

COURIER/SPEED POST (Also by way of email)

LIST/COMP/AS/SCN/223/2025-26

June 10, 2025

The Company Secretary/Compliance Officer
Visesh Infotecnics Ltd
703, Arunachal Building, 19,
Barakhamba Road, Connaught Place
New Delhi-110001,
Delhi

Dear Sir / Madam,

Sub: Show Cause Notice ("SCN") in the matter of compulsory delisting of securities of Visesh Infotecnics Ltd ("Company") from BSE Ltd ("Exchange").

This is with reference to Exchange communication dated 11/07/2024 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 13/05/2024 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 Gauri Bhosle - 022-22728723 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
Deputy Vice President
Listing Compliance



Anshu Shrivastava
Manager
Listing Compliance

Encl : Details of pending compliances as on date