

Dear Sir/Madam,

Sub: Circular to Listed Companies suspended for a period of more than 7 years, for non - compliance with the critical clauses of the erstwhile Listing Agreement.

“BSE initiative to encourage suspended companies to complete compliances for resumption of trading in the interests of the investors – else face compulsory delisting.”

Trading in the securities of certain listed companies has been suspended for a long period of time on account of non-compliance with the critical clauses of the erstwhile Listing Agreement.

The Exchange, mindful of the difficulties faced by investors on account of suspension of trading, has in the past written to such companies to initiate and complete the process of revocation so that the investors can take suitable investment decisions.

However, the response to the Exchange initiatives has been tepid.

In order to once again encourage companies which have been under suspension for a long period of time to expedite the completion of all formalities for revocation or else be compulsorily delisted from the Exchange, the following procedure has been decided:

- a) Issuance of letters by the Exchange to such identified companies at their registered office and through email (latest available as per Exchange records) providing a consolidated list of pending compliances that would be required to be addressed in order to proceed with their revocation. The said compliances would need to be submitted within a specified time period of three months from the date of first communication from the Exchange.
- b) To facilitate the process of submitting the requisite documents for compliance and finally revocation, companies are advised to use the Listing Centre portal only - the online filing portal of the Exchange. Log-in credentials would be provided to the contact persons of the companies once they respond to this communication evincing interest in the revocation of suspension of trading in their securities.
- c) Companies which respond positively that they wish to revoke the suspension of trading in their securities would be required to complete the formalities for revocation (including seeking listing permission for any further issue of capital effected by the company during the period of suspension) within 3 months, failing which the Exchange would proceed with action given at point g below.
- d) On completion of the required compliances, payment of requisite fees and outstanding dues and after verification of the same including conduct of site visit at the registered office of the company, the In-principle approval for revocation of trading would be issued by the Exchange.
- e) Thereafter, the companies would be required to complete formalities for resumption of trading, i.e, payment of reinstatement fees, freezing of entire promoter holding for the period mandated in the SEBI SOP circular, etc. Thereafter the Exchange would issue a notice for resumption of trading.

- f) The Exchange would provide unresponsive companies i.e., companies which do not respond within 15 days from the first communication from the Exchange, a final opportunity to respond by issuing one last Reminder Letter by adopting the aforesaid process. Companies would be advised to reply positively within 15 days and comply with the non-compliances within 3 months.
- g) If the said companies fail to comply within 3 months as aforesaid or do not respond to the two communications sent out by the Exchange, the Exchange would proceed to initiate the action of effecting compulsory delisting of these companies as per the provisions of SEBI (Delisting of Equity Shares) Regulations, 2009 (Delisting Regulations).
- h) In terms of Delisting Regulations, the Exchange would issue a Public Notice giving the names and details of the companies sought to be delisted and giving any person including the company who are aggrieved by the proposed delisting, a time of 15 working days to make a suitable representation in this regard.
- i) Independent valuers are being empaneled by the Exchange to compute the fair value of companies that are to be delisted, where there is insufficient submission of audited annual financial results of the immediately preceding three years.
- j) After considering the representation(s) of the company and/or any other person, the Delisting Committee of the Exchange will pass a suitable order of delisting. Companies whose securities are getting delisted and are seeking representation would be entitled to a personal hearing before the Delisting Committee
- k) After the hearing and due consideration, based on the Order of the Delisting Committee, the Final Delisting Notice would be published in the newspapers.
- l) The delisted companies would be moved to the Dissemination Board of the Exchange for a period of 5 years, in order to give investors an exit platform. The Dissemination Board is a platform offered by the Exchange for interested buyers and sellers of securities available on this platform to deal between themselves bilaterally through the brokers of the Exchange. The Exchange only facilitates the exercise and has no other role to play.

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Listing Compliance

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