

ORDER PASSED BY THE DELISTING COMMITTEE OF BSE LTD. IN THE MATTER OF NEHA INTERNATIONAL 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 being 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 Limited (“**Exchange**”) in the matter of compulsory delisting of equity shares of Neha International Ltd. (“**Company**”) from the Exchange.
2. At the meeting held on January 05, 2024, the Committee perused the record, considered the facts and the relevant provisions of law, including the circulars issued by SEBI. The Committee unanimously decided that the Company ought to be delisted from the platform of the Exchange for reasons to be separately recorded. Accordingly, the Committee proceeds to furnish the reasons for its decision.
3. The relevant facts are as follows:
 - a. The trading in the equity shares of the Company was suspended by the Exchange, pursuant to the provisions of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2018/77

dated May 03, 2018, w.e.f. February 3, 2020 on account of non-compliance for two consecutive quarters i.e June 2019 and September 2019 with Regulation 33 – Financial Results of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”). The suspension was notified on the Exchange’s website vide notice no. 20200110-54 dated January 10, 2020.

- b. The Company has not taken all the steps necessary to enable revocation of suspension in the trading of securities by the Exchange and consequentially, the suspension in the trading of securities continues till date.
- c. As the Company has failed to take requisite steps for enabling revocation of the suspension in the trading of securities by the Exchange, the shareholders / investors are deprived of the facility for dealing in the securities of the Company.
- d. A letter dated February 20, 2020 (“**advisory letter**”) was sent by the Exchange to the Company on its email id : complianceofficer@nehainternational.com; COMPLIANCEOFFICER@NEHAINTERNATIONAL.COM 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 03, 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 had 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 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.

- e. In spite of the aforesaid communications from the Exchange providing adequate time and multiple opportunities to the Company for enabling revocation of suspension in the trading of the securities of the Company, the Company failed to take adequate steps for revocation of suspension.
- f. Therefore, under the aforesaid regulatory framework, a Show Cause Notice (“**SCN**”) dated December 21, 2020 was issued to the Company at its last known registered address available with the Exchange and as available on the website of Ministry of Corporate Affairs (www.mca.gov.in), calling upon the Company to show cause 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. The Company was also informed that if it wished to avail an opportunity of personal hearing before the Delisting Committee of the Exchange (“**Committee**”), it should include such request in its response to the SCN.
- g. An email attaching the said SCN was also sent to the Company on December 21, 2020.

- h. In response, the Company vide email dated January 5, 2021 enclosing the letter of even date had stated the following:

“...It is noted that there is only one non - compliance of SEBI (LODR) Regulations, i.e., non- payment of Annual Listing Fees by the Company as per Annexure I of the BSE letter and payment of processing fees and SOP fees as per Annexure II. The Company is in the process of arranging funds for the same.

As mentioned above, it may be observed that there are no pending discrepancies against the Company except the Annual Listing Fees. We request the Exchange to kindly waive the SOP fees as the financial condition of the Company is not in the pink of health and on top of this, the ensuing pandemic has taken a toll on the financial condition of the Company.

We request the Exchange to kindly give the Company time till 28.02.2021 to clear the pending Annual Listing Fees and also humbly request the Exchange not to take any action on the Company including delisting of its shares.

We would also like to avail the opportunity of a personal hearing before the Delisting Committee of the Exchange in the above said matter....”

- i. 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 showcause notice dated December 21, 2020 issued by the Exchange and decided to grant time of two months from the date of this 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 will proceed with the compulsory delisting of the company as per provisions mentioned under SEBI (Delisting of Equity shares) Regulations, 2009.

- j. Further, vide Exchange email dated April 8, 2021 the company was 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).
- k. In response to the Company email dated January 5, 2021, the Exchange vide email dated July 27, 2021 had inter-alia:
 - i. requested the Company to submit a detailed breakup providing the timelines within which the company expected 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.
 - ii. requested the Company to provide the said details within 5 days from receipt of this communication to enable the Exchange to proceed suitably in the matter.

- l. Since the Company had not provided any response to the aforesaid Exchange email, the Exchange vide email dated August 9, 2021 sent the reminder to the Company.
- m. 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.
- n. The Company has not taken all the steps necessary to enable revocation of suspension in the trading of securities by the Exchange and consequentially, the suspension in the trading of securities continues till date.
- o. 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 June 24, 2023 and one regional language 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 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 June 26, 2023.
- p. 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.

- q. 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 Request Review Committee decided that company may be granted personal hearing before the Delisting Committee.
- r. 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: complianceofficer@nehainternational.com; GLRGVR1234@GMAIL.COM; COMPLIANCEOFFICER@NEHAINTERNATIONAL.COM; deeptivalreddy@gmail.com; DEEPTIVALREDDY@GMAIL.COM; pramodgaddam@gmail.com; pramila_gaddam@hotmail.com; PRAMODGADDAM@GMAIL.COM; vinod@nehainternational.com; bhavaniprasad@nehainternational.com.
- s. 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 the 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.

- t. 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 newspaper.
- u. The Company vide email dated October 18, 2023 had stated the following:
"...We have received your mails informing us of the personal hearing before the Delisting Committee with regard to the compulsory delisting of Neha International Limited. We will be represented by Mr. S. Sarveswar Reddy before the committee. I am enclosing the necessary authorisation letter and Board Resolution in this regard..."
- v. Since the Company had provided the response after the Cut-off date (i.e. September 27, 2023), for confirming attendance before the Committee for a personal hearing, the Committee decided that the Company may be granted an opportunity of personal hearing.

- w. The Exchange vide email dated November 23, 2023 had provided the details of pending compliances and outstanding dues to the Company.
- x. Subsequently, the Exchange vide email dated December 7, 2023 had requested the Company to provide the respective documents/details at the earliest. The Exchange had also requested the Company to apply for revocation of suspension of the Company through Listing Centre. Further, the Exchange had requested the Company to ensure continuous compliance as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- y. 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). An email was also sent by the Exchange to the Company and its promoters on December 13, 2023 on the email ids: complianceofficer@nehainternational.com; GLRGVR1234@GMAIL.COM; COMPLIANCEOFFICER@NEHAINTERNATIONAL.COM; deeptivalreddy@gmail.com; DEEPTIVALREDDY@GMAIL.COM; pramodgaddam@gmail.com; pramila_gaddam@hotmail.com; PRAMODGADDAM@GMAIL.COM; vinod@nehainternational.com; bhavaniprasad@nehainternational.com.
- z. The Exchange vide email dated December 20, 2023 had forwarded the aforesaid Exchange email dated December 13, 2023 (along with letter dated December 13, 2023) on the email ids: ssrfcs@gmail.com.

- aa. Despite the aforesaid, no response was received by the Exchange on or before December 18, 2023 from the Company on the email id specified by the Exchange.
4. As stated above, the matter of compulsory delisting of the Company was placed before the Delisting Committee in its meeting held on January 5, 2024.
5. 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;

6. 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.
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 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 equity shares and that the trading in equity shares had been suspended for more than 6 months.
9. These facts have not been controverted.
10. Based on the aforesaid facts, the Committee observed that:
 - a. It is an admitted position that the trading in equity shares of the Company has remained suspended for a period of more than six months in terms of Rule 21 of SCRR. It is established that the Company has not complied with the requirements for revocation of suspension. Hence, the suspension in the trading of securities of the

Company 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 85.56%.

- b. The Company is non-compliant with the following critical regulations of SEBI LODR, Regulations.
- i. Regulation 27(2):- Corporate Governance Report
 - ii. Regulation 31:- Shareholding Pattern
 - iii. Regulation 33:- Quarterly Results
 - iv. Regulation 34:- Annual Report
 - v. Information on the Reconciliation of Share Capital Audit Report.
- c. The aforesaid facts indicate negligent conduct and lack of interest on the part of the Company in complying with its obligations.
- d. In terms of the requirements of Delisting Regulations, IPN was published in one English national daily viz., The Financial Express (all editions) dated June 24, 2023 and one regional language 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, no representation was received by the Exchange.
- e. Moreover, there is no response from the Company, or any persons concerned for availing the opportunity of personal hearing before the Committee.
- f. The aforesaid findings establish the grounds for compulsory delisting of the securities of the company in terms of Rule 21 of SCRR read with Regulation 22 (4) of Delisting

Regulations. Thus, the ground for compulsory delisting under Section 21A of SCRA read with Rule 21 of SCRR is established.

ORDER

11. In exercise of powers vested with the Committee under Regulation 22 (2) of the Delisting Regulations, all listed equity shares of the Company are hereby compulsorily delisted from the platform of the Exchange.
12. 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