

**Before the Delisting Committee ("Committee")  
of  
National Stock Exchange of India Limited  
A Wing, Ground Floor, Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051  
Held on July 20, 2021**

**In the matter of the Company M/s Gujarat NRE Coke Ltd**

**Members Present:**

Ms. Sunita Sharma	- Chairperson
Mr. Ashok Dhere	- Committee Member
Ms. Priya Subbaraman	- Committee Member

**Also Present:**

Mr. Vikram Limaye	- Managing Director & CEO
Dr. Dinesh Kumar Soni	- Senior Vice President, Regulatory
Mr. Suresh Nair	- Vice President, Enforcement
Mr. Avishkar Naik	- Vice President, Listing Compliance
Mr. Dushyant Patadiya	- Manager, Enforcement
Ms. Shubhi Kapoor	- Deputy Manager, Enforcement

## 1. Background

- 1.1 The trading in equity shares of M/s Gujarat NRE Coke Ltd. ("GUJNRECOKE" and "GUJNREDVR") (hereinafter referred to as the "Company") is suspended with effect from February 12, 2018, pursuant to an order dated January 11, 2018, passed by the Hon'ble National Company Law Tribunal ("NCLT"), Kolkata Bench vide CP (IB.) No.182/KB/2017 *inter alia* recording that the Resolution Plan received was not approved by the Committee of Creditors, resultantly rejecting the Resolution Plan and thereby appointing the Resolution Professional as Liquidator for Gujarat NRE Coke Ltd.
- 1.2 The promoter of the Company viz. Mr. Arun Kumar Jagatramka filed an appeal before the Hon'ble National Company Law Appellate Tribunal ("NCLAT") against the aforesaid order dated January 11, 2018, passed by the Hon'ble NCLT. The Hon'ble NCLAT vide its order dated May 4, 2018, *inter alia* directed that "*During the pendency of the appeal, Liquidator/the Adjudicating Authority may proceed with the liquidation proceeding but will not sell the movable or immovable property of the Company nor confirm the sale, if already made, without prior permission of this Appellate Tribunal.*" Resultantly, not granting any stay on the liquidation proceeding.

## 2. Show-cause notice, public announcement and response

- 2.1 The Exchange issued a show cause notice to the Company *vide* reference No. NSE/LIST/64653 dated October 26, 2018, seeking an explanation why the equity shares listed on the Exchange should not be delisted from the Exchange platform.
- 2.2 In terms of Regulation 22(3) of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations"), the Exchange issued a public notice dated November 01, 2018, intimating the proposed delisting of the equity share of the Company on the Exchange. The said public notice invited representations from any person who may be aggrieved by the proposed delisting of the equity shares of the Company.
- 2.3 In response to the said show cause notice dated October 26, 2018, the Company *vide* its email dated November 08, 2018, submitted the following:
- It is currently undergoing a liquidation process under the Insolvency and Bankruptcy Code, 2016 (IBC), pursuant to the Hon'ble NCLT order dated January 11, 2018.
  - Mr. Sumit Binani is appointed as the Official Liquidator. The powers of the Board of Directors and all the KMPs stand ceased and are vested in the Liquidator from that date.
  - Its promoter - Mr. Arun Kumar Jagatramka, had proposed a composite Scheme of Compromise and Arrangement under Section 230 to 232 of the Companies Act, 2013, which provides a settlement scheme for Creditors and Shareholders of the Company.
  - The application was moved before the Hon'ble NCLT whereby *vide* its order dated May 15, 2018, the Hon'ble NCLT directed to convene a meeting of the shareholders and all classes of creditors of the Company for the purpose of consideration and approval of the Scheme on July 16, 2018.
  - On an appeal filed by one of its operational creditors, Hon'ble NCLAT granted an *ad interim* stay on the meeting mentioned above from being held and directed the Liquidator not to sell the moveable or immovable assets of the Company without its prior permission.

## 3. Reference to the Previous Delisting Committee Meetings

### a. November 27, 2018

- The Representatives of the Company, Mr. D.P. Sharma - Professional Representative of the Liquidator and Mr. Mukund Chandak, Company Secretary and Compliance Officer of the Company, appeared before the Committee and made their oral submissions. They reiterated the submissions made in the written response dated November 8, 2018, to the show cause notice dated October 26, 2018.

- ii. The Committee noted the submissions made by the Company. In view of the direction by Hon'ble NCLAT, the Committee decided that the delisting of the Company be put on hold till the outcome of the appellate proceedings.

**b. December 12, 2019, March 24, 2020, September 24, 2020, December 16, 2020 and February 23, 2021**

- i. The matter was placed before the Committee in its various meetings held on December 12, 2019, March 24, 2020, September 24, 2020, December 16, 2020, and February 23, 2021. The Committee took note of the status update in the matter.
- ii. The brief synopsis of updates in the matter is as follows:
  1. The Committee noted the submission of the Company *vide* its response dated November 08, 2018, as discussed in para 2.3 above.
  2. The Committee noted the following additional information:
    - a) Jindal Steel and Power Limited, an unsecured creditor of the Company, had challenged the order dated May 15, 2018, passed by the Hon'ble NCLT before the Hon'ble NCLAT. The Hon'ble NCLAT *vide* its order dated October 24, 2019, *inter alia* set aside the order of the NCLT on the ground that the application made by the promoter of the Company *viz.* Mr. Arun Kumar Jagatramka was ineligible to propose a scheme of compromise or arrangement and remitted the matter to the Liquidator/ Adjudicating Authority.
    - b) Thereafter, the promoter of the Company - Mr. Arun Kumar Jagatramka, filed an appeal No. CA No 9664 of 2019 - Arun Kumar Jagatramka Vs. Jindal Steel & Power Limited & Anr before the Hon'ble Supreme Court of India against the order dated October 24, 2019, passed by the Hon'ble NCLAT. The apex court *vide* its interim order dated February 24, 2020, directed that in the meantime, proceedings may go on only, and sales, if any, will not be confirmed.
    - c) Thereafter, the Hon'ble Supreme Court in CA No. 9664 of 2019, in the matter of Arun Kumar Jagatramka Vs. Jindal Steel & Power Limited & Anr. passed an order dated March 15, 2021, providing detailed reasoning, and *inter alia* came to the conclusion that there was no merit in the appeal and disposed of the matter.
  3. In view of the same, the Liquidator had already begun the sale process, and now with the passing of the aforesaid order/judgment, the Liquidator shall confirm the sale and issue a sale certificate, if any, to a successful bidder.
  4. The Liquidator, *vide* its email dated April 27, 2021, has submitted that the process of selling the corporate debtor's assets on a slump sale basis has begun. The coke plants at Gujarat have been recently sold through e-auction. The remaining assets are also in the process of being sold.
  5. Thereafter, the Liquidator *vide* its email dated July 12, 2021, has submitted that all its plants at Gujarat have been sold in the first quarter of 2021-22. The Liquidator further confirmed that at present, only one plant at Dharwad

remains to be sold along with a few other current assets, furniture, fixtures, and vehicles.

#### 4. Present Proceedings before Delisting Committee dated July 20, 2021

The Company was granted an opportunity *vide* Exchange letter dated July 14, 2021, to represent in person before the Committee in its meeting held on July 20, 2021. The Committee noted that in response to the said letter, the Liquidator *vide* its email dated July 20, 2021, submitted as below:

- i. It has already begun with the asset sale process of the Company.
- ii. The Hon'ble NCLT, Kolkata Bench *vide* its order dated May 13, 2021, has directed as follows:  
*"We have perused the application, and the documents attached therewith and heard the Ld. Counsel for the Liquidator as well as the Liquidator. We are satisfied that the prayer made in the IA should be allowed. Therefore, the extension of the liquidation process as prayed for is granted. Accordingly, the Liquidator shall complete the process on or before 09/02/2022 and file necessary application for dissolution of the Corporate Debtor."*
- iii. Hence in view of the said order and in terms of the applicable provisions of the IBC, the Committee should consider delisting in their opinion.

#### 5. Committee's Findings

- 5.1. The trading in the equity shares of the Company is suspended with effect from February 12, 2018, due to a Liquidation Order.
- 5.2. An amount of Rs. 49,98,771/- (including interest) is due and payable by the Company towards listing fees as of July 16, 2021.
- 5.3. Regulation 22(1) of the Delisting Regulations provides for delisting of equity shares of the Company on any ground prescribed in the rules made under Section 21A of the Securities Contracts (Regulation) Act, 1956 ("SCRA"). Rule 21 of the Securities Contracts (Regulation) Rules, 1957 ("SCRR"), provides for various grounds for delisting of the equity shares of the Company.
- 5.4. Both SCRA and SCRR prescribe that a company's securities shall not be delisted unless the Company concerned has been given a reasonable opportunity to be heard. The Delisting Regulations also prescribe that no order shall be made unless the Company concerned has been given a reasonable opportunity of being heard.
- 5.5. The Company has been given a reasonable opportunity by way of show-cause notice dated October 26, 2018, to explain why the equity shares of the Company should not be delisted.
- 5.6. The Exchange issued a public notice dated November 01, 2018, as prescribed under Regulation 22(3) of the Delisting Regulations in two newspapers *viz.*, Business Standard and Navshakti. There are no representations or objections received in response to the public notice.

5.7. The Committee finds that the Hon'ble NCLT, Kolkata Bench, has appointed the Liquidator, *vide* order dated January 11, 2018, for liquidating the assets of the Company and that the Liquidator has submitted that it has no objection if the Committee proceeds with the delisting of shares of the Company. Hence, the Committee finds that no further purpose could be achieved by continuing the listing of the securities on the Exchange platform.

## 6. Committee's Decision

- 6.1 Considering the fact and circumstances mentioned above, the Committee directs that the equity shares of M/s Gujarat NRE Coke Ltd. be delisted from the Exchange in terms of Regulation 22(1) of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 read with Rule 21(b) of Securities Contracts (Regulation) Rules, 1957.
- 6.2 The proceedings of the Delisting Committee meeting held on July 20, 2021, were through video conferencing. At this stage, it is neither possible to sign a copy of this order nor Exchange can issue a certified copy of the order. Therefore, an electronic copy of this order sent from the Exchange's email id shall be treated as a signed copy for all purposes.

Sd/-  
Sunita Sharma  
(Chairperson)

Sd/-  
Ashok Dhere  
(Committee Member)

Sd/-  
Priya Subbaraman  
(Committee Member)

Date: September 21, 2021