide email dated March 01, 2021 provided the requisite fine details to the company.
- r. The Exchange vide email dated March 08, 2021 details of pending compliances for revocation of suspension and outstanding dues to the company.
- s. The Exchange vide email dated May 04, 2021 provided invoice w.r.t revocation processing fees paid by the company.
- t. 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.
- u. 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 December 27, 2021 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.

v. The company vide email dated August 03, 2022 interalia stated the following:-

*"...We moved application for revocation of suspension in trading, on November 24, 2022.*

*We had complied with all the mandatory listing compliance till that date.*

*According to your procedure, you organised Site Visit to our Registered Office on February 17, 2021 through your officers Mrs. Sonali Kurhade and Mr. Manish Raval.*

*The requirements in relation to that were also complied on 17th and 18th February, 2022.*

*The only point we could not fully complied with, was in relation to payment of fines and penalties. Out of approximate amount of 22 lakh at that time we could pay around 10,00,000 and for the balance we requested for waiver.*

*The request was made through mails, however, we could not elicit a positive response from you on that.*

*Our company was mainly operating commercial coaching for the candidates appearing for CA, CS and CMA exams through its classrooms in various sub-urban*

*areas of Mumbai. The said activity was severely dented due to Covid-19 and paralysed the business activities. The existing debt burden spiralled and we could not get enough support from the banks and financial institutions regarding restructuring of our loans. The company, in the meantime monetised its assets to reduce the debt burden and on the path of recovering from the set back, which was given by unforeseen circumstances.*

*We are now able to negotiate terms with a financial institute and bring on board some more long term funds so that the economic blow will be pared. We request you to cooperate by granting us 60 to 90 days to resolve the matter. We ensure complete compliance within this period. Our special request for granting some waiver from penalties and fines be considered as the situation was beyond our control.*

*Kindly revert on the issue positively. Your help in the matter will be a big and historic step in achieving the long-term objectives of this company. We also specially request you as there are very few quality institutions pan India which are into quality education at this professional level. Hence this special request.”*

- w. A letter dated September 23, 2022 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 September 23, 2022 on the email ids: siddharth\_academy@yahoo.co.in; maheshphalodi@gmail.com



deepikadk2910@gmail.com; reenases1130@gmail.com;  
dilipsk0802@gmail.com; vinsb21@gmail.com; vinsb21@gmail.com;  
deepadk2012@gmail.com.

- x. The company vide email dated September 28, 2022 provided its confirmation on attending the personal hearing before the Delisting Committee meeting.
- y. The Exchange vide email dated October 21, 2022 informed the company that instead of hearing before the Delisting Committee on October 28, 2022, a hearing would be scheduled before the Request Review Committee of the Exchange, the date and time of which would be communicated separately.
- z. The Exchange vide email dated November 15, 2022 requested the company to submit written representation to be submitted before the Request Review Committee of the Exchange by November 17, 2022.
- aa. The Exchange vide email dated November 25, 2022 provided the company an opportunity of personal hearing before the Request Review Committee of the Exchange at its meeting scheduled on December 2, 2022.
- bb. The Exchange vide email dated November 30, 2022 informed the company about the due date and time to confirm its attendance and provide through email the names and contact details of persons who would be attending the meeting through video conferencing on behalf of the company.
- cc. The Exchange vide email dated December 1, 2022 provided details to the company to join the meeting through Webex.

- dd. The Company appeared before the Request Review Committee of the Exchange in its meeting held on December 02, 2022 and submitted its representation.
- ee. The Committee after considering the facts of the case and the submissions made by the company during the personal hearing, decided that the company be advised to complete all the formalities for revocation including payment of dues within 2 weeks from the date of the Exchange communication.
- ff. The Exchange vide email dated December 19, 2022 informed the company about the decision of the Request Review Committee and accordingly the company was provided pending compliances for revocation of suspension alongwith outstanding dues and was advised to complete the same within 2 weeks from the date of the Exchange communication.
- gg. 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.

hh. 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.

ii. 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.

jj. The company vide email dated January 15, 2024 stated the following:-

*"This is with reference to your mail dated 10/01/2024 regarding "Personal hearing to be granted before delisting committee if the exchange"*

*We are pleased to state that we have accepted this opportunity through video conferencing as it will be a great opportunity for all the stakeholders, for everyone's benefit, including that of BSE LTD.*

*We are awaiting the details of video conferencing as stated in the opportunity mail.*

*We request you to update us on all the pending compliances for removal of suspension of the company along with pending fees and penalties if any so that we will be prepared to attend the hearing.”*

- kk. The Exchange vide email dated January 17, 2024 had provided the details of pending compliances along with outstanding dues to the company.
- ll. The Exchange vide email dated January 29, 2024 informed the company that company's matter would be placed in subsequent meeting of the Delisting Committee the date of which would be informed to the Company well in advance.
- mm. The Exchange vide email dated January 31, 2024 requested the company to refer Exchange vide email dated January 17, 2024 and submit the documents/details at the earliest and also apply for revocation of the Company through Listing Centre.
- nn. The company vide email dated January 31, 2024 responded to Exchange email stating that it will update on the email at the earliest.
- oo. The Exchange vide email dated February 15, 2024 sent a reminder email to the company on its email dated January 31, 2024.

pp. 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: vinsb21@gmail.com; 'siddharth\_academy@yahoo.co.in.

qq. The Company vide email dated March 6, 2024 enclosing the letter of even date had stated the following:

*“...This is with reference to the letter dated 1.3.2024 received via email, allowing us a last chance for personal hearing before Delisting Committee of the exchange, We are pleased to state that we have accepted this opportunity through video conferencing as it will be a great opportunity for all the stakeholders, for everyone's benefit, including that of BSE LTD*

*We are awaiting the details of video conferencing as stated in the opportunity mail.”*

rr. The Exchange vide email dated March 26, 2024 had informed the company that the Exchange was yet to receive details of persons who would be representing the Company before the Delisting Committee at its meeting scheduled on April 01, 2024. The Exchange had requested the company to submit the letter of authority in the prescribed format on company letterhead authorizing persons to represent the company before the Delisting Committee in its meeting.

- ss. 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.
- tt. The Company vide email dated March 28, 2024 provided its confirmation for attending the personal hearing before the Delisting Committee at its meeting held on
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. Vinay Bhagwat (Promoter), appeared (through video conferencing) before the Delisting Committee. Mr. Vinay Bhagwat, *inter-alia*, submitted the following:
    - a. The compliances are ready but pending for uploading.
    - b. The Company sought time of 1 month to comply.
    - c. After Covid, the classroom coaching halted and the resumption of the same has been the issue.
    - d. The company is liquidating the assets, and that process takes time and therefore sought 3 to 6 months of time for the payment of 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 31:- Shareholding Pattern
    - ii. Regulation 33:- Quarterly Results
    - iii. Regulation 34:- Annual Report
    - iv. 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 44.05%.
  - 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, SEBI FOP Fines and reinstatement fees within four (4) 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