

**Before the Delisting Committee ("Committee") of
the
National Stock Exchange of India Limited
A-Wing, Ground Floor, Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
held on November 25, 2021**

**In the matter of the Company M/s. Vimal Oil and Foods Limited
(Symbol: VIMALOIL)**

Members Present

Ms. Sunita Sharma	- Chairperson
Ms. Mona Bhide	- Committee Member
Mr. Ashok Dhere	- Committee Member
Mr. K Narasimha Murthy	- Committee Member
Ms. Priya Subbaraman	- Committee Member

Also Present

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. Anhita Tiwari	- Management Trainee, Enforcement

1. Background

- 1.1.** The equity shares of **Vimal Oil and Foods Limited** ("Company") are listed on the National Stock Exchange of India Limited ("Exchange") with effect from May 21, 2013. The Hon'ble National Company Law Tribunal, Ahmedabad Bench vide order dated December 19, 2019 in C.P. (I.B) No.135/NCLT/AHM/2017 directed that the Company be liquidated. Pursuant thereto, trading in equity shares of the Company has been suspended with effect from January 31, 2020.
- 1.2.** An amount of Rs. 11,38,700/- (including GST) towards SOP fines for non-compliance with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, and an amount of Rs. 7,83,767/- (including interest) towards Annual listing fees, is due and payable by the Company, to the Exchange, as of November 17, 2021.

2. Show Cause Notice, Public Announcement and Responses

- 2.1.** In terms of Regulation 22(3) of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, the Exchange published a public notice of the proposed delisting of the Company's equity shares, in two newspapers namely Business Standard and *Navshakti* on November 11, 2020. The said public notice also invited representations from any person who may be aggrieved by the proposed delisting of the Company's equity shares, from the Exchange platform.
- 2.2.** The Exchange has not received any representation and/or objections in response to the public notice dated November 11, 2020.
- 2.3.** The Exchange issued a show-cause notice bearing reference no. NSE/ENF/DELIST/15 dated November 13, 2020, to the Company seeking an explanation why its equity shares listed on the Exchange should not be compulsorily delisted for the observed non-compliances as mentioned in the show cause notice and annexures thereto.
- 2.4.** The Liquidator in response to the show-cause notice issued by the Exchange, submitted, vide its email dated November 23, 2020, that:
- The Company is under liquidation in accordance with the order of Hon'ble National Company Law Tribunal and the Liquidator is in process of selling the Company as a going concern.
 - A public announcement, in terms of Regulation 12 of IBBI (Liquidation Process) Regulations, 2016, has been made, requesting all stakeholders to file their respective claims. However, the Liquidator has not received any claim in this respect, from the Exchange.
 - Since the Liquidator does not have authority to approve any pending dues pertaining to the pre-liquidation process, requisite documents pertaining to dues accrued after liquidation commencement date, may be filed for necessary action.
 - Post commencement of liquidation proceedings, the Company is proposed to be sold as a going concern in accordance with the Insolvency and Bankruptcy Code, 2016 and accordingly a public announcement dated November 2, 2020, has been issued.
 - The Liquidator, in view of the above, requested the Committee not to delist the Company for the sake of its stakeholders and to allow trading in its equity shares to resume.
- 2.5.** The Exchange, vide email dated December 08, 2020, informed the directors and promoters of the Company about the proposed compulsory delisting of the Company's equity shares on grounds prescribed under Rule 21 of the Securities Contracts (Regulation) Rules, 1957.
- 2.6.** The Exchange has not received any response to the letter issued to the Company's promoters and directors vide email dated December 08, 2021.

3. Reference to previous Delisting Committee Meetings

- 3.1.** The matter pertaining to the Company was previously placed before the Hon'ble Delisting Committee, in its meetings held on December 16, 2020, February 23, 2021, May 25, 2021, July 20, 2021, and September 16, 2021.
- 3.2.** In the Delisting Committee Meeting dated December 16, 2020, the Committee in view of the submissions made by the Liquidator, directed that a personal hearing be granted to the Liquidator and the matter be placed for decision in a subsequent meeting of the Committee.
- 3.3.** In the Delisting Committee Meeting dated February 23, 2021, May 25, 2021, and July 20, 2021:
- a. The Committee was apprised that the Exchange granted an opportunity of personal hearing to the Liquidator, in Committee's meeting held on February 23, 2021, vide its email dated February 17, 2021. However, the Liquidator neither responded to the said email nor appeared before the Committee for the said hearing.
 - b. Further, the Committee noted that the Liquidator had also not responded to the Exchange emails dated April 27, 2021, May 17, 2021, July 12, 2021, and September 02, 2021, seeking updated status of the liquidation process.
- 3.4.** In the Delisting Committee Meeting dated September 16, 2021:
- a. The Committee directed that a final reminder be sent to the Liquidator to provide an updated status in the matter, failing which the Committee may proceed in accordance with law. The Committee further directed that the matter be placed in a subsequent meeting for its decision.
 - b. The Exchange vide its email dated September 21, 2021, communicated the directions of the Committee to the Liquidator. Further, reminders were sent to the Liquidator vide email dated October 19, 2021, to provide updated status in the matter. However, the liquidator failed to respond to the emails sent by the Exchange.
- 3.5.** In view of the above, the matter was placed for decision of the Hon'ble Delisting Committee in its meeting held on November 25, 2021.

4. Present Proceedings before the Committee on November 25, 2021, Committee's Findings and Decision

- 4.1.** The Committee noted that trading in equity shares of the Company is suspended with effect from January 31, 2020, pursuant to the liquidation order passed by Hon'ble National Company Law Tribunal, Ahmedabad Bench dated December 19, 2019. The Company has also not paid the outstanding SOP fines and annual listing fees, due and payable to the Exchange.
- 4.2.** The Committee finds that Regulation 22(1) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 provides for delisting of

equity shares of the Company on any ground as 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 the various grounds for delisting of equity shares of the Company which are as under:

- a. *"the Company has incurred losses during the preceding three consecutive years, and it has negative net-worth*
- b. *trading in the securities of the Company has remained suspended for a period of more than six months*
- c. *the securities of the Company have remained infrequently traded during the preceding three years*
- d. *the Company or any of its promoters or any of its directors, has been convicted for failure to comply with any of the provisions of the Act or the Securities and Exchange Board of India Act, 1992 or the Depositories Act, 1996 (22 of 1996) or rules, regulations, agreements made thereunder, as the case may be, and awarded a penalty of not less than rupees one crore or imprisonment of not less than three years*
- e. *the addresses of the Company or any of its promoter or any of its directors, are not known, or false addresses have been furnished, or the Company has changed its registered office in contravention of the provisions of the Companies Act, 1956 (1 of 1956); or*
- f. *shareholding of the Company held by the public has come below the minimum level applicable to the Company as per the listing agreement under the Act, and the Company has failed to raise public holding to the required level within the time specified by the recognized stock exchange."*

4.3. The provisions of Securities Contract Regulations Act, 1956, Securities Contract (Regulation) Rules, 1957 and the SEBI (Delisting of Equity Shares) Regulations, 2009 require that a reasonable opportunity to be heard be granted to the Company prior to issuance of an order to delist the equity shares of the Company from the Exchange platform.

4.4. The Liquidator/Company's representatives have been granted reasonable opportunities to make representations against proposed delisting of Company's equity shares from the Exchange platform. Show-cause notice dated November 13, 2020 and letters to the promoters and directors of the Company dated December 08, 2020, have been issued by the Exchange. In response, the Liquidator appointed in the matter requested not to delist the equity shares of the Company as the liquidation proceedings against the Company is underway. Accordingly, the proceedings before the Committee were adjourned from time to time. The promoters/ directors have however not submitted any response, till date, despite being served with the letter seeking their views on the proposed delisting and the reminders thereon.

4.5. The Committee had also thereafter granted an opportunity of personal hearing to the Liquidator in the Delisting Committee Meetings held on February 23, 2021.

However, the Liquidator did not appear for the said hearings. Further, the Liquidator has also not responded to Exchange communications seeking updates in the matter dated February 17, 2021, April 27, 2021, May 17, 2021, July 12, 2021, September 02, 2021, September 21, 2021, and October 19, 2021, despite timely reminders. The said communications were sent by Exchange emails on the said dates.

- 4.6.** The Committee finds that no representations or objections have been received by the Exchange, in response to the public notice as prescribed under the Regulation 22(3) of the SEBI (Delisting of Equity Shares) Regulations, 2009, that was published in two newspapers namely Business Standard and *Navshakti* on November 11, 2020.
- 4.7.** The Committee also finds that trading in the Company's equity shares, is under suspension for the past 20 months and a liquidator has been appointed by the Hon'ble NCLT Ahmedabad Bench vide order dated December 19, 2019, for liquidating the Company. The Committee hence finds that no further purpose could be achieved by continuing the listing the securities on the Exchange platform.

Decision

- 4.8.** Considering the facts and circumstances mentioned above, the Committee directs that the equity shares of **M/s. Vimal Oil and Foods Limited** be compulsorily 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.
- 4.9.** The proceedings of the Delisting Committee meeting held on November 25, 2021, were through video conferencing. At this stage, it is not possible to sign a copy of this order and 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/-
Ms. Sunita Sharma
(Chairperson)

Sd/-
Ms. Mona Bhide
(Committee Member)

Sd/-
Mr. Ashok Dhere
(Committee Member)

Sd/-
Mr. K Narsimha Murthy
(Committee Member)

Sd/-
Ms. Priya Subbaraman
(Committee Member)

Date: December 19, 2021