

COURIER/SPEED POST (Also by way of email)

LIST/COMP/AJ/SCN/250/2023-2024

June 26, 2023

The Company Secretary/Compliance Officer

Bombay Potteries & Tiles Ltd

Happy Home, 1st Floor,

244 Waterfield Road, Bandra (West)

Mumbai - 400050

Maharashtra

Dear Sir / Madam,

Sub: Show Cause Notice ("SCN") in the matter of compulsory delisting of securities of Bombay Potteries & Tiles Ltd ("Company") from BSE Ltd ("Exchange").

This is with reference to Exchange communications dated 02/01/2023, issued to the Company, inter alia, informing that the trading in the securities of the Company has been suspended and advising the Company to take necessary steps to revoke the suspension in the trading of its securities by fulfilling various requirements mentioned therein.

It is observed from the Exchange's records that suspension in the trading of securities continued and that you have neither replied to the aforesaid Exchange's communication earlier nor you have completed the steps for revocation of suspension of trading of securities of the Company, by rectifying the non-compliances with the SEBI (LODR) Regulations, failing which, the Exchange would initiate the process of compulsory delisting as per the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("**Delisting Regulations**").

It is further observed that despite the aforesaid Exchange's communications, the suspension in the trading of securities of the Company continues till date on account of non-completion of the formalities for revocation of suspension including rectifying the non-compliances that have become past due, by the Company. The norm for revocation are available at the following link on BSE's website –

<https://www.bseindia.com/Static/about/Revocation.aspx>

Since the trading in the equity shares of the Company has been suspended for more than 6 months from the date of suspension i.e 21/11/2022, the Company has, inter alia, made out grounds for delisting of its securities from the Exchange's platform, inter alia, in terms of Rule 21 of Securities Contracts (Regulation) Rules ("**SCRR**") r/w Delisting Regulations.

In light of the aforesaid, the Company is now advised **to Show Cause within 15 working days** from the date of this letter as to why the securities of the Company should not be compulsorily delisted from the Exchange in terms of Chapter V of the Delisting Regulations. **Should the Company wish to avail of the opportunity of a personal hearing before the Delisting Committee of the Exchange, the Company is requested to include the request for personal hearing in its representation.** Please note that representations, if any, **after the expiry of 15 working days from the date of this letter** shall not be considered by the Exchange.

It has been observed that, in the past, certain companies have been raising frivolous contentions such as non-consideration of their representation by the Exchange.

In order to address the aforesaid situation, it may be noted that replies / representation, if any, to the SCN must mandatorily be replied by making submissions on the below mention email id- bse.delistscn@bseindia.com

Kindly note that replies / representation in respect of the SCN by the Company, that are sent through any mode of communication other than by replying on the specified email id, as aforesaid, would not be construed as valid representation and thus, shall not be considered by the Exchange.

In case, you have responded to the aforesaid communication issued by the Exchange, you are requested to annex a copy of the same along with your reply/representation to the present SCN to be filed by making submissions on the email id specified above .

The Company is advised to note that as per the provisions of Regulations 33 and 34 of the Delisting Regulations, the compulsory delisting of securities would, inter alia, entail the following:

"Rights of public shareholders in case of compulsory delisting

Regulation 33:

"..... (4) The promoter(s) of the company shall acquire the delisted equity shares from the public shareholders by paying them the value determined by the valuer, within three months of the date of delisting from the recognized stock exchange, subject to the option of the public shareholders to retain their shares...."

(5) The promoter shall be liable to pay interest at the rate of ten percent per annum to all the shareholders, who offer their shares under the compulsory delisting offer, if the price payable in terms of sub-regulation (3) is not paid to all the shareholders within the time specified under sub-regulation (4):

Consequences of compulsory delisting

Regulation 34:

" (1) Where a company has been compulsorily delisted under this Chapter, the company, its whole-time directors, person(s) responsible for ensuring compliance with the securities laws, 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 or act as an intermediary in the securities market for a period of ten years from the date of such delisting."

(2) In case of such companies whose fair value is positive -

(a) such a company and the depositories shall not effect transfer, by way of sale, pledge, etc., of any of the equity shares held by the promoters / promoter group and the corporate benefits like dividend, rights, bonus shares, split, etc. shall be frozen for all the equity shares held by the promoters/ promoter group, till the promoters of such company provide an exit option to the public shareholders in compliance with sub regulation (4) of regulation 33 of these regulations, as certified by the relevant recognized stock exchange;

(b) the promoters, whole-time directors and person(s) responsible for ensuring compliance with the securities laws, of the compulsorily delisted company shall also not be eligible to become directors of any listed company till the exit option as mentioned in clause (a) is provided.."

Additionally, the Company is directed to submit the following details through the Listing Centre of the Exchange immediately:

- CIN of the Company
- PAN of the Promoters
- Address of the Promoters
- DIN number of the whole-time directors.
- PAN of the Compliance Officer / person responsible for compliance with securities laws.

On account of non-filing of timely disclosures by the Company with the Exchange, the Company is directed to refer to the details displayed on the Company's webpage on the Exchange's website and update / provide the details as sought above through Listing Centre, failing which, the Exchange shall be constrained to proceed in the present matter taking into consideration the details available on the Exchange's records.

In case of any further clarification required in the matter, please contact:-

Sonali Kurhade - 022-22728063 or Kinjal More - 022-22725645 and email the queries to bse.delistscn@bseindia.com. Please note that only queries/reply to the present SCN may be sent to this email id.

Yours faithfully,



Netra Sahani
Addl. General Manager
Listing Compliance



Arpita Joshi
Manager
Listing Compliance

Encl : Details of pending compliances as on date

Annexure I

Date : 26-Jun-2023

Year End : March

Co. Name : Bombay Potteries & Tiles Ltd

Report for Last 1 Year

Scrip Code : 502216

BSE Company ID : 475

SR	Description	Regulation	Status
1	Book Closure / Record		
	a) Declaration of RD/BC 42(2) (Date)	42(2)	Purpose: A.G.M. Date of BC/RD: 27-09-2022 Diff.: 6
	b) Dividend 42(3)(Intimation Date)	42(3)	NA
	c) Time gap between two record dates 42(4)	42(4)	NA
	d) Time gap of 30 days between two book closures 42(5)	42(5)	
2	Annual Report (Soft Copy)	34	C
	Annual Report (Hard Copy)	N.A.	2022
3	Shareholding Pattern	31	SQ-22,DQ-22,MQ-23
4	Annual Listing Fees	14	
5	Promoter holding : Public (Calculated based on Fully- Paid Shares)	38	57.405 : 42.594 (30-06-2022)
6	Quarterly Results	33	C
7	Compliance Officer	6(1)	
	Registrars & Share Transfer Agent	7(1)	In House
	Certificate	40(9,10)	MH-22,SH-22,MH-23
	Investor Grievance Email id	6(2)(d)	mwadhwaconstructios@rediffmail.com
8	Corporate Governance	27(2)	
9	Investors complaints (DIS)		
10	Secretarial Audit (Sec. Audit)	Rg.76	JQ-22,SQ-22,DQ-22,MQ-23
11	Website of Company	46	-
12	Cert. from RTA / Compliance Officer	7(3)	Certificate is to be submitted within one month of end of each half of the financial year.
13	Quarterly Investor Complaints	13(3)	JQ-22,SQ-22,DQ-22,MQ-23
14	Voting Results	44(3)	JQ-22,SQ-22,DQ-22,MQ-23

SR	Description	Regulation	Status
15	Composition of Board including appointment of woman director	17(1)	***
16	Constitution of Audit Committee	18(1)	***
17	Constitution of Nomination & Remuneration Committee	19(1)/19(2)	***
18	Constitution of Stakeholder Relationship Committee	20(2)	***
19	Constitution of Risk Management Committee	21(2)	***
20	Prior intimation of meeting of Board of Directors	29(2)	***
		29(3)	***

Note: C - Complied

***** Companies are required to be compliant with provisions mentioned at Sr. No. 15 to 20 at the time of making application for In-principle approval for revocation of suspension and resumption of trading**

21	Listed Capital is not less than the Capital issued by the Company:				
		Period	Issued Capital (No of Shares)	Listed Capital (No of Shares)	Face Value
	CI File	23-06-23		130000	100
	Sec. Audit	DQ21	140000	130000	100
	SHP (Fully Paid Shares only)	Jun-22	130000		
	Results	Mar-23	130000		

Pending Discrepancies:

Type Of	Quarter	MIS	Remark
Standalone Results	MC - 2023	Auditor Report not as per SEBI prescribed Format	Auditor Report is not as per SEBI prescribed Format (Refer SEBI circular CIR/CFD/CMD1/80/2019 dated July 19, 2019). Submit Auditor Report as per the prescribed format.

Note:

M - March Q-Quarter
 J - June H-Half Year
 S - September C-Year End
 D - December

Annexure II

Bombay Potteries & Tiles Ltd (Scrip Code: 502216)

Revocation of Suspension

(Formalities to be completed)

Submissions as per the uniform revocation norms disseminated on the Exchange website at the following link:

<http://www.bseindia.com/Static/about/Revocation.aspx?expandable=4>

The company is required to submit mandatory continuous filings quarterly, six monthly and annually as per due dates stipulated in SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The filings for quarter ending September 2022 would be required to be submitted by the mandated dates.

Payment of fees/fines:

Category of Fees / Fines Payable	Quantum payable
Processing Fees	Rs. 2,00,000/- (plus applicable GST)
Reinstatement Fees (indicative quantum computed as on date- The reinstatement fees as on date would be revised (upward revision), at the time of issue of in-principle approval)	Rs. 5,00,000/- (plus applicable GST)
Fines levied pursuant to the provisions of SEBI SOP circular	Rs. 3,10,83,560/- (Including GST)

- Application Processing Fees will be non-refundable & valid for One year from the date of receipt.
- The final quantum of reinstatement fees payable would be computed at the time of issuance of In-principle approval for revocation.
- You are requested to note that the company is liable to pay Annual Listing Fees (ALF) for the year in which suspension of the company is revoked. Exchange had issued a circular regarding the revision in Annual Listing Fees paid by the listed entities. The new Annual Listing Fees shall be effective from April 1, 2022. Refer the Circular on the link given below:

<https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20220326-1>

- Self-attested copies of PAN of all promoters and directors of the company.
- Certificate from RTA/Depositories (NSDL/CDSL) confirming matching of issued and listed capital of the company with the Exchange as well as with depositories in DN (Distinctive Number) database.
- As mandated in Regulation 10 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 filings are to be effected in electronic mode. The following procedure is followed for submission of the aforesaid documents:

- Obtain login and password to the BSE's online portal (Listing Centre) by sending an email from the company to listingcentre@bseindia.com and/or call on 022-22728390
- On obtaining the login and password the company would be required to login into the portal (url: <https://listing.bseindia.com>) and fill in the required details in the e-forms provided in the following path:
Login in Listing Centre — Listing Module — Select Revocation (from Issue type drop down) — In Principal Approval
- Upon filing up all the requisite details and uploading the documents an acknowledgement (Case No.) would be generated for the company for its record with the date and timestamp of submission. The companies are required to file application through listing center. The checklist for revocation of suspension is available at the Exchange website. Link for the same is provided below (Please file application for revocation online through listing center as per new norms of Revocation of Suspension):

<https://www.bseindia.com/Static/about/Revocation.aspx>

- In addition, companies are required to fill the enclosed Application form, questionnaire, undertaking and provide updated details of Directors and promoters, if not submitted earlier.
- Companies are required to submit Listing Agreement as per the format prescribed in SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and SEBI circular.
- The latest NIL screen shot of SEBI (SCORES) to be provided after completion of pending compliance.
- Further, please note that a site visit would be conducted at the company's registered office on completion of the compliances.
- No Adverse comment on the website watchoutinvestors.com for matters pertaining primarily to securities market and revocation of suspension and should not be a vanishing company as per data available on the MCA website.
- Kindly provide us with the ISIN activation letter issued by the depositories & the copy of tripartite agreement entered between the company, RTA & depository.