

ORDER PASSED BY THE DELISTING COMMITTEE OF BSE LTD. IN THE MATTER OF INTERNATIONAL HOUSING FINANCE CORPORATION 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 International Housing Finance Corporation 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

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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. July 18, 2019 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 2018 and March 2019 with Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 (“**LODR Regulations**”). The said suspension was notified on the Exchange’s website *vide* notice no. 20190626-41 dated June 26, 2019.
- 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 September 23, 2019 was sent by the Exchange to the Company on its email id : infcl@hotmail.com and ihfcl@hotmail.com stating inter-alia, that the Exchange had informed the Company about its non-compliance with the provisions of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018, and the further action that would be initiated pursuant to SEBI circular dated May 03, 2018, if the Company failed to comply with the

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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. June 11, 2019 and that the trading in the securities has been suspended w.e.f July 18, 2019. 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 SCRA, 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. By a letter dated January 27, 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 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.
- e. Pertinently, the Company did not complete all the formalities for revocation of suspension in the trading of its securities. Therefore, a Show Cause Notice

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dated December 10, 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.

- f. The Company *vide* email dated December 24, 2020 stated the following:

“...the company is in the process of completing the compliances as mentioned in the Annexure I and II of the letter . We would also like to draw your attention that due to COVID 19 the working of the company has been suffered a lot and we have declared the policy of “Work from Home” for our employees for their convenience, therefore we failed to revert you on time, however it is purely unintentional and inadvertent. Further, as mentioned above we are in process of completing the process of completing the compliances as soon as possible, but we need a time period of 30 days for completion of the same. Therefore

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requested to please allow us further time period of 30 days for completion of the same..”

- g. 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.
- h. 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

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

- i. The Exchange *vide* 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.
- j. The Exchange *vide* email dated March 10, 2022 enclosing letter of even date informed the Company about granting of an opportunity of personal hearing to the Company before the Delisting Committee.
- k. However, the Company did not submit its representation in response to the Exchange's email dated March 10, 2022.
- l. Pursuant to the above and in terms of the Delisting Regulations, Initial Public Notices ("IPNs") were published in one English national daily viz., The Financial Express (all editions) dated April 10, 2023 and one regional language newspaper viz. Navshakti (in Marathi) dated April 10, 2023 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 IPNs was sent to the company and its promoters through email on April 11, 2023.

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- m. In response to the IPNs 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.
- n. Status update on company's compliances was placed before the Request Review Committee in its meeting held on June 23, 2023. The Committee noted that sufficient time was given to the Company to comply and complete the formalities for revocation of suspension and the same were not complied with. In view thereof the Committee decided that company may be granted personal hearing before the Delisting Committee.
- o. A letter dated July 4, 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: ihfcl@hotmail.com; BNANJI@HOTMAIL.COM; ihfcl@hotmail.com; team@krutesh.ca.
- p. 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) dated July 6, 2023 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

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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.

- q. 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 and July 6, 2023 in newspapers.
4. In response to Exchange email dated July 4, 2023, the Company vide email dated July 10, 2023 confirmed its attendance for personal hearing.
5. Further, vide email dated July 11, 2023 enclosing letter dated July 10, 2023 the company interalia stated the following:-
- “we hereby confirm our presence at the given personal hearing dated August 8, 2023 to be held via video conferencing and as stated in the letter, we are awaiting the details/mode to attend the said hearing which is to be shared with us separately this confirmation.*

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Lastly to inform you, the company hereby authorizes M/s Vikas Verma & Associates (Company Secretaries) and their key officials to appear on behalf of the Company on the said hearing via Video Conferencing and present its case.”

6. Vide Exchange mail dated August 2, 2023 the Company was informed that its matter will be placed in the subsequent meeting of the Delisting Committee. Further, date of the subsequent Delisting Committee meeting will be informed to the Company well in advance.

7. The Company vide email August letter dated August 3, 2023 interalia stated the following:-

“...we have initiated the process of preparing all the pending compliances. Kindly share the details of all the pending compliances and the fees such as Reinstatement fees, Application Processing fees, fines pertaining to SOP Circular of and Annual Listing fees etc which have to be paid along with making the default good. Before the hearing dated 08.08.2023, if we get the details of pending compliances, we will be highly obliged to you and also initiate the filling compliances. Kindly acknowledge our request and revoke our listing suspension upon submission of all the required documents except fees and fines...”

8. Further, the Company vide email dated August 8, 2023 stated that it has not received any link to webex meeting scheduled for that day and requested to share the link of the meeting to attend the hearing.

9. Vide email dated September 5, 2023 the company stated the following:-

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“As per the mail received earlier, personal hearing was to be held on 08.08.2023. However, we have not received any link to webex meeting and we have been informed on telephonic that meeting postponed. We are requesting you to share the list of pending compliances and total amount of fees such as reinstatement fees, application fees, fines etc. so that we will arrange the same at the earliest to revive the company at the earliest. Detailed application letter was already mailed to you on 04.08.2023, however letter is attached herewith for your ready reference. Kindly reply at the earliest.”

10. In response to Exchange email dated September 7, 2023 the Exchange once again provided details of pending formalities to be complied with by the company for revocation of suspension in trading of its securities.
11. Vide Exchange email dated September 14, 2023 the company was requested to provide all the documents/details as mentioned in Exchange email dated September 7, 2023 and was requested to apply for revocation of the Company through Listing Centre and to remain continuously compliant as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
12. A letter dated September 21, 2023 was once again 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: 'infcl@hotmail.com';

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'ihfcl@hotmail.com'; 'BNANJI@HOTMAIL.COM'; 'tejas_patel08@yahoo.com';
'SANDEEP_PADSALA@YAHOO.COM'.

13. The notices were published in one English national newspaper viz., The Financial Express (all editions) dated September 25, 2023, one Hindi national newspaper viz., Business Standard (all editions) and one vernacular newspaper viz. Navshakti (in Marathi) dated September 25, 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 September 27, 2023. The said notices were also disseminated on the Exchange's website.

14. The company vide email dated September 25, 2023 stated the following:-

"with reference to the captioned subject cited above, we want to pay the application fees of Rs. 25,000/- as suggested in the trailing mail for revival of company at BSE. However, we don't have any bank details in which we have to deposit this application money. Kindly provide us bank details so that we can pay at the earliest."

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15. In response to company email, the Exchange vide email dated September 26, 2023 provided the required Bank details to the company.
16. The company vide email dated September 27, 2023 interalia stated the following:-

“On behalf of IHFCL, we would like to confirm to be present for the personal hearing granted before delisting committee of exchange which is to be held on October 20,2023 from 3pm to 5pm via video conferencing.

Further, we would like to show our willingness to complete the pending compliances and pay pending fees before the hearing. Please share the bank details for transacting the payments.”
17. The Exchange 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.
18. Vide email dated October 12, 2023 the company was requested to submit the details sought in Exchange email dated October 10, 2023 at the earliest.
19. Vide email dated October 17, 2023 the Company was provided details of link to join the meeting scheduled on October 20, 2023.
20. Vide Exchange email dated October 18, 2023 the company was again requested to submit the details requested in Exchange email dated October 10, 2023.
21. The matter of compulsory delisting of the Company was placed before the Delisting Committee on October 20, 2023.

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22. 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,

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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."

23. Thus, considering the aforesaid facts and in particular the fact that the SCN was issued on December 10, 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.

24. On October 20, 2023, Mr. Malay Desai, authorised representative appeared (through video conference) before the Delisting Committee. Mr. Desai however submitted the following:

- i. The Company is ready to make all pending compliances and payment of fees.
- ii. The Company is ready to pay 25% of the outstanding dues within 1 week.
- iii. The Company would require 1 year of time for making the balance outstanding dues.

25. 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.

26. 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.

27. These facts have not been controverted.

28. 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 53.94%.

- 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 2019.
- e. In terms of the requirements of Delisting Regulations, IPNs were published in one English national daily viz., The Financial Express (all editions) dated April 10, 2023 and one regional language newspaper viz. Navshakti (in Marathi) dated April 10, 2023, 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

29. As per the request of and with the consent of the Company and in exercise of powers vested with the Delisting Committee under Regulation 22 (2) of the Delisting Regulations, the following Order is passed:

- a) The Company shall comply with the following:-

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- i. Complete the pending compliances and formalities for revocation of suspension including payment of processing fees, Annual Listing Fees, SEBI SOP fines and Re-instatement fees within 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, 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

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Sd/-
Member