

SECURITIES AND EXCHANGE BOARD OF INDIA

INTERIM ORDER CUM SHOW CAUSE NOTICE

UNDER SECTIONS 11(1), 11(4) AND 11B OF THE SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992, IN THE MATTER OF AMRIT PROJECTS LIMITED -

	NOTICEES	CIN/DIN	PAN
COMPANY –			
1.	AMRIT PROJECTS LTD.	U65922WB1990PLC050197	AACCA5192L
DIRECTOR CUM PROMOTER –			
2.	KAILASH CHAND DUJARI	00628742	ACVPD0419R
DIRECTORS –			
3.	KALI KISHORE BAGCHI	00601879	ACUPB9253E
4.	NISHANT PRAKASH	00610717	AJJPP1248F
5.	MAHAMMAD AZAM KHAN	01449067	AGVPK3693E
6.	BHASKER SHUKLA	02920779	CNNPS5320M
7.	SASANKA ROY SARKAR	03345064	BJKPS6178P
8.	JAMIL AHMED FAROOQUI	05172708	AAFPF3468A
9.	SYED KAZIM RAZA	05172720	AHLPR2153F
10.	DEBDAS CHATTERJEE	05192408	ABVPC3502H
11.	BARUN KUMAR DE	05195240	ACNPD1278L
12.	BIPRADAS MAJUMDAR	05323741	ALDPM6399N
13.	RANJAN KUMAR CHOWDHURY	06519275	ACOPC0503E
PROMOTER-			
14.	SUDHA DUJARI	-	ADHPD9611Q

1. Securities and Exchange Board of India (“SEBI”) received complaints against Amrit Projects Ltd. (“APL/Company”) inter-alia alleging that the company had mobilized funds from the public through issuance of Deep Discount Bonds under two different scheme viz, Power Bond and Infra Bond.
- 2.1 As a matter of preliminary inquiry, vide separate letters dated January 29, 2016, SEBI sought the following information from APL and its Directors –
 - i. Copy of Audited Balance Sheet and Annual Returns of the company from the F. Y. 2007-08 onwards
 - ii. Names, addresses, PAN and occupation of all the Promoters/Directors and Key Managerial Personnel of the company.
 - iii. Nature of business of the company.

- iv. Other Information in respect of issue of Deep Discount Bonds:
 - a. Copy of Prospectus/Red Herring Prospectus/Statement in lieu of prospectus/Information Memorandum filed with RoC for issuance of Deep Discount Bonds.
 - b. Copies of application forms, pamphlets, advertisements and other promotional material circulated for issuance of Deep Discount Bonds.
 - c. Details regarding the number of application forms circulated inviting subscription for Deep Discount Bonds and number of applications received.
 - d. Copies of the minutes of Board/committee meeting in which the resolution has been passed for raising such additional capital and also for allotment of Deep Discount Bonds.
 - e. Terms and conditions of the issue of Deep Discount Bonds.
 - f. Date of opening and closing of the subscription list for the said Deep Discount Bonds.
 - g. Details of allottees of Deep Discount Bonds issued by the company.
 - h. Whether the company has applied for listing of its securities with any of the Stock Exchanges.

2.2 Details regarding the above-mentioned letter dated January 29, 2016 issued by SEBI and replies received thereto, etc. are provided as under –

TABLE -I		
	NAME	LETTER STATUS (RETURNED/ DELIVERED)
1.	Amrit Projects Ltd.	Delivered, but no reply received
2.	Sasanka Roy Sarkar	Undelivered with the comment “Intimation served”
3.	Kailash Chand Dujari	Delivered, but no reply received
4.	Barun Kumar De	Reply received
5.	Kali Kishore Bagchi	Reply received

2.3 Of the five entities to whom letters were issued by SEBI, replies were received from only two Directors. One of the entities viz. Shri Barun Kumar De replied that his name was fraudulently used by the company as a director with effect from February 06, 2012. He had already filed Form DIR-11 before the RoC. He further stated that he was in no way connected with the company and had no access to any documents. Hence, he was unable to provide any information/documents sought by SEBI vide letter dated January 29, 2016. Shri Kali Kishore Bagchi replied that he had resigned from the said company in April 2013. It was also submitted that Mr. K C Dujari, the CMD of the company had misused his name and hence he resigned from the company as a non-executive director. It was also submitted that he was in no way involved with the company and had no control to supply documents sought by SEBI as the same are in control of the CMD. Reminder letters dated March 08, 2016 were issued to APL, Shri Sasanka Roy Sarkar and Shri Kailash Chand Dujari. However, no replies have been received by SEBI from these three entities.

2.4 Thereafter, a physical verification of the Registered Office address of APL i.e. P - 20, Darga Road Kolkata, West Bengal -700017 was conducted by SEBI, by a site visit, on August 24, 2017. However, APL could not be located at the aforesaid address.

3.1 During the intervening period, details pertaining to APL were sought to be procured by SEBI from the Ministry of Corporate Affairs' website i.e. *MCA 21 Portal*. The following relevant information was available from the website –

- i. **DATE OF INCORPORATION:** November 20, 1990.
- ii. **TYPE OF COMPANY:** Public Limited Company.
- iii. **CORPORATE IDENTITY NUMBER (CIN):** U65922WB1990PLC050197.
- iv. **PAN:** AACCA5192L.
- v. **REGISTERED OFFICE ADDRESS:** P - 20, Darga Road Kolkata, West Bengal -700017.
- vi. **DATE OF FILING OF LAST ANNUAL ACCOUNTS AND ANNUAL REPORTS –** March 31, 2013.
- vii. **TOTAL ISSUED CAPITAL OF THE COMPANY (AS ON 31.03.2013):**
 - a. Equity Shares: Rs. 55,49,000/-.
 - b. Preference Shares: Rs. 40,41,15,000/-
- viii. **DETAILS OF RELEVANT BOARD MEETING:** NOT AVAILABLE.

3.2 The complainants were issued various letters to submit additional documents so as to enable SEBI to examine the matter further. These complainants have provided copies of Deep Discount Bonds issued by APL to them. A physical counting of the copies of Deep Discount Bonds issued by APL and a detailed analysis thereof has revealed that the company has issued two types of deep discount bonds viz. Infra Bond and Power Bond and raised a sum of Rs. 2,49,81,000 approx. The details are as under –

A. Details of Infra Bond –

TABLE- II		
Financial Year	No. of allottees	Amount (Rs.)
2007-08	22	1,55,000
2008-09	825	1,03,80,000
2009-10	503	52,19,000
2010-11	6	58,000
2011-12	2	2,000
2012-13	1	13,000
Total	1,359 approx*	158,27,000 approx*

B. Details of Power Bond –

TABLE- III		
Financial Year	No. of allottees	Amount (Rs.)
2007-08	142	12,55,000
2008-09	314	33,85,000
2009-10	207	24,04,000
2010-11	134	23,38,000
2011-12	31	4,41,000
2012-13	2	55,000
Total	830 approx*	98,78,000 approx *

**The number of allottees and the respective amount mobilized by the company from them have been arrived at after adding the physical number of Infra Bond and Power Bond Certificates submitted by the complainants.*

ISSUE FOR DETERMINATION –

- 3.3 The issue for determination in the instant matter is whether the mobilization of funds by APL through the *offer and allotment of Deep Discount Bonds*, as detailed at paragraph 3.2, is in accordance with the provisions of the SEBI Act, 1992 (“**SEBI Act**”) and the Companies Act, 1956 (“**Companies Act**”).

RELEVANT PROVISIONS OF LAW AND *PRIMA FACIE* FINDINGS –

- 3.4 Section 67 of the Companies Act deals with the conditions or circumstances under which an offer of shares/debentures by a company would be construed as one made to the public. Extracts of the relevant provisions of Section 67 of the Companies Act, dealing with offer of shares or debentures to the public, are reproduced as under:

“Construction of reference to offering shares or debentures to the public, etc.

67. (1) *Any reference in this Act or in the articles of a company to offering shares or debentures to the public shall, subject to any provision to the contrary contained in this Act and subject also to the provisions of sub-sections (3) and (4), be construed as including a reference to offering them to any section of the public, whether selected as members or debenture holders of the company concerned or as clients of the person issuing the prospectus or in any other manner.*

(2) *Any reference in this Act or in the articles of a company to invitations to the public to subscribe for shares or debentures shall, subject as aforesaid, be construed as including a reference to invitations to subscribe for them extended to any section of the public, whether selected as members or debenture holders of the company concerned or as clients of the person issuing the prospectus or in any other manner.*

(3) No offer or invitation shall be treated as made to the public by virtue of sub-section (1) or sub-section (2), as the case may be, if the offer or invitation can properly be regarded, in all the circumstances-

(a) as not being calculated to result, directly or indirectly, in the shares or debentures becoming available for subscription or purchase by persons other than those receiving the offer or invitation; or

(b) otherwise as being a domestic concern of the persons making and receiving the offer or invitation. **Provided** that nothing contained in this sub-section shall apply in a case where the offer or invitation to subscribe for shares or debentures is made to fifty persons or more:

Provided further that nothing contained in the first proviso shall apply to non-banking financial companies or public financial institutions specified in section 4A of the Companies Act (1 of 1956)."

3.5 For ascertaining whether the offer and allotment of Deep Discount Bonds by APL will fall within the scope of Section 67 of the Companies Act, the number of persons to whom such offers were made by APL is crucial. In terms of the first proviso to Section 67(3), an offer of shares or debentures made to fifty persons or more would constitute an offer to the public. Further, the Hon'ble Supreme Court of India in *Sahara India Real Estate Corporation Limited vs. SEBI (Civil Appeal no. 9813 and 9833 of 2011)* examined the scope of Section 67 of the Companies Act. At paragraph 86 of the judgment, the Hon'ble Supreme Court observed: "... if an offer of securities is made to fifty or more persons, it would be deemed to be a public issue, even if it is of domestic concern or proved that the shares or debentures are not available for subscription or purchase by persons other than those received the offer or invitation."

3.6 In this context, the following is noted from the information obtained from the MCA21 Portal and other relevant material available on record –

A. **Offer and allotment of Deep Discount Bonds –**

- i. APL offered and allotted Deep Discount Bonds during the financial years 2007-08, 2008-09, 2009-10 and 2010-11. The company raised funds through issue of Infra Bonds from at least 825 persons amounting to Rs. 1,03,80,000/- approx. during F.Y. 2008-09 and from at least 503 persons amounting to Rs. 52,19,000/- during F.Y. 2009-10. The company raised funds through issue of Power Bonds from at least 142 persons amounting to Rs. 12,55,000/- approx. during F.Y. 2007-08, from at least 314 persons amounting to Rs. 33,85,000/- during F.Y. 2008-09, from at least 207 persons amounting to Rs. 24,04,000/- during 2009-10 and from at least 134 persons amounting to Rs. 23,38,000/- approx. during F.Y. 2010-11. It has mobilized a sum of Rs. 2,49,81,000 approx. through the aforementioned issuances.
- ii. Therefore, on the basis of the aforesaid information, the offer and allotment of Deep Discount Bonds by APL prima facie qualifies to be construed as an offer made to the public in terms of Section 67(3) of the Companies Act.

3.7 It is also observed that APL is not a Non-banking financial company or a public financial institution within the meaning of Section 4A of the Companies Act, and thus, is not covered under the exceptions provided in the *second proviso* to Section 67(3) of the Companies Act.

3.8 From the above, it will follow that such public issue makes it imperative for APL to comply with the mandate of Section 73 of the Companies Act. Relevant extract of Section 73 of the Companies Act is reproduced as under:

“Allotment of shares and debentures to be dealt in on stock exchange.

73. (1) Every company intending to offer shares or debentures to the public for subscription by the issue of a prospectus shall, before such issue, make an application to one or more recognised stock exchanges for permission for the shares or debentures intending to be so offered to be dealt with in the stock exchange or each such stock exchange.

(1A)...

(2) Where the permission has not been applied under subsection (1) or such permission having been applied for, has not been granted as aforesaid, the company shall forthwith repay without interest all moneys received from applicants in pursuance of the prospectus, and, if any such money is not repaid within eight days after the company becomes liable to repay it, the company and every director of the company who is an officer in default shall, on and from the expiry of the eighth day, be jointly and severally liable to repay that money with interest at such rate, not less than four per cent and not more than fifteen per cent, as may be prescribed, having regard to the length of the period of delay in making the repayment of such money (Emphasis supplied) ...”

3.9 As the *offer and allotment of Deep Discount Bonds* by APL is *prima facie* a public issue in accordance with the provisions of the Companies Act, the same will attract the requirement for such shares/debentures to be dealt on a recognized stock exchange in terms of Section 73 of the Companies Act, as stated above. I find that APL is *prima facie* in breach of the provisions of Section 73 as well.

3.10 Further, in connection with a public issue, Section 56 of the Companies Act mandates that the prospectus issued by a company shall state the matters specified thereunder and Section 60 of the Companies Act mandates registration of such prospectus with the ROC. I find that there is no evidence on record to indicate that APL has complied with the provisions of Sections 56 and 60 of Companies Act, in respect of the *offer and allotment of Deep Discount Bonds* by APL. In view of the same, I find that APL is *prima facie* in breach of the provisions of Sections 56 and 60 of the Companies Act in connection with the aforesaid *offer and allotment of Deep Discount Bonds*.

3.11 I note that a public issue of Deep Discount Bonds requires compliance with the norms issued by SEBI. The relevant provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 (“**ILDS Regulations**”) are listed as under:

- i. Regulation 4(2)(a) – *Application for listing of debt securities;*
- ii. Regulation 4(2)(b) – *In-principle approval for listing of debt securities;*
- iii. Regulation 4(2)(c) – *Obtention of Credit rating;*
- iv. Regulation 4(2)(d) – *Dematerialization of debt securities;*
- v. Regulation 5(2)(b) – *Disclosure requirements in the Offer Document;*
- vi. Regulation 6 – *Filing of draft Offer Document;*
- vii. Regulation 7 – *Mode of disclosure of Offer Document;*
- viii. Regulation 8 – *Advertisements for Public Issues;*
- ix. Regulation 9 – *Abridged Prospectus and application forms;*
- x. Regulation 12 – *Minimum subscription;*
- xi. Regulation 14 – *Prohibition of mis-statements in the Offer Document;*
- xii. Regulation 19 – *Mandatory Listing;*
- xiii. Regulation 26 – *Obligations of the Issuer, etc.*

3.12 I further note that in respect of the allotments made before 06.06.2008, a public issue of Deep Discount Bonds requires compliance with SEBI (Disclosure and Investor Protection) Guidelines, 2000 (“**DIP Guidelines**”). The relevant provisions of **DIP Guidelines** are listed as under:

- (i) *Clause 2.1.1: Filing of offer document,*
- (ii) *Clause 2.1.4: Application for listing,*
- (iii) *Clause 2.1.5: Issue of securities in dematerialized form,*
- (iv) *Clause 2.8: Means of finance,*
- (v) *Clause 4.1: Promoters contribution in a public issue by unlisted companies,*
- (vi) *Clause 4.11: Lock-in of minimum specified promoters contribution in public issues,*
- (vii) *Clause 4.14 : Lock-in of pre-issue share capital of an unlisted company,*
- (viii) *Clause 5.3.1: Memorandum of understanding,*
- (ix) *Clause 5.3.3: Due diligence certificate,*
- (x) *Clause 5.3.5: Undertaking,*
- (xi) *Clause 5.3.6: List of promoters group and other details,*
- (xii) *Clause 5.4 : Appointment of intermediaries,*
- (xiii) *Clause 5.6 : Offer document to be made public*
- (xiv) *Clause 5.6A: Pre-issue Advertisement,*
- (xv) *Clause 5.7: Dispatch of issue material,*
- (xvi) *Clause 5.8: No complaints certificate,*
- (xvii) *Clause 5.9: Mandatory collection centres and Clause 5.9.1. and minimum number of collection centres,*
- (xviii) *Clause 5.10: Authorized collection agents,*
- (xix) *Clause 5.12.1: Appointment of compliance officer,*
- (xx) *Clause 5.13 : Abridged prospectus,*
- (xxi) *Clause 6.0: Contents of offer documents - Clause 6.1 to Clause 6.15- contents of prospectus, Clause 6.16 to Clause 6.34 - contents of abridged prospectus including Clause 6.17.13 and Clause 41.6 – rating for the proposed debentures/ preference shares issue, if any, obtained from credit rating agencies,*
- (xxii) *Clause 8.3: Rule 19(2)(b) of SC(R) Rules, 1957,*
- (xxiii) *Clause 8.8.1: Opening & closing date of subscription of securities,*
- (xxiv) *Clause 9 : Guidelines on advertisements by issuer company,*
- (xxv) *Clause 10.1: Requirement of credit rating and*
- (xxvi) *Clause 10.5: Redemption.*

- 3.13 APL appears to have not complied with the aforesaid provisions of the ILDS Regulations and DIP Guidelines in the context of the *offer and allotment of Deep Discount Bonds*. I therefore find APL to be in *prima facie* breach of Regulations 4(2)(d), 5(2)(b), 6,7,8,9,12,14,19 and 26 of the ILDS Regulations 2008 and Clause 2.1.1, 2.1.4, 2.1.5, 2.8, 4.1, 4.11 4.14, 5.3.1, 5.3.3, 5.3.5, 5.3.6, 5.4, 5.6, 5.6A, 5.7.5, 5.8, 5.9, 5.10, 5.12.1, 5.13, 6.0, 6.1 to 6.15, 6.16 to 6.34, 6.17.13, 41.6, 8.3, 8.8.1, 9, 10.1, 10.5 of SEBI (DIP) Guidelines, 2000 (in respect of the allotments made before 06.06.2008).
- 3.14 In terms of Section 73(2), the Company and every director who is an officer in default is jointly and severally liable for repayment of the money raised in breach of provisions of Section 73(1). Further, in terms of Section 62 of the Companies Act, every person who *inter alia* is a director of the company at the time of the issue of the prospectus and every person who is a Promoter of the company, are liable to pay compensation to every person who subscribes for any shares or debentures on the faith of the prospectus for any loss or damage he may have sustained by reason of any untrue statement included therein.
- 3.15 As per the information available on the *MCA21 Portal*, the details of the present and past Directors and Promoters of APL, including the dates of appointment/cessation as Directors, are as under:

TABLE- IV							
Sl. No.	Name of director	Designation	DIN/DPIN	PAN	Residential Address	Date of apt.	Date of cessation
1	Kali Kishore Bagchi	Director	00601879	ACUPB9253E	Flat No-9, Amritdham, Nityananda Nagar, Bakultala, Howrah, 711109, West Bengal	27.04.2004	08.10.2013
2	Kailash Chand Dujari	Managing Director and Promoter	00628742	ACVPD0419R	62, Lake Place, Kolkata, 700029, West Bengal	20.11.1990	-
3	Nishant Prakash	Director	00610717	AJJPP1248F	1050/1, Survey Park, Utsav-Utsarg-04A-UV14 Santoshpur, Kolkata – 700075, West Bengal	10.01.2007	15.02.2012
4	Sudha Dujari	Promoter	-	ADHPD9611Q	62, Lake Place, Kolkata, 700029, West Bengal	-	-
5	Mahammad Azam Khan	Director	1449067	AGVPK3693E	3 Ismail Madan Lane, Kolkata, 700073, West Bengal	04.02.2013	29.04.2013
6	Bhasker Shukla	Additional Director	2920779	CNNPS5320M	B-106, Gazipur Village Delhi-110092, Delhi	18.01.2010	18.01.2010

7	Sasanka Roy Sarkar	Director	3345064	BJKPS6178P	New Kadamtala, N N Road, Bye Lane, Po Coochbehar, Coochbehar, 736101, West Bengal	21.01.2013	10.05.2013
8	Jamil Ahmed Farooqui	Director	5172708	AAFPF3468A	70, Topsia Road South Kolkata, 700048, West Bengal	04.02.2013	29.04.2013
9	Syed Kazim Raza	Director	5172720	AHLPR2153F	Aliyan House, 1/1, Rifle Range Road, Kolkata, 700017, West Bengal	04.02.2013	29.04.2013
10	Debdas Chatterjee	Director	5192408	ABVPC3502H	12, Mall Road, 3rd Floor, Swapnaneer Apartment, Dum Dum, Kolkata, 700080, West Bengal	03.02.2012	07.05.2013
11	Barun Kumar De	Director	5195240	ACNPD1278L	48/51, Purna Mitra Lane, Swiss Park Kolkata, 700033, West Bengal	06.02.2012	31.12.2013
12	Bipradas Majumdar	Director	5323741	ALDPM6399N	6/4, Bijoygarh Colony, Jadavpur, Calcutta South, Calcutta South, 700032, West Bengal	06.07.2012	01.04.2013
13	Ranjan Kumar Chowdhury	Director	6519275	ACOPC0503E	24, Patbari Lane, Near Patbari Temple, P.O Panihati, 24 Pgs (N), Kolkata, 700114, West Bengal	28.02.2013	15.07.2013

3.16 I note that the persons at serial nos. 1–3 of Table IV were the Directors during the period of money mobilization by APL and hence are responsible for the offer and allotment of Deep Discount Bonds in violation of the Public Issue requirements and are also liable for refund of money to the investors. The person at Sl. No. 2 is in fact one of the promoters of APL. The person at serial no. 4 of Table IV is Promoter of APL. The persons at serial nos. 5-13 of Table IV were the Directors of APL, though they assumed directorship post the fund mobilization, as they are presumed to be aware of the fund mobilization done by the company.

DIRECTIONS –

- 4.1 In the light of the facts in the instant matter, I find this to be a fit case to pass interim directions against APL and the above named Directors/Promoters.
- 4.2 In view of the foregoing, I, in exercise of the powers conferred upon me under Sections 11, 11(4) and 11B of the SEBI Act hereby issue, with immediate effect, the following directions, which shall remain in force until further orders:-

- i. APL and its Directors/Promoters, viz. Kali Kishore Bagchi; Kailash Chand Dujari; Nishant Prakash; Sudha Dujari; Mahammad Azam Khan; Bhasker Shukla; Sasanka Roy Sarkar; Jamil Ahmed Farooqui; Syed Kazim Raza; Debdas Chatterjee; Barun Kumar De; Bipradas Majumdar and Ranjan Kumar Chowdhury, shall not access the securities market or buy, sell or otherwise deal in the securities market, either directly or indirectly, or associate themselves with any listed company or company intending to raise money from the public;
- ii. APL and its Directors, viz. Kali Kishore Bagchi; Kailash Chand Dujari and Nishant Prakash shall neither dispose of, alienate or encumber any assets of APL bought from such funds;
- iii. APL and its Directors/Promoters, viz. Kali Kishore Bagchi; Kailash Chand Dujari; Nishant Prakash; Sudha Dujari; Mahammad Azam Khan; Bhasker Shukla; Sasanka Roy Sarkar; Jamil Ahmed Farooqui; Syed Kazim Raza; Debdas Chatterjee; Barun Kumar De; Bipradas Majumdar and Ranjan Kumar Chowdhury, shall co-operate with SEBI and shall furnish all information/documents in connection with the *offer and allotment of Deep Discount Bonds* sought vide letters dated January 29, 2016.

4.3 The preliminary findings contained in paragraphs 3.6–3.16 of this Order are made on the basis of the information obtained from documents submitted by the complainants, *MCA21 Portal* and other relevant material on record. APL and all the abovenamed Directors/Promoters (Collectively referred to as “**Noticees**”) are hereby called upon to show cause as to why suitable directions/prohibitions under Sections 11, 11(4), and 11B of the SEBI Act should not be issued/imposed, including the following directions, viz. –

- i. APL and its Directors, viz. Kali Kishore Bagchi; Kailash Chand Dujari and Nishant Prakash, to jointly and severally refund the money collected by the company through the *offer and allotment of Deep Discount Bonds*, with an interest of 15% per annum (the interest being calculated from the date when the repayments became due in terms of Section 73(2) of the Companies Act till the date of actual payment). The refund of money should be supported by a Certificate of two independent Chartered Accountants to the satisfaction of SEBI; and
- ii. APL and its Directors, viz. Kali Kishore Bagchi; Kailash Chand Dujari; Nishant Prakash; Sudha Dujari; Mahammad Azam Khan; Bhasker Shukla; Sasanka Roy Sarkar; Jamil Ahmed Farooqui; Syed Kazim Raza; Debdas Chatterjee; Barun Kumar De; Bipradas Majumdar and Ranjan Kumar Chowdhury to be restrained/prohibited from accessing the securities market and buying, selling or otherwise dealing in securities in any manner whatsoever, directly or indirectly, for a period of four years from the date of effecting the refund as directed above.

- 4.4 The Noticees may, within 21 days from the date of receipt of this *Interim Order–cum–Show Cause Notice*, file their respective replies. APL and the above named Directors/Promoters are directed to furnish an inventory of their assets in their reply. In the event the Noticees intend to avail an opportunity of personal hearing, they may do so by seeking a confirmation in writing from SEBI for the same within 90 days from the date of receipt of this Order. In the event of the respective Noticees failing to file replies or requesting for an opportunity of personal hearing within the said 90 days, the preliminary findings at paragraphs 3.6–3.16 of this Order shall become final and absolute against the respective Noticees automatically, without any further orders. Consequently, the Noticees shall automatically be bound by the directions contained in paragraphs 4.2(i)–(ii) till the expiry of a period of four years from the date of repayment to the satisfaction of SEBI.
- 4.5 In case of failure by the respective Noticees to comply with the aforesaid directions within a period of 180 days from the date of receipt of this Order, SEBI may initiate appropriate enforcement action under SEBI Act including Recovery proceedings, Adjudication or Prosecution in addition to making a suitable reference to State Government/Local Police.
- 4.6 Copy of this Order shall be forwarded to the recognized Stock Exchanges and Depositories for information and necessary action. A copy of this Order may also be forwarded to MCA/concerned RoC for their information and necessary action with respect to the directions imposed on APL and the above named Directors/Promoters.

Place: Mumbai

Date: June 4, 2018

G. MAHALINGAM
WHOLE TIME MEMBER
SECURITIES AND EXCHANGE BOARD OF INDIA