

ORDER PASSED BY THE DELISTING COMMITTEE OF BSE LTD. IN THE MATTER OF GLOBAL KNITFAB LTD. FOR COMPULSORY DELISTING UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2009, 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 22 of Chapter V under the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (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 Global Knitfab Ltd. ("**Company**") from the Exchange.
2. At the meeting held on October 20, 2023 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 including 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. September 10, 2001 on account of non-compliance with clauses of erstwhile Listing Agreement. The said suspension was notified on the Exchange's website vide notice no. 97623/2001 dated September 3, 2001.
- 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. By an email dated January 17, 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 an opportunity to complete the formalities for revocation of suspension within three (3) months 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. Vide Exchange email dated February 14, 2020 the company was requested to complete the revocation formalities within the timeline as mentioned in the Exchange email dated January 17, 2020 failing which the Exchange would initiate the procedure for compulsory delisting as per provisions of SEBI Delisting Regulations, 2009.

- e. In response to Exchange email dated January 17, 2020 the company vide email dated April 7, 2020 stated the following:-

“As per our telephonic conversation, we are reverting back with your mail dated 17.01.2020 regarding formalities to be done for revocation of suspension including completion of pending compliances etc.

In that mail 90 days period was given to complete it. If we calculate this , 90 days will come to an end on 17th April 2020. But looking into country’s current condition of lockdown we don’t have any access now to work on such compliances. Whatever was in our hand to do with compliances, we had provided our 100% to complete such formalities. So we would like to request you to extend the time period for 60 days post lockout to complete the formalities of revocation.”

- f. Further, by email dated September 1, 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 an 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.
- g. The Exchange had vide email dated October 6, 2020 once again granted time of one(1) month to the company to complete the formalities for revocation.

It was further stated that no further extension of time will be granted to the company beyond November 6, 2020.

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 dated December 21, 2020 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 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 January 04, 2021 stated the following:

“We are in receipt of your show cause notice for compulsory delisting of the securities, we submit as follows:

1. The compliances as desired in e mail dated 01/09/20 and 06/10/20 has been complied by the company , the pending compliances are being done.

Due to change’ in different files that are loaded electronically on the

website , there were certain obstacles in uploading the files. The same has been addressed by the company now.

- 2. The company is taking necessary steps to complete the pending compliances and is sure to complete the formalities in next 45 days.*
- 3. Due to reasons of COVID and work from home features the compliances got delayed and the same is regretted. The offices of auditors and company secretary had not been working regularly resulting in delay of compliance. Thus we request you to accord some time for compliance on this account.*
- 4. Regarding the pending fee of BSE , we could not pay in the current year due to reasons of COVID , as the company is into readymade garment business and the same has taken a hit for the last 10 months , a lot of funds are stuck in inventory and receivables. The business is the worst hit segment .*
- 5. We would definitely avail the opportunity of personal hearing before the delisting committee .*
- 6. We request you to accord us an opportunity for personal hearing as per your convenience.*
- 7. The amounts paid in the past to BSE has not been accounted by BSE in their book of accounts and we would like to present the facts in personal hearing. The invoices for those amounts are also not available to us on the GST site.*

8. The promoters are going through a tight financial situation and thus restricted to contribute to the company for payment of BSE dues.

We thus request you to grant us personal hearing while we put our best to comply with the pending matters in due course of time.

- j. Subsequently, the Exchange vide email dated February 19, 2021 informed the Company that the Delisting Committee of the Exchange in its Meeting held on February 13, 2021 considered the representation submitted by the Company in reply to the SCN dated December 10, 2020 issued by the Exchange and decided to grant time of two months from the date of the communication i.e. on or before April 20, 2021 to complete the formalities for revocation of suspension. The Company was informed that if the Company fails to complete the formalities within two months from the date of the communication i.e. on or before April 20, 2021, the Exchange would proceed with the compulsory delisting of the company as per provisions mentioned under SEBI (Delisting of Equity shares) Regulations, 2009.
- k. Further, vide Exchange email dated April 8, 2021 the Company was once again advised to complete the formalities for revocation of suspension which would inter-alia include redressal of investor complaints, payment of outstanding dues if any, completion of pending compliances, as per SEBI Listing Regulations, 2015. It was further informed that no extension of time would be granted to the Company to complete the formalities for revocation of suspension and the Exchange would initiate the process for Compulsory

Delisting as per the provisions of SEBI (Delisting of Equity Shares) Regulations, 2009 (Delisting Regulations).

- l. The company vide email dated April 13, 2021 stated the following:-

“We are in receipt of your mail and are to inform that the exchange decision on our reply to the show cause notice was not sent on our official mail id.

Thus the matter escaped our attention. We are working on the compliances and shall be complete within 15/05/2021. As far as payment of fee is concerned, we shall also start making payment in first week of May,2021 and complete all pending payment by June 30,2021.Looking at the above and the present COVID situation , you are requested to give us time till 30/06/21. Please take note of the mail id as our only official mail ids. The other mail ids were being managed by previous employees and are no more in our reach.”

- m. The Exchange vide email dated July 27, 2021 giving reference of company representation dated April 13, 2021 requested to submit a detailed breakup providing the timelines within which the company expects to comply with the pending formalities for revocation of suspension and pay the outstanding dues including Exchange dues and SEBI SOP fines levied on the company if any. The company was requested to provide the sought details within 5 days from receipt of the communication.
- n. The Exchange vide email dated August 9, 2021 requested to submit reply on Exchange mail dated July 27, 2021.

o. The company vide email dated August 9, 2021 replied and stated the following:-

“In reference to the trailing mail. We would like to submit as follows:-

- 1. The mail dated 27/7 was not received at our end and hence delay in reply.*
- 2. We request you to give us time till 16/08/21 for a formal reply and plan for completion of pendency and firm plan for making the payment against dues of the stock exchange.”*

p. The company vide email dated August 18, 2021 submitted its reply, however the attachment in the email was not in readable format.

q. The Exchange vide email dated August 30, 2021 responded to company mail informing that file enclosed in company mail could not be opened and thus company was requested to resend the same in readable format.

r. Vide Exchange emails dated September 21, 2021 and October 06, 2021 the company was requested to resubmit the file sent by the company in its email dated August 18, 2021.

s. The company had vide email dated October 20, 2021 resent the file sent in its email dated August 18, 2021, the same could also not be opened.

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. The Exchange vide email dated January 5, 2022 once again informed the company that file enclosed in company mail could not be opened and thus company was requested to resend the same in readable format.
- v. The Exchange vide email dated January 17, 2022 informed the Company about granting of an opportunity of personal hearing to the Company before the Internal Committee.
- w. The Exchange vide email dated January 19, 2022 provided details of pending compliances to be complied with by the company for revocation of suspension in trading of its securities.
- x. The Company vide email dated January 20, 2022 requested to provide link of the meeting scheduled on January 21, 2022.
- y. The Exchange vide email dated January 20, 2022 provided details of link to join the meeting scheduled on January 21, 2022.
- z. The Company appeared before the Request Review Committee of the Exchange in its meeting held on January 21, 2022 and inter-alia, submitted the following:
 - i. The company sought time of 6 months to complete the formalities of revocation and thereafter claimed that the compliances will be done by the company within 60 to 90 days.
 - ii. The company to pay Annual Listing Fees around Rs. 6,00,000/- by March 31, 2022.

- iii. The company was under BIFR from 2002 to 2014.
 - iv. The company could not do compliances because there was shortage of staff.
 - v. The company requested to unfreeze the demat account of the promoters.
 - vi. The company to submit the written submission by 1st week of February 2022
4. The Exchange vide email dated March 9, 2022 provided details of pending compliances to be complied with by the company for revocation of suspension in trading of its securities.
5. The Exchange vide email dated March 11, 2022 informed the company the following decision of the Internal Committee:-
- i. The request for 6 months' time sought by the company could not be acceded to. The Company be granted time of 4 weeks to submit the detailed time frame for completion of the formalities and payment of outstanding dues.
 - ii. Company to provide relevant documents regarding admission to BIFR in 2002 and conclusion of proceedings in 2014 to avail of concession in reinstatement fees, as per the policy.
6. The Exchange vide email dated March 14, 2022 informed the company about requirement of conducting a virtual site visit of Registered Office / Factory Premise(s) of the Company. The company was further requested to confirm its availability of the

date and time from date March 15, 2022 to March 17, 2022 for scheduling the said Site Visit of the Company.

7. The company vide emails dated March 21, 2022 and March 22, 2022 attached the BIFR orders and requested to provide concessions as per rules for reinstatement.
8. Vide email dated March 23, 2022 the company submitted SEBI Scores.
9. The Exchange vide email dated March 23, 2022 informed the company about scheduled site visit on March 25, 2022 at 12.00 p.m. and requested to arrange the Certified true copy of all documents mentioned in the mail. The company was further requested to provide its confirmation for the site visit through an email. Further requested to share email ids of the KMP who would be present during site visit.
10. The company vide email dated March 25, 2022 replied and stated the following:-
“In reference to the trailing mail, we are to inform that our CS acting as professional consultant is not in good health and hence shall not be available on the virtual meet. Compliance office cum MD is available on this mail I’d, for virtual conference. We have prepared the documents desired by you, the same are being emailed separately with a formal reply.”
11. The Exchange vide email dated April 4, 2022 once again provided details of pending compliances to be complied with by the company for revocation of suspension in trading of its securities.
12. The Exchange vide email dated May 31, 2022 requested the Company to submit documents as requested in Exchange email dated April 4, 2022. Further, vide email

of even date Exchange requested the company to submit certified true copy of all documents mentioned in Exchange email dated March 23, 2022.

13. The Exchange vide emails dated June 3, 2022 and June 6, 2022 requested the company to confirm the site visit through an email and share email ids of the KMP who will be present during site visit.
14. In response to Exchange mail, the company vide email dated June 6, 2022 provided details of one of the directors.
15. The Exchange conducted virtual site visit of the company on June 7, 2022.
16. The Exchange vide email dated June 13, 2022 requested the company to submit certain documents in relation to site visit conducted.
17. The Exchange vide emails dated June 20, 2022, June 29, 2022, July 11, 2022 and July 20, 2022 requested the company to submit compliances stated in Exchange emails dated April 4, 2022 and June 13, 2022.
18. Status update on company's compliances was placed before the Request Review Committee in its meeting held on July 29, 2022.
19. The Exchange vide email dated August 12, 2022 communicated the company the decision of Request Review Committee on grant 2 weeks' time from the date of Exchange communication to complete the formalities for revocation failing which Exchange would initiate the process for Compulsory Delisting as per the provisions of SEBI (Delisting of Equity Shares) Regulations.
20. Pursuant to the above and in terms of the Delisting Regulations, Initial Public Notices ("IPN") were published in one English national daily viz., The Financial Express (all

editions) dated September 29, 2022 and one regional language newspaper viz. Navshakti (in Marathi) dated September 29, 2022 inter alia, informing about the proposal for compulsory delisting of the equity shares of the Company and inviting representations from any concerned person 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 October 3, 2022.

21. In response to the IPN issued by the Exchange, the company vide email dated October 10, 2022 responded and stated the following:-

"We are in receipt of your mails and the public notice initiating the process of delisting we are to inform that we had already submitted following documents for your perusal against the show cause notice issued to the company. It looks the same has escaped the attention of concerned.

We are once again forwarding the mail for your best use. Following are enclosed for your perusal.

- 1. Bank statement for the last one year.*
- 2. BIFR order indicating the registration with BIFR.*
- 3. Purchase invoices of last year.*
- 4. Provident fund deposit details.*
- 5. Copies of electricity bills.*
- 6. Rent agreement of registered office.*

7. *Registration deed of the property in the name of company , related to the manufacturing facility.*

8. *Income tax returns filed by the company.*

9. *MSME registration of the company.*

You are requested to let us know what other documents are desired to revoke the show cause notice issued to the company.”

22. The company vide email dated October 11, 2022 stated the following:-

“In regard to pending listing fee, we request you go thro our trailing mail. It looks the same has escaped the attention of concerned.

We request you to please look into this pending reconciliation and give us the balance amount payable on 31/03/2022.We shall organise to clear the same with in a fortnight of your confirmation. We hope to hear from you soon.”

23. The company vide email dated October 20, 2022 interalia stated the following:-

“In reference to the show cause notice issued by the stock exchange, we had a virtual visit of the officials, the documents desired by the stock exchange were gladly submitted. A copy of the mail has been sent again to concerned 10 days ago.

A number of compliances has been done after the virtual meeting and company is current on many parameters of compliance and further are being furnished. We hope to fully comply on this account by 15/11/2022, you are requested to consider this request.

We are to continue with our listing process and thus request you to keep this notice in abeyance. AS the company had suffered serious losses in the previous years and was

admitted to BIFR in 2002.COVID outbreak had further disturbed the business of company. This has forced the company to shift to more promising and futuristic business.

As was informed in the virtual meet that company is now venturing into production and marketing of E Vehicles at its manufacturing facility. The prototypes are ready, registration with World body WMI Has been obtained and the company is likely to put its vehicle for approval with the Indian govt. in due course of time. These are essential procedures and the licensing part that takes around one year.

We do understand that in the past the company could not comply on various regulation of stock exchange and the same is deeply regretted.

We do hope that our request shall be considered and we shall be given an opportunity to comply without any further action that may jeopardise the revival of the company....”

24. The company vide email dated November 22, 2022 inter alia stated the following:-

“In refence to the pending matter of listing fee, we had sent post-dated cheques vide our letter dated 20th October, 2022 towards pending listing fee for last three years. In our telecall your office had not accepted the post-dated cheques, however the company was asked to make a bank transfer of the said amounts.

We are ready to transfer the funds in the account of BSE. Please provide us the details of the bank account to enable make the transfer.

We are also attaching herewith our copy of account, which indicated non receipt of invoices amounting to RS. 2,59,270/- for the period of listing fee until 31/03/2019.

You are requested to persuade with the concerned to get this amount credited to our account.

Post this we shall be lacking in payment of listing fee for FY 19-20,20-21,21-22.

The same shall be remitted upon the receipt of bank details.”

25. The Exchange vide email dated November 22, 2022 provided the sought Bank details.
26. Subsequently, the Exchange vide email dated December 19, 2022, granted the Company an opportunity to appear before the Request Review Committee of the Exchange, at its meeting scheduled on December 22, 2022. In the said email, Exchange had requested the Company to confirm the 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 by 2 p.m. on December 20, 2022.
27. However, the company did not submit its representation in response to the Exchange's email dated December 19, 2022.
28. A letter dated December 22, 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 December 22, 2022 on the email ids: 'globalknitfab@gmail.com'
29. In response to Exchange email dated December 22, 2022, the company vide email dated December 29, 2022 confirmed that it shall be attending the virtual meeting on February 06, 2023. It further requested to provide the details of the meeting.

30. The company vide email dated February 01, 2023 stated the following:-

*"We have today remitted a sum of Rs. 3,24,000/- towards listing fee for year 2020-21
Please confirm credit to our account. Confirmatory mail from bank is attached."*

31. The company vide email dated February 03, 2023 stated the following:-

*"We await the meeting details for 06/02/23. Meanwhile please note that we had
remitted a sum of Rs. 3.24 lacs towards pending listing fee on 01/02/23. A
confirmation to the same is desired."*

32. The company vide email dated February 03, 2023 was informed that instead of the hearing before Delisting Committee on February 6, 2023, a hearing would be scheduled before the Request Review Committee of the Exchange. The date and time of the meeting of the Request Review Committee would be communicated separately.

33. A letter dated July 04, 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 July 4, 2023 on the email ids: 'globalknitfab1994@gmail.com'; '1357.sushil@gmail.com'; 'SBHASHOK@GMAIL.COM'; 'sanjitagupta@hotmail.com'; 'ashwaniguptak@gmail.com'; 'globalknitfab@gmail.com'; 'amarjeet.1515@gmail.com'.

34. The notices were published in one English national newspaper viz., The Financial Express (all editions) dated July 5, 2023, one Hindi national newspaper viz; Business

Standard (all editions) and one vernacular newspaper viz. Navshakti (in Marathi) dated July 5, 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 by July 10, 2023. The said notices were also disseminated on the Exchange's website.

35. The email dated July 6, 2023 was also sent to the company and promoter/promoter group, informing the company about publication of aforesaid public notice dated July 5, 2023 in newspapers.
36. The company vide email dated July 10, 2023 confirmed that it shall avail of the opportunity provided for personal hearing on August 08, 2023. It was further stated that company shall await further details of proposed personal hearing as soon as possible.
37. Vide Exchange email dated August 02, 2023 the Company was informed that its matter would be placed in the subsequent meeting of the Delisting Committee. Further, the date of the subsequent Delisting Committee would be informed to the Company well in advance.

38. 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: 'globalknitfab@gmail.com'; 'amarjeet.1515@gmail.com'; '1357.sushil@gmail.com'; 'SBHASHOK@GMAIL.COM'; 'sanjitagupta@hotmail.com'; 'ashwaniguptak@gmail.com'
39. The notices were published in one English national newspaper viz., The Financial Express (all editions) dated September 23, 2023, one Hindi national newspaper viz; Business Standard (all editions) and one vernacular newspaper viz. Navshakti (in Marathi) 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 by October 20, 2023. The said notices were also disseminated on the Exchange's website.

40. 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 newspapers.
41. The company vide email dated September 26, 2023 stated the following:-
- “In reference to the public notice issued by BSE and the opportunity being granted to us for a personal hearing. We hereby confirm that we shall be keen to have the personal hearing on the scheduled date of 20/10/2023.*
- Please keep us informed about the same and send us the links for online meeting.”*
42. The company vide email dated October 10, 2023 requested the company to submit letter of authority in the provided format on company letterhead authorizing persons along with documents in support of authorization to represent the company before the Delisting Committee in its meeting scheduled on October 20, 2023.
43. The Exchange vide emails dated October 12, 2023 and October 16, 2023 requested the company to submit the required documents as stated in Exchange email dated October 10, 2023.
44. Further, vide email dated October 16, 2023 was provided details of link to join the meeting scheduled on October 20, 2023.
45. The matter of compulsory delisting of the Company was placed before the Delisting Committee on October 20, 2023.
46. At the threshold, the Delisting Committee observed that at the time of passing of this decision, SEBI Delisting Regulations, 2009 had been repealed by SEBI (Delisting of Equity Shares) Regulation, 2021 (“**SEBI Delisting Regulations, 2021**”). The Committee

also noted that Regulation 44 of SEBI Delisting Regulations, 2021 provides a saving clause as follows:

“44.(1) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, stand repealed from the date on which these regulations come into force.

(2) Notwithstanding such repeal,—

(a) anything done or any action taken or purported to have been done or taken including in-principle approval given by the recognised stock exchanges, relaxation or exemption granted by the Board, fee collected, any adjudication, enquiry or investigation commenced or show cause notice issued under the repealed regulations prior to such repeal, shall be deemed to have been done or taken under the corresponding provisions of these regulations;

(b) the previous operation of the repealed regulations or anything duly done or suffered thereunder, any right, privilege, obligation or liability acquired, accrued or incurred under the repealed regulations, any penalty, forfeiture or punishment incurred in respect of any contravention or offence committed against the repealed regulations, or any investigation, proceeding or remedy in respect of any such right, privilege, obligation, liability, penalty, forfeiture or punishment as aforesaid, shall remain unaffected as if the repealed regulations had never been repealed;”

47. Thus, considering the aforesaid facts and in particular the fact that the SCN was issued on December 21, 2020 i.e. prior to SEBI Delisting Regulations, 2021, the Committee is of the considered view that the present proceeding will be governed by SEBI (Delisting of Equity Shares) Regulations, 2009. It is clarified that this is restricted to the adjudication of the present SCN for delisting of securities of the Company.

48. On October 20, 2023, Mr. Ashwini Gupta (Managing Director of the Company) appeared (through video conference) before the Delisting Committee. Mr. Gupta however submitted the following:

- i. Majority of regulations have been complied till March 2023.
- ii. The Company from last 4-5 months is unable to comply due to health issues of Managing Director.
- iii. Documentary compliances can be completed by November 2023 and as company is in dormant stage, the Company requested to provide some more time for payment of penalties.
- iv. The Company requested that the freeze on the promoter holding in Global Knitfab Ltd may be continued with however the freeze on promoter holdings in securities of other companies may be lifted for the purpose of payment of dues.
- v. The Annual listing fees is pending since 2021.
- vi. 3 months' time sought for pending compliances and making payment of dues.

49. 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.
50. 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.
51. These facts have not been controverted.
52. 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 report
 - ii. Regulation 33- Quarterly Results
 - iii. Regulation 34(1)- 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 83.71%.

- 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 2001.
- e. In terms of the requirements of Delisting Regulations, IPN was published in one English national daily viz., The Financial Express (all editions) dated September 29, 2022 and one regional language newspaper viz. Navshakti (in Marathi) dated September 29, 2022, inter alia, informing about the proposal for compulsory delisting of the equity shares of the Company. However, no representation was received by the Exchange.
- 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

53. The Committee also noted that the company sought the defreezing of the demat account of the promoters, in order to enable them to pay the dues of the company to the Exchange. It would not be appropriate for the Committee to pass such an order. In any event a blanket order of this nature without safeguards ought not to be

passed for more than one reason. For instance, the order freezing the accounts cannot be vacated unless the company complies with all the requirements. In other words, the mere payment of the dues of the Exchange would not by itself warrant vacating the order freezing the accounts.

Despite that the Committee permits the company to make an application to the Exchange for necessary directions in this regard. The Exchange would decide the same in accordance with law.

54. As per the request of and with the 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 Re-instatement fees within 3 months from the date of receipt of this Order by the Company.
- b) In case, the Company fails to comply with the aforesaid directions, then the securities of the Company shall automatically stand compulsorily delisted from the platform of the Exchange, in terms of Regulation 22 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: January 5, 2024

Sd/-
Chairman

Sd/-
Member

Sd/-
Member

Sd/-
Member

Sd/-
Member