



**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 May 25, 2021**

In the matter of the Company M/s. XL Energy Limited

Members Present:

Ms. Sunita Sharma	- Chairperson
Ms. Mona Bhide	- Committee Member
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 equity shares of M/s. XL Energy Limited (XLENERGY) ("Company") are listed on the National Stock Exchange of India Limited ("Exchange") with effect from December 28, 2006. The trading in the equity shares of the Company is suspended with effect from January 09, 2020, due to non-compliance with Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and non-payment of fines levied for the identified non-compliance.
- 1.2 An amount of Rs.17,19,260/- (including GST) is due and payable by the Company towards fines for non-compliance with the Listing Regulations as of May 25, 2021. Further, an amount of Rs.29,81,663/- (including interest) is also due and payable by the Company towards listing fees as of May 25, 2021.

2. Show-cause notice and public announcement

- 2.1 The Exchange issued a show-cause notice vide reference No. NSE/ENF/DELIST/12 dated November 13, 2020, to the Company seeking explanation why the equity shares listed on the Exchange should not be compulsorily delisted for the observed non-compliances.

- 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 11, 2020, intimating the proposed delisting of the equity share of the Company on the Exchange. The said public notice also invited representations from any person who may be aggrieved by the proposed delisting of the equity shares of the Company.
- 2.3 The Exchange vide email dated December 08, 2020, informed the Directors and Promoters of the Company about the proposed delisting of the equity shares of the Company.
- 2.4 The Exchange neither received a response from the Company to the show-cause notice dated November 13, 2020 nor received a response from the Directors and Promoters of the Company to the email dated December 08, 2020.

3. Reference to previous Committee Meetings

3.1 December 16, 2020

- i. The Exchange, vide email dated December 08, 2020, granted the Company an opportunity for a personal hearing before the Committee in its meeting held on December 16, 2020. However, the Company neither responded to the email nor attended the meeting.
- ii. In the interest of equity and justice, the Committee decided to provide an opportunity to the Company to comply with the Listing Regulations and to pay the outstanding listing fees and fines. The Committee advised the Exchange to place the matter in the subsequent meeting for decision.
- iii. The Exchange vide emails dated January 13, 2021, and February 09, 2021, sought an updated status from the Company on the compliances and payment of outstanding listing fees and fines. However, the Company did not respond to the Exchange.

3.1 February 23, 2021

- i. The Exchange, vide email dated February 15, 2021, granted the Company an opportunity for a personal hearing before the Committee in its meeting held on February 23, 2021. However, the Company neither responded to the email nor attended the meeting.
- ii. Considering that the financial year is on the verge of completion, the Committee considered it appropriate to grant a final opportunity to the Company to comply with the Listing Regulations and pay the outstanding listing fees and fines by March 31, 2021.
- iii. The Exchange, vide email dated March 20, 2021, conveyed the Committee's decision to the Company. However, the Company did not respond to the Exchange.

4. Committee's Findings

- 4.1 The trading in the equity shares of the Company is suspended with effect from January 09, 2020, due to non-compliance with Regulation 31 of the Listing Regulation and non-payment of fines levied for the identified non-compliance. The Company has not taken any concrete steps to ensure compliance with the Listing Regulations.
- 4.2 The Company neither responded to the show-cause notice dated November 13, 2020, nor to the email dated March 20, 2021, wherein the Exchange had conveyed the Committee's direction to comply with the Listing Regulations and pay the outstanding listing fees and fines by March 31, 2021.
- 4.3 The current non-compliances pertain to Investor Grievance [Regulation 13(3)], Corporate Governance [Regulation 27(2)(a)], Shareholding Pattern [Regulation 31], Financial Results [Regulation 33], and Annual Report [Regulation 34] of the Listing Regulations and Reconciliation of Share Capital [Regulation 76] of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- 4.4 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.
- 4.5 Both SCRA and SCRR prescribe that the securities of a company shall not be delisted unless the Company concerned has been given a reasonable opportunity of being 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.
- 4.6 The Company has been given a reasonable opportunity by way of show-cause notice dated November 13, 2020, to explain why the equity shares of the Company should not be compulsorily delisted. The Company did not respond to the show-cause notice.
- 4.7 The Exchange vide email dated December 08, 2020, provided an opportunity to the persons whose names appear as Directors and Promoters of the Company in the records available with the Exchange and verified from the Registrar of Companies to submit their explanation. The Directors and Promoters did not respond to the email.
- 4.8 The Exchange issued a public notice dated November 11, 2020, 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.
- 4.9 The Exchange vide emails dated December 08, 2020, and February 15, 2021, provided the Company with an opportunity for a personal hearing before the

- Committee in its meetings held on December 16, 2020, and February 23, 2021. The Company neither responded to the emails nor attended the meetings.
- 4.10 The Committee granted the Company further opportunity to comply with the Listing Regulations and to pay the outstanding listing fees and fines by March 31, 2021. The Company neither complied with the Listing Regulations nor paid the outstanding listing fees and fines to the Exchange.
- 4.11 The Company is suspended for the past 16 months. There is no plan of action for revival of the trading of the equity shares of the Company on the Exchange. The Company and Directors and Promoters have failed to demonstrate any serious efforts to ensure compliances with the Listing Regulations read with the erstwhile Listing Agreement. The Committee finds that enough opportunities have been granted to the Company to comply with the Listing Regulations, and no purpose would be achieved even if any further opportunity is granted to the Company.
- 4.12 Regulation 23 of the Delisting Regulations casts a responsibility on the Promoter of the Company to acquire the delisted equity shares from the public shareholders within three months of the date of delisting from the recognised stock exchange. The value of such delisted equity shares is determined by the independent valuer. Therefore, the Committee is of the view that delisting of the equity shares of the Company will enable the investors to make an informed decision. Further, any delay in the delisting of the equity shares of the Company, when no concrete steps are taken by the Company for revocation of the suspension, will prejudice the interest of the investors.
- 4.13 Regulation 24(1) of the Delisting Regulations provides that where a company has been compulsorily delisted, the Company, its whole-time directors, its promoters, and the companies which are promoted by any of them shall not directly or indirectly access the securities market or seek listing for any equity shares for a period of ten years from the date of such delisting. Further, Regulation 24(2)(b) of the Delisting Regulations provide that the promoters and whole-time directors of the compulsorily delisted Company shall also not be eligible to become directors of any listed company till the exit option to the public shareholders is given in compliance with Regulation 23(3) of the Delisting Regulations. Therefore, the Committee is of the view that upon delisting of the Company, the consequences of delisting that follow by virtue of the provisions of Regulation 24 of the Delisting Regulations will be in the larger interest of the investors/shareholders.

5. Committee's Decision

- 5.1 Considering the fact and circumstances mentioned above, the Committee directs that the equity shares of M/s. XL Energy Limited (XLENERGY) 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.

5.2 The proceedings of the Delisting Committee meeting held on May 25, 2021, was 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/-
Mona Bhide
(Committee Member)

Sd/-
Ashok Dhere
(Committee Member)

Sd/-
Priya Subbaraman
(Committee Member)

Date: July 19, 2021