

**ORDER PASSED BY THE DELISTING COMMITTEE OF BSE LTD. IN THE MATTER OF TULIP STAR HOTELS 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 Tulip Star Hotels Ltd. ("**Company**") from the Exchange.
2. At the meeting held on January 05, 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 09, 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 & March 2020 with Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said suspension was notified on the Exchange's website vide notice no. 20200917-45 dated September 17, 2020.
- b. An email dated December 21, 2020 ("**advisory letter**") was sent by the Exchange to the Company on its email id : [shanimit@yahoo.com](mailto:shanimit@yahoo.com) stating inter-alia, that the Exchange had informed the Company about its non-compliance with the provisions of Regulation 31 of DP Regulations, the quantum of fines payable and the further action that would be initiated pursuant to SEBI circular dated January 22, 2020 (erstwhile 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 2, 2020 and that the trading in the securities has been suspended w.e.f. October 09, 2020. The provisions of SEBI circular dated January 22, 2020 (erstwhile SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 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.

- c. By an email dated January 25, 2021 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 an opportunity to complete the formalities for revocation of suspension within 1 (one) 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.
- d. 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.
- e. 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.
- 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 dated June 28, 2022 was issued to the Company by the Exchange (“**SCN**”) 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. In response to SCN issued to the company, the Company vide email dated July 7, 2022 submitted its reply which stated the following:-

*"We are in receipt of the aforesaid SCN which is issued for various non-compliances and we wish to state as follows:-*

- 1. The Shares of the Company have been listed since June 1995 and it can be seen from past records that Company had always complied its Listing Obligation within time till the Quarter Ended March 2020.*
- 2. COVID-19 coupled with the Litigation/ CIRP initiated in Promoter[Group/ Associated companies are the main reason for the delayed compliances.*

3. *The Company is only having handful of employees who are now burdened with the work of Promoter/ Group/ Associated companies.*

*This one more cause of the delayed compliances.*

*We are working towards completing delayed compliances and as such we request you to grant us time till 31<sup>st</sup> August 2022 to do complete the delayed Compliances.*

*You are kindly requested to consider our above request.”*

h. The company vide email dated July 11, 2022 replied and interalia stated the following:-

*“...With reference to the SCN and our reply dated 06th July 2022 sent via trailing mail as well as hand delivered, we request you to kindly grant us personal hearing in this matter at the earliest....”*

i. 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 June 24, 2023, one Hindi national newspaper viz., Business Standard (all editions) dated June 24, 2023 and one vernacular newspaper viz., Navshakti (in Marathi) dated June 24, 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 June 26, 2023.

- j. In response to the IPN issued by the Exchange, the Exchange did not receive any representation. Nor did the Company initiate any steps for revocation of suspension in the trading of equity shares of the Company.
- k. Status update on company's compliances was placed before the Request Review Committee in its meeting held on August 21, 2023. The Committee after considering the facts of the case noted that sufficient time was given to the Company to comply and complete the formalities for revocation of suspension, the same were not complied with. In view thereof the Committee decided that company may be granted personal hearing before the Delisting Committee.
- l. A letter dated September 21, 2023 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 21, 2023 on the email ids:  
SNEHSADANLTD@GMAIL.COM; ravi.mohite@tulipstar.com;  
LIZINVESTMENTPVTLTD@GMAIL.COM; CAMRUDULKEJDIWAL@GMAIL.COM;  
rashmi.jain@coxandkings.com; COMPLIANCE@COXANDKINGS.COM;  
ip.coxandkings@excedor.com; complianceofficer@tulipstar.com;  
shanimit@yahoo.com.

- m. The notices were published in one English national newspaper viz., The Financial Express (all editions) dated September 23, 2023, one vernacular newspaper viz. Navshakti (in Marathi) dated September 23, 2023 and one Hindi national newspaper viz., Business Standard (all editions) dated September 23, 2023, 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 September 27, 2023. The said notices were also disseminated on the Exchange's website.
- n. The email dated September 25, 2023 was also sent to the company and promoter/promoter group, informing the company about publication of aforesaid public notice dated September 23, 2023 in the newspapers.
- o. In response to Exchange email dated September 25, 2023 the Company vide email dated October 20, 2023 stated the following:-
- “with reference to the following mail calling representatives of Tulip Star Hotels for a personal hearing on 20th October, I apologise for our delay in response .*

*I am 92 years old and due to my physical condition I am unable to attend the hearing scheduled for today. My colleague Mr Anantharaman CFO who was to attend the meeting had to go to Delhi on short notice to attend a Court Hearing.*

*We are sorry we are unable to attend today due to circumstances beyond our control and apologise for the inconvenience caused to you and the committee members and request you to give an alternate date for a personal hearing.....”*

- p. The Delisting Committee at its meeting held on October 20, 2023 noted that company has responded seeking opportunity of personal hearing post the cut-off date for confirming attendance before the Committee for a personal hearing.
- q. The Committee acceded to the request of the company for an adjournment and decided that one more opportunity of personal hearing may be granted to it.
- r. A letter dated December 13, 2023 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).
- s. The Company vide email dated December 16, 2023 stated the following:-  
*“..With reference to the trailing mail below and your letter dated 13 December 2023, our Group CFO, Mr. A S Anantharaman will be present at the personal hearing on 5th January 2024 from 11.30 till 1.30 pm.*  
*We thank you for giving us this opportunity for a personal hearing.”*



4. The Exchange vide email dated January 4, 2024 provided details to the company to join the meeting through Webex.
5. The matter of compulsory delisting of the Company was placed before the Delisting Committee on January 05, 2024.
6. On January 05, 2024, Mr. A S Anantharaman Group Chief Financial Officer, appeared before the Delisting Committee and inter-alia, submitted the following:
  - a. The Company was held by Cox and Kings Limited to the tune of 35% equity.
  - b. Post 2019, the company was facing issues pertaining to Cox and Kings Limited.
  - c. There are various non-compliances in the company.
  - d. The company sought time till June 2024 to complete the pending compliances.
7. 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.
8. 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.
9. These facts have not been controverted.
10. 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
  - 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 43.03 %.
- 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 June 24, 2023, one Hindi national newspaper viz. Business Standard (all editions) dated

June 24, 2023 and one vernacular newspaper viz. Navshakti (in Marathi) dated June 24, 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 meeting held on January 05, 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**

11. 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 four (4) months from the date of receipt of this Order by the Company.
- b) In case, the Company fails to comply with 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: April 25, 2024

Sd/-  
Chairman

Sd/-  
Member

Sd/-  
Member

Sd/-  
Member

Sd/-  
Member

Sd/-  
Member