

BEFORE THE SECURITIES AND EXCHANGE BOARD OF INDIA

CORAM: MADHABI PURI BUCH, WHOLE TIME MEMBER

FINAL ORDER

Under Sections 11, 11(4), 11A and 11B (1) of the Securities and Exchange Board of India Act, 1992

In the matter of Orion Industries Limited

In re Deemed Public Issue Norms

In respect of:

Sl. No.	Name of the Entity	PAN	DIN
1.	Md Mahfuz Alam	AKDPA2022P	03332910
2.	Parwez Alam	AKIPA6043M	03315228
3.	Md Kamal Koshar	BBAPK4611F	03422498
4.	Mohammad Salimuddin Ansari	ALLPA8121E	03422472
5.	Manzur Alam	ANFPA9734M	03504056
6	Punam Bharati	Not Available	02685056
7	Mohammed Afaque Ahmad	AJCPA6064F	05110815
8	Santanu Sen Choudhury	AGVPC5307K	NA

Background

1. Orion Industries Limited (hereinafter referred to as “OIL”/ “the Company”) is a public company incorporated on December 15, 2010 and registered with Registrar of Companies, Jharkand with CIN: U01403JH2010PLC014555. Its registered office is at K-4, Kalpatru Jalan Road, Upeer Bazar, Ranchi, Jharkand, India – 834001.

2. Securities and Exchange Board of India (hereinafter referred to as “**SEBI**”) received a complaint on December 06, 2018 from Ms. Shahjahan Begam (hereinafter referred to as “**Complainant**”) alleging money mobilization by OIL. The Complainant had also enclosed copies of two certificates of Redeemable Preference Share (hereinafter referred to as “**RPS**”) and therefore, the matter was taken up for examination as to whether the provisions of the Securities and Exchange Board of India Act, 1992 (hereinafter referred to as “**SEBI Act, 1992**”) read with the relevant provisions of Companies Act, 1956 (hereinafter referred to as “Companies Act”) were complied with or not in the alleged issuance of RPS by the Company. On enquiry by SEBI, it was observed that OIL had issued RPS and the amount mobilized by the company are as follows:

Financial Year	No. of allottees	Amount (Rs.)
2011-12	319	38,57,000
2012-13	3872	5,07,91,000
2013-14	1	50,000
Total	4192	5,46,98,000

The number of allottees and funds mobilized has been collated from the information on Ministry of Corporate Affairs (MCA) Portal and the documents received from the complaint. As the above said Offer of RPS was found *prima facie* in violation of respective provisions of the SEBI Act, 1992 and the Companies Act.

3. SEBI passed an interim order dated July 05, 2019 (hereinafter referred to as “**Interim Order**”) and issued directions mentioned therein against OIL and its Directors viz. Md Mahfuz Alam, Parwez Alam, Md Kamal Koshar, Mohammad Salimuddin Ansari, Manzur Alam, Punam Bharati, Mohammed Afaq Ahmad, Santanu Sen Choudhury (hereinafter referred to individually by their respective names and collectively referred to as “**Noticees**”).

4. **Prima facie findings/allegations:**

- 4.1. In the said Interim Order, the following *prima facie* findings were recorded. OIL had made an *Offer of RPS* during the financial years 2011-12 and 2012-13 and raised a total amount of Rs. 5,46,48,000 from 4,191 allottees as shown below:

Financial Year	No. of allottees	Amount (Rs.)
2011-12	319	38,57,000
2012-13	3872	5,07,91,000
Total	4191	5,46,48,000

4.2. The above *Offer of RPS* and pursuant allotment were deemed public issue of securities under the first proviso to Section 67(3) of the Companies Act. Accordingly, the resultant requirement under Sections 56, 60, 73(1), 73(2) of the Companies Act were not complied with by OIL in respect of the *Offer of RPS*.

4.3. In view of the *prima facie* findings on the violations, the following directions were issued in the said Interim Order dated July 05, 2019 with immediate effect.

“Para 21.....

- a) Orion Industries Ltd., Md. Mahfuz Alam, Parwez Alam, Md. Kamal Koshar, Mohammad Salimuddin Ansari, Manzur Alam, Punam Bharati, Mohammed Afaq Ahmad and Santanu Sen Choudhury are restrained from mobilizing funds or inviting subscription through the issue of RPS or through any other form of securities, from the public and/or issuing prospectus or any offer document or issue advertisement to the public inviting subscription of securities, in any manner whatsoever, either directly or indirectly till further directions;*
- b) Orion Industries Ltd., Md. Mahfuz Alam, Parwez Alam, Md. Kamal Koshar, Mohammad Salimuddin Ansari, Manzur Alam, Punam Bharati, Mohammed Afaq Ahmad and Santanu Sen Choudhury 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 any company intending to raise money from the public, till further directions;*
- c) Orion Industries Ltd., Md. Mahfuz Alam, Parwez Alam, Md Kamal Koshar, Mohammad Salimuddin Ansari, Manzur Alam, Punam Bharati, Mohammed Afaq Ahmad and Santanu Sen Choudhury shall neither dispose of, nor alienate or encumber any of its/their assets nor divert any funds raised from public through the offer and allotment of RPS;*
- d) Orion Industries Ltd. and its present directors shall co-operate with SEBI and shall furnish all information/documents in connection with the offer and allotment of RPS sought vide letters dated December 19, 2018 and February 04, 2019. “*

4.4. The Interim Order also directed OIL and the Noticees to show cause as to why suitable directions/prohibitions under section 11, 11(4), and 11B of the SEBI Act, 1992 should not be issued/imposed against them, including the following directions, namely: -

“Para 22....

- a) Orion Industries Ltd. and its directors Md Mahfuz Alam, Parwez Alam, Md Kamal Koshar, Mohammad Salimuddin Ansari, Manzur Alam, Punam Bharati, Mohammed Afaq Ahmad, to jointly and severally refund the money collected from the public through the offer and allotment of RPS, without complying with the public issue norms, 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, 1956 till the date of actual payment} within a period of ninety days and file a certificate of two independent Chartered Accountants to*

the satisfaction of SEBI (to be submitted within seven days of completion of the refund); and

- b) The Noticees to be restrained / prohibited from accessing the securities market by issue of prospectus / offer document / advertisement and buying, selling or otherwise dealing in securities in any manner whatsoever, either directly or indirectly, for a period of four years, from the date of completion of making refund to the investors.*

5. **Service of Interim Order:** Copies of the Interim Order was served on Noticees vide letter dated July 05, 2019. In respect of OIL the said Interim Order was returned undelivered and therefore, affixture was done on September 27, 2019.

6. Replies of the Noticees pursuant to interim order :

6.1. In response to the interim order, except OIL, the following Noticees filed their replies which are summarized below:

Sl.No	Name of the Entity	Submissions
1	Mohammed Afaque Ahmad (hereinafter referred to as "Afaque")	i. Vide undated letter received by SEBI on August 01, 2019, submitted that he is a past director of OIL.. ii. That he was attached with the Company for the period of one year and ten months approx. as per the available records stated in the interim order. The fact he worked for the Company for a period of 4 to 5 months only and resigned from the position of Director on February 12, 2012 and the same was accepted by the Directors of the Company on February 14, 2012. iii. Due to short span with the company he is unable to provide the data material, therefore requested 90 days time to submit the reply. iv. Again, vide undated letter received by SEBI on November 28, 2019 submitted that he joined as additional director of the company vide appointment letter dated February 05, 2011. He joined for the post of directorship on the basis of the offered terms and conditions. Due to several working conditions he resigned from the post of directorship vide letter dated February 10, 2012. The company issued No objection certificate and no dues certificate on March 15, 2012.

2	Santanu Sen Choudhury (hereinafter referred to as "Santanu")	i. Vide undated letter received by SEBI on 06/08/2019 submitted that he was not the promoter of the Company as mentioned in the interim order, he had neither created/promoted OIL nor had ever held the position of director/promoter. That he has never involved in issuing any type of securities and had never signed any document or had any type of bank transaction with the company. ii. That he has no information about the allotment of RPS by the Company as he has not signed any Form 2 on behalf of the Company. iii. That he is not related to the directors/promoters of the Company. As he was not the director of the company, it is not his responsibility to comply with Section 56, 60, 73(1), 73(3) of the Companies Act.. iv. That as he was never involved in issuing any type of securities, he cannot be held responsible for the said non-compliances and cannot be considered as the officer in default. v. That he does not have any knowledge of the said funds mobilized by the Company as he never had nor in present associated with the Company. vi. The Direction issued in the interim order is not binding upon him since he was not the promoter of the company.
3	Md. Mahfuz Alam(hereinafter referred to as "Mahfuz")	Vide letter dated September 24, 2019, stated that due to delay in receiving the interim order, sought for extension of time for 60 days to reply to the interim order.
4	Ms. Punam Bharati (hereinafter referred to as "Punam")	Vide letter dated August 14, 2019, stated that she was appointed as Director on March 07, 2011 and ceased to be Director on May 16, 2014. She was Director for approx. 3years, was appointed to look in to the matter of appointment of field worker. Sought an extension of time of 120 days to collect the documents advised in the interim order.
5	Shri Kamal Koushar (hereinafter referred to as "Kamal")	i. Vide undated letter received by SEBI on August 07, 2019, stated that he is the Promoter cum Director of the company and the date of appointment for the position of Director was March 07, 2011.

		<i>ii. He was deputed to look into the matter of appointment of field workers. Due to limited area/field, he is not in position to provide the requisite documents mentioned in the interim order, shall contact the colleague/directors to provide the reply, therefore, sought an extension of time of 120 days.</i>
6	<i>Md. Salimuddin Anasari (hereinafter referred to as "Salimuddin")</i>	<i>i. Vide undated letter received by SEBI on August 06, 2019 stated that he was appointed as Director on March 07, 2011. He was attached with the company for the purpose of management. ii. He is not in position to provide the requested documents, shall contact the colleague/directors to provide the reply, therefore, sought an extension of time of 120 days.</i>
7	<i>Shri Manzur Alam (hereinafter referred to as "Manzur")</i>	<i>Vide undated letter received by SEBI on August 05, 2019 stated that he was appointed as Director on April 18, 2011. He was promoter and director of the company. Due to limited area/field not in position to provide the requisite documents mentioned in the interim order, shall contact the colleague/directors to provide the reply, therefore, sought an extension of time of 120 days.</i>
8	<i>Shri Parwez Alam (hereinafter referred to as "Parwez")</i>	<i>Vide undated letter received by SEBI on August 05, 2019 stated that he was appointed as Director cum Promoter of the company on December 15, 2010. He was appointed for limited functions, hence, is not aware of all the facts of the company. He is not in position to provide the requisite documents mentioned in the interim order, shall contact the colleague/directors to provide the reply, therefore, sought an extension of time of 120 days.</i>

7. Personal Hearing:

7.1. In the present proceeding, before proceeding further in the matter, an opportunity of personal hearing was granted on December 10, 2019 to OIL and the Noticees.

7.2. Hearing Notice returned undelivered with respect to Noticees viz. OIL, Punam, Santanu and Afaque. Paper publication was done on November 23, 2019 in Pioneer and Dainik

Bhaskar was done for OIL and Afaque and in Edition of Telegraph, Sanmarg and Ananda Bazar Patrika for Punam and Santanu.

7.3. Meanwhile, vide different undated letter received by SEBI on December 09, 2019, following Noticees made written submission:

7.3.1. **Parwez and Manzur**: reiterated the submission made by them earlier and in addition stated that they have made efforts to collect the requisite documents stated in the interim order and sought for adjournment of hearing.

7.3.2. **Salimuddin**: reiterated the submission made by him earlier and said he could collect limited documents as advised in the interim order.

8. The Noticees viz., Salimuddin , Mahfuz , Kamal , Afaque and the Authorized Representatives (Mr. Monish Kumar and Mr. Rohitash Gupta) of Santanu appeared for the personal hearing held on the said date and made oral submissions, which are stated below:

8.1. **Mahfuz and Kamal :**

- i. *The Company was managed by its six directors viz., Md Mahfuz Alam, Parwez Alam, Md. Kamal Koshar, Mohammad Salimuddin Ansari, Manzur Alam and Punam Bharti. There is no Managing Director in the Company.*
- ii. *The Noticees submitted that they are ready to make the refund to its investors.*
- iii. *They claimed that they had refunded approximately Rs. 2-2.5 crores to the investors. The list of investors to whom refunds were already made was prepared by their CA and some of the repayments were made in cash and some were made through banking channels.*
- iv. *The Noticees submitted that the Company has properties at Jamtara and Asansol, West Bengal.*
- v. *During the hearing, the Noticees were directed to submit the details of the abovementioned properties along with a proper repayment plan for refund of money collected from the investors. Also they were advised to provide the bank statements with respect to the refunds already made along with the corresponding list of investors.*

8.2. **Salimuddin :**

- i. *The Noticee submitted that they are ready to refund the money collected by selling the properties in the name of the Company. Whatever liquid cash was available with the Company was refunded to the investors who approached them.*
- ii. *The projects for which they raised the money could not be launched as SDO closed the Company.*
- iii. *The Noticee was working in Basil International Ltd. as a commission agent and then started this company. Mr. Santanu Sen Choudhury was also working in Basil International Ltd.*

8.3. **Afaque:**

- i. *The Noticee submitted that he was working in Basil International Ltd. as a commission agent and then in OIL.*
- ii. *The Noticee resigned from OIL within 3-4 months. However, the Board accepted his resignation after a considerable amount of time and filed the same with ROC after around 2 years.*

8.4. **Santanu :**

- i. *The Noticee submitted that he has not promoted the Company nor he was a shareholder or were there any share certificates allotted to him by the Company.*

- ii. *The Noticee is not aware of any of the affairs of the Company and is not an authorised signatory of the Company. The Noticee did not sign any documents of the Company. He doesn't know any of the directors of the Company.*
- iii. *The Noticee submitted that the signatures appearing in the MoA and AoA are not signed by him. His signatures are different as can be verified from his PAN card.*
- iv. *The Noticee was advised to file an affidavit with respect to the fact that he doesn't know any of the directors of OIL. Further, the Noticee was informed that this is not the appropriate forum to dispute the signatures and he has to file a complaint in the appropriate forum.*

9. Pursuant to the personal hearing, the Noticees, namely Mahfuz, Parwez, Kamal, Salimuddin and Manzur vide joint letter dated December 20, 2019 made the following submission, relevant portions of which are summarized below:

9.1. *That they are the directors of the company M/s Orion Industries Limited registered with the Registrar of Companies Jharkhand, Bihar Patna bearing its CIN No- U01403JH2010PLC014555 having its registered office at the address of K-4, Kalpatru, Jalan Road, Ranchi, Jharkhand – 834001. That, the date of incorporation of the Company is 15.12.2010 and the PAN of the company is AABCO3919J. But the registered office has been closed and there is no other office as of date.*

9.2. *That, the list of the Promoters/Directors of the Company are as follows:*

- *Md Mahfuz Alam – Director cum Promoter*
- *Md Parwez Alam – Director cum Promoter*
- *Md Kamal Kausher – Director cum Promoter*
- *Md Salimuddin Ansari – Director cum Promoter*
- *Md Manzur Alam – Director cum Promoter*
- *Punam Bharti – Director*
- *Afaque Ahmad – Director*

9.3. *That Mr. Santanu Sen Choudhary was appointed in the company as director and Promoter and worked in the company for a period of 3 months. After completion of his tenure of three months, he was terminated from the company.*

9.4. *That Mr. Afaque Ahmad was also one of the directors in the company having his DIN No: - 05110815, he had been appointed as the director to look into the matter of field force and field - headquarters relationship, but as Mr. Afaque Ahmad was not satisfied with his appointment, he preferred to resign from the company just after three months. But in the interest of the Company the directors deferred his resignation for a long time but after several requests Mr. Afaque Ahmad denied to continue with the company, and hence his resignation was accepted and No Due Certificate along with Clearance Certificate was issued to him. That he was associated with the Company for 3 months and never took part in any financial activity of the Company.*

9.5. *That the Directors have unanimously decided to opt any of the following 3 procedures in order to refund the amount of 5.46 Crores as part of their Repayment Plan:*

9.5.1. *By appointing arbitrator under the provision of Arbitration and Conciliation Act, 1996.*

9.5.2. *By inviting the claims from investors/shareholders and appointing a liquidator.*

9.5.3. *By urging SEBI to take over all the assets and neutralize their liability by appointing a competent officer in this matter.*

9.6. *That all the directors are not aware of the law and started the Company in association and the direction of C.A. Mr. M.K. Basu and his associates.*

9.7. *The Directors also submitted the details of the land/properties purchased in the name of the Company.*

10. The Noticees viz., Parwez , Manzur and Punam sought for adjournment of personal hearing and the same was acceded to. In this regard, the aforesaid Noticees were once again granted an opportunity to avail personal hearing on February 05, 2020. The Noticees appeared on the said date and made oral submissions.

10.1. Parwez , Manzur Alam and Punam :

- i. *The Noticees submitted that they are ready to refund the money collected by selling the properties in the name of the Company. The Company has properties at Jamtara and Asansol, West Bengal.*
- ii. *The Noticees were working in Basil International Ltd. as a commission agent and then started this company. Mr. Santanu Sen was also working in Basil International Ltd. Mr. Santanu Sen Choudhury worked in OIL for a period of 3 months.*
- iii. *Mr. Md. Afaque Ahmad preferred to resign after 3 months but the company did not accept his resignation for a long period.*
- iv. *There is no Managing Director in the Company.*
- v. *The Noticees submitted that they are in consensus with the written submissions made vide letter dated December 20, 2019.*

11. OIL, pursuant to interim order did not file any reply nor appeared for personal hearing despite the notification through paper publication the date of personal hearing. In this regard, the direction of interim order dated July 05, 2019 is reproduced below:

"Para 23

"the Noticees were given the opportunity to file their replies, within 21 days from the date of receipt of the said Interim Order. The order further stated the Noticees may also avail an opportunity of personal hearing by seeking a confirmation in writing from SEBI for the same within 45 days from the date of receipt of the said Interim Order. In the event of the Noticees failing to replies within 21 days or requesting for an opportunity of personal hearing within the said 45 days, the preliminary findings a paras 11 to 20 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 respective directions contained in Paragraphs 21 and 22."

11.1. In view of the above, the directions stated in the interim order have already become final against OIL.

12. The present proceeding shall deal with the submissions made by other Noticees viz. Mahfuz , Parwez , Kamal , Salimuddin , Manzur , Punam , Afaque and Santanu and the material available on record.

13. I have considered the allegations, written and oral submissions and materials available on record. On perusal of the same, the following issues arise for consideration.

(1) Whether the Company came out with the Offer of RPS as stated in the Interim Order?

(2) If answer on Issue No. 1 is in affirmative, whether the Offer of RPS is in violation of Section 56, Section 60 and Section 73 of Companies Act, 1956?

(3) If the findings on Issue No. 2 is in affirmative, who are liable for the violations committed?

14. ISSUE No. 1- Whether the Company came out with the Offer of RPS as stated in the Interim Order?

14.1. I have perused the Interim Order dated July 05, 2019 for the allegation of Offer of RPS. I note that neither the company nor the directors have disputed the same.

14.2. I have also perused the documents/ information obtained from the 'MCA 21 Portal' and other documents available on records. It is noted, that OIL has issued and allotted RPS to 4,191 investors during the financial years 2011-12 and 2012-13 and raised a total amount of Rs. 5,46,48,000/-. I also note that the number of allottees and funds mobilized has been collated from the information from Ministry of Corporate Affairs (MCA) Portal and the documents submitted with the complaint received by SEBI. Therefore, it is possible that the actual number of allottees and amount mobilized could be more than 4,191 allottees and Rs. 5,46,48,000/- respectively.

14.3. I therefore conclude that OIL came out with an Offer of RPS as outlined above.

15. ISSUE No. 2- If answer on Issue No. 1 is in affirmative, whether the Offer of RPS is in violation of Section 56, Section 60 and Section 73 of Companies Act, 1956?

15.1. The provisions alleged to have been violated and mentioned in Issue No. 2 are applicable to the Offer of RPS made to the public. Therefore, the primary question that arises for consideration is whether the issue of RPS is 'public issue'. At this juncture, reference may be made to sections 67(1) and 67(3) of the Companies Act, 1956:

"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 nonbanking financial companies or public financial institutions specified in section 4A of the Companies Act, 1956 (1 of 1956).”

15.2. The following observations of the Hon'ble Supreme Court of India in Sahara India Real Estate Corporation Limited & Ors. v. SEBI (Civil Appeal no. 9813 and 9833 of 2011) (hereinafter referred to as the “Sahara Case”), while examining the scope of Section 67 of the Companies Act, 1956, are worth consideration: -

“Section 67(1) deals with the offer of shares and debentures to the public and Section 67(2) deals with invitation to the public to subscribe for shares and debentures and how those expressions are to be understood, when reference is made to the Act or in the articles of a company. The emphasis in Section 67(1) and (2) is on the “section of the public”.

Section 67(3) states that no offer or invitation shall be treated as made to the public, by virtue of subsections (1) and (2), that is to any section of the public, if the offer or invitation is 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 otherwise as being a domestic concern of the persons making and receiving the offer or invitations.

Section 67(3) is, therefore, an exception to Sections 67(1) and (2). If the circumstances mentioned in clauses (1) and (b) of Section 67(3) are satisfied, then the offer/invitation would not be treated as being made to the public.

The first proviso to Section 67(3) was inserted by the Companies (Amendment) Act, 2000 w.e.f. 13.12.2000, which clearly indicates, nothing contained in Subsection (3) of Section 67 shall apply in a case where the offer or invitation to subscribe for shares or debentures is made to fifty persons or more. ... Resultantly, after 13.12.2000, any offer of securities by a public company to fifty persons or more will be treated as a public issue under the Companies Act, even if it is of domestic concern or it is proved that the shares or debentures are not available for subscription or purchase by persons other than those receiving the offer or invitation.”

15.3. Section 67(3) of Companies Act, provides for situations when an offer is not considered as offer to public. As per the said sub section, if the offer is one which is not 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, if the offer is the domestic concern of the persons making and receiving the offer, the same are not considered as public offer. Under such circumstances, they are considered as private placement of shares and debentures. It is noted that as per the first proviso to Section 67(3) Companies Act, the public

offer and listing requirements contained in that Act would become automatically applicable to a company making the offer to fifty or more persons. However, the second proviso to Section 67(3) of Companies Act, exempts NBFCs and Public Financial Institutions from the applicability of the first proviso.

- 15.4. In the instant matter, I find that RPS were issued by OIL to 4,191 investors during the financial years 2011-12 and 2012-13 and OIL has raised total amount of Rs. 5,46,48,000. The above findings lead to reasonable conclusion that the Offer of RPS by OIL was a “public issue” within the meaning of the first proviso to Section 67(3) of the Companies Act, 1956.
- 15.5. Neither OIL nor its directors have contended that the Offer of RPS does not fall within the ambit of first proviso of Section 67(3) of Companies Act.
- 15.6. I find that there is no case that OIL is a Non-Banking Financial Company or Public financial institution within the meaning of Section 4A of the Companies Act. In view of the aforesaid, I therefore, find that there is no case that OIL is covered under the second proviso to Section 67(3) of the Companies Act.
- 15.7. OIL has issued RPS to more than 50 persons and it is noted that in financial years 2011-12 and 2012-13 RPS has been issued to 4,191 allottees. It may be noted that even in cases where the issue is made in tranches and any one of the tranche has not exceeded forty nine people, reference may be made to the order dated April 28, 2017 of Hon'ble Securities Appellate Tribunal in Neesa Technologies Limited vs. SEBI (Appeal No. 311 of 2016) which lays down that *“In terms of Section 67(3) of the Companies Act any issue to ‘50 persons or more’ is a public issue and all public issues have to comply with the provisions of Section 56 of Companies Act and ILDS Regulations. Accordingly, in the instant matter the appellant has violated these provisions and their argument that they have issued the NCDs in multiple tranches and no tranche has exceeded 49 people has no meaning”*. Therefore, I hold that even if one or more of the tranche is 49 or less, in view of this judgement, the issue qualifies as deemed public issue.
- 15.8. Since, OIL has allotted RPS to more than forty-nine allottees, I find the offer of RPS is a “public issue” within the first proviso of Section 67(3) of Companies Act. Hence, the *Offer of RPS* are deemed to be public issues and OIL was mandated to comply with the 'public issue' norms as prescribed under the Companies Act.

15.9. Further, since the *Offer of RPS* is a public issue of securities, such securities shall also have to be listed on a recognized stock exchange, as mandated under section 73 of the Companies Act. As per section 73(1) and (2) of the Companies Act, a company is required to make an application to one or more recognized stock exchanges for permission for the shares or debentures to be offered to be dealt with in the stock exchange and if permission has not been applied for or not granted, the company is required to forthwith repay with interest all moneys received from the applicants.

15.10. The allegations of non-compliance of the above provisions were not denied by OIL or its directors. I also find that no records have been submitted to indicate that it has made an application seeking listing permission from stock exchange or refunded the amounts on account of such failure. Therefore, I find that OIL has contravened the said provisions. Moreover, the allegations of non-compliance of the above provisions are not denied by the Directors of the company. Therefore, I find that OIL has contravened the provisions of Sections 73(1) and (2) of the Companies Act.

15.11. Moreover, no material is available on record or submitted by the aforesaid Directors of OIL to show that the amount collected by the company was kept in a separate bank account. Therefore, I find that OIL has also not complied with the provisions of section 73(3) which mandates that the amounts received from investors shall be kept in a separate bank account.

15.12. Section 2(36) of the Companies Act read with Section 60 thereof, mandates a company to register its 'prospectus' with the RoC, before making a public offer/ issuing the 'prospectus'. As per the aforesaid Section 2(36), "prospectus" means any document described or issued as a prospectus and includes any notice, circular, advertisement or other document inviting deposits from the public or inviting offers from the public for the subscription or purchase of any shares in, or debentures of, a body corporate. As the *Offer of RPS* was a deemed public issue of securities, OIL was required to register a prospectus with the RoC under Section 2(36) read with Section 60 of the Companies Act. I find that OIL has not submitted any record to indicate that it has registered a prospectus with the RoC, in respect of the *Offer of RPS*. I, therefore, find that OIL has not complied with the provisions of Section 60 of the Companies Act, 1956.

15.13. In terms of section 56(1) of the Companies Act, 1956, every prospectus issued by or on behalf of a company, shall state the matters specified in Part I and set out the

reports specified in Part II of Schedule II of that Act. Further, as per section 56(3) of the Companies Act, 1956, no one shall issue any form of application for shares in a company, unless the form is accompanied by abridged prospectus, containing disclosures as specified. Neither OIL nor its directors produced any record to show that it has issued Prospectus containing the disclosures mentioned in section 56(1) of the Companies Act, 1956, or issued application forms accompanying the abridged prospectus. Therefore, I find that OIL has not complied with sections 56(1) and 56(3) of the Companies Act, 1956.

15.14. Further, I note that the jurisdiction of SEBI over various provisions of the Companies Act, including the above mentioned, in the case of public companies, whether listed or unlisted, when they issue and transfer securities, flows from the provisions of Section 55A of the Companies Act. While examining the scope of Section 55A of the Companies Act, the Hon'ble Supreme Court of India in *Sahara Case*, had observed that:

"We, therefore, hold that so far as the provisions enumerated in the opening portion of Section 55A of the Companies Act, so far as they relate to issue and transfer of securities and nonpayment of dividend is concerned, SEBI has the power to administer in the case of listed public companies and in the case of those public companies which intend to get their securities listed on a recognized stock exchange in India."

"SEBI can exercise its jurisdiction under Sections 11(1), 11(4), 11A(1)(b) and 11B of SEBI Act and Regulation 107 of ICDR 2009 over public companies who have issued shares or debentures to fifty or more, but not complied with the provisions of Section 73(1) by not listing its securities on a recognized stock exchange"

15.15. In this regard, it is pertinent to note that by virtue of Section 55A of the Companies Act, SEBI has to administer Section 67 of that Act, so far as it relates to issue and transfer of securities, in the case of companies who intend to get their securities listed. While interpreting the phrase "intend to get listed" in the context of deemed public issue the Hon'ble Supreme Court in *Sahara Case* observed-

"...But then, there is also one simple fundamental of law, i.e. that no-one can be presumed or deemed to be intending something, which is contrary to law. Obviously therefore, "intent" has its limitations also, confining it within the confines of lawfulness..."

"...Listing of securities depends not upon one's volition, but on statutory mandate..."

"...The appellant-companies must be deemed to have "intended" to get their securities listed on a recognized stock exchange, because they could only then be considered to have proceeded legally. That being the mandate of law, it cannot be presumed that the appellant

companies could have “intended”, what was contrary to the mandatory requirement of law...”

15.16. In view of the above findings, I am of the view that OIL was engaged in fund mobilizing activity from the public, through the *Offer of RPS* and has contravened the provisions of Sections 56(1), 56(3), 2(36) read with 60, 73(1), 73(2), 73(3) of the Companies Act, during the financial years 2011-2012 and 2012-2013.

16. ISSUE No. 3- If the findings on Issue No. 2 is in affirmative, who are liable for the violations committed?

16.1. I note from the MCA records, the following details of the appointment and resignation of the directors:

Name of the Director/ Promoter	Designation	Date of Appointment	Date of Cessation
Md Mahfuz Alam	Director and Promoter	15/12/2010	-
Parwez Alam	Director and Promoter	15/12/2010	-
Md Kamal Koshar	Director and Promoter	07/03/2011	-
Mohammad Salimuddin Ansari	Director and Promoter	07/03/2011	-
Manzur Alam	Director and Promoter	18/04/2011	-
Punam Bharati	Director	07/03/2011	16/05/2014
Mohammed Afaq Ahmad	Director	11/11/2011	21/09/2013
Santanu Sen Choudhury	Promoter		

16.2. I note that aforesaid Directors have not disputed about their tenure of directorship in the company except Afaq. Afaq in his submission has stated he was a past director who joined the Company on November 11, 2011 and worked for a very brief period of 3-4 months and tendered his resignation on February 12, 2012 and the same was accepted by the directors of the Company on February 14, 2012. On perusal of the document submitted by Afaq received by SEBI on November 28, 2019, I note that he has submitted his resignation on February 10, 2012 and the company had

issued him “No objection and No due clearance certificate” in connection with his resignation letter on March 15, 2012. During the personal hearing, he also stated that the company had delayed in filing his resignation with MCA. In this regard, I note from the submission made by Directors of the company, vide joint letter dated December 20, 2019 that the Directors have admitted that Afaque submitted his resignation after three months of his appointment as Director and No Objection and No due clearance certificate was issued to him. During the personal hearing also the Directors admitted that the company was managed by six directors by naming the other directors except Afaque. On perusal of these evidences, I find that the letter of resignation is dated February 10, 2012, and as far as the evidence of the receipt of this letter, though it was stated by Afaque that the same was received by the Company on February 14, 2012, there is no evidence of receipt of the letter by the Company on February 14, 2012. However, there is evidence of acceptance of resignation on March 15, 2012 signed by five directors namely, Salimuddin, Parvez, Mahfuz, Kamal and Manzur on behalf of the Company. Further those five directors have not disputed his resignation after three months of his appointment as director. Therefore, though documents uploaded in MCA portal, shows the date of cessation of Afaque as September 21, 2013, I find that there is evidence on record that his resignation dated February 10, 2012, was received at least on the date of acceptance of his resignation on March 15, 2012 and hence, I find that Afaque has resigned from the company with effect from March 15, 2012.

16.3. I also find from the extract of the Minutes of the shareholders meeting held on February 14, 2012 filed by OIL in MCA, a resolution was passed on February 14, 2012 to issue RPS to meet the financial requirements of the company and accordingly Memorandum of Association and Articles of Association was altered. Taking this MCA records into consideration, as I have already found that Afaque has resigned from the company with effect from March 15, 2012, the liability of Afaque can arise only when offer of RPS or collection of money was made prior to the said date of March 15, 2012. However, no material is available in respect of the same. Therefore, I give the benefit of doubt to Afaque and he is not liable on the basis of benefit of doubt. Hence, the directions against him in force are liable to be revoked. However, if any evidence of money collection is made available for the period preceding March 15, 2012, he will also be liable to the extent of money collected during the period preceding March 15, 2012.

16.4. I note from the submission made by Santanu that he was not the promoter of the Company and was never involved in issuing any type of securities nor has signed any

documents related to the Company. He has also submitted that he doesn't know any of the directors of the Company and that the signatures appearing in Memorandum of Association (MoA) and Articles of Association (AoA) are not signed by him. I note from the submission made by the Directors vide joint letter dated December 20, 2019, that they have stated that he was the promoter of the company for the three months but has not provided the tenure when he was the promoter. During the personal hearing, Santanu was advised to file an affidavit whether he doesn't know any of the directors of OIL and was also informed to file a complaint regarding the dispute of signature in the appropriate forum and submit proof for the same. Santanu was given time till December 30, 2019 to make his submissions. However, he has not made any submissions with respect to the same.

- 16.5. In light of the claim made by Santanu that his signature has been forged, I note that in cases wherein persons allege forgery, the burden of proof lies upon the person who alleges the same. In the instant case the obligation to prove the same lies upon the Noticee. The said principle has also been recognized by various courts in catena of cases. In this regard, I note the following observations of the Hon'ble Securities Appellate Tribunal in the matter of Kalidas Dutta vs. SEBI decided on January 23, 2018:

"we are of the considered opinion that this appeal can be disposed of with a direction to the appellant to obtain appropriate documents/orders from the competent authority to the effect that he was fraudulently appointed as director of the company in question on 10th February, 2015. For this purpose, the appellant is granted time up to one year to do the needful and submit the same to SEBI".

- 16.6. Therefore, I am of the considered view that Santanu may be granted 365 days time to obtain appropriate order from the competent authority with respect to his allegations of forgery. The said order, if any, shall reach SEBI within 365 days from the date of this order. Till that time the directions against Santanu passed in this order shall not take effect. The finding of this order will come into effect in respect of Santanu on the expiry of 365 days of this order, if the order of the Competent Authority is not produced by Santanu within such 365 days, or, if produced within such period, and the same is not in favour of Santanu whichever is earlier

- 16.7. Section 56(1) and 56(3) read with Section 56(4) of the Companies Act, imposes the liability on the company, every director, and other persons responsible for the prospectus for the compliance of the said provisions. The liability for non-compliance of Section 60 of the Companies Act, is on the company, and every person who is a

party to the non-compliance of issuing the prospectus as per the said provision. Therefore, OIL and its directors are held liable for the violation of Sections 56(1), 56(3) and 60 of the Companies Act.

- 16.8. As far as the liability for non-compliance of section 73 of Companies Act, is concerned, as stipulated in section 73(2) of the said Act, the company and every director of the company who is an officer in default shall, from the eighth day when the company becomes liable to repay, 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 if the money is not repaid forthwith. With regard to liability to pay interest, I note that as per Section 73 (2) of the Companies Act, the company and every director of the company who is an officer in default is jointly and severally liable, to repay all the money with interest at prescribed rate. In this regard, I note that in terms of rule 4D of the Companies (Central Governments) General Rules and Forms, 1956, the rate of interest prescribed in this regard is 15%.
- 16.9. As per Section 5 of Companies Act, “*officer who is in default*” means (a) the managing director/s; (b) the whole-time director/s; (c) the manager; (d) the secretary; (e) any person in accordance with whose directions or instructions the Board of directors of the company is accustomed to act; (f) any person charged by the Board with the responsibility of complying with that provision; (g) where any company does not have any of the officers specified in clauses (a) to (c), any director or directors who may be specified by the Board in this behalf or where no director is so specified, all the directors.
- 16.10. Reliance on the judgment of this Court by the respondent in the case of *Manoj Agarwal vs. SEBI in Appeal No. 66 of 2016 decided on July 14, 2017* is not applicable and is distinguishable. *The Tribunal in the case of Manoj Agarwal found that there was no material to show that any of the officers set out in clauses (a) to (c) of Section 5 or any specified director of the said company was entrusted to discharge the application contained in Section 73 of the Companies Act. In the instant case, there is sufficient material on record to show that there was a managing director and in the absence of any finding that the appellant was entrusted to discharge the application contained in Section 73 of the Companies Act, the direction to refund the amount alongwith interest from the appellant is wholly illegal....”*

- 16.11. In the present case, Noticees namely Mahfuz, Parwez, Kamal, Salimuddin, Manzur, Punam have admitted there is no Managing Director in the company and the company is managed by these Noticees who act as Directors of the company. Considering the above and that there is no material has been brought on record to show that any of the officers set out in clause (a) to (c) of Section 5 of Companies Act or any specified Director of OIL was entrusted to discharge the obligation contained in Section 73 of the Companies Act, therefore, I find that as per Section 5(g) of the Companies Act all the Directors of OIL, at the time of issuance of RPS, are officers in default and are liable to make refund, jointly and severally, along with interest at the rate of 15% per annum, under Section 73(2) of the Companies Act is continuing and such liability continues till all the repayments are made. The Directors of OIL namely, Md Mahfuz Alam, Parwez Alam, Md Kamal Koshar, Mohammad Salimuddin Ansari, Manzur Alam, Punam Bharati are co-extensively responsible along with the company for making refunds along with interest under Section 73(2) of the Companies Act, 1956 read with rule 4D of the Companies (Central Government's) General Rules and Forms, 1956 and section 27(2) of the SEBI Act. Therefore, I find that Directors, viz., Md Mahfuz Alam, Parwez Alam, Md Kamal Koshar, Mohammad Salimuddin Ansari, Manzur Alam, Punam Bharati Ahmad are jointly and severally liable to refund the amounts collected from the investors with interest at the rate of 15 % per annum, for the non-compliance of the above mentioned provisions.
- 16.12. I note that during the financial years 2011-12 and 2012-13, OIL, through *Offer of RPS*, had collected an amount of Rs. 5,46,48,000 from various allottees. I note that Md Mahfuz Alam, Parwez Alam, Md Kamal Koshar, Mohammad Salimuddin Ansari, Manzur Alam, Punam Bharati have been the directors of OIL during financial years 2011-12 and 2012-13. Therefore, in view of Hon'ble Securities Appellate Tribunal (SAT) Order dated July 14, 2017 in the matter of *Manoj Agarwal vs. SEBI*, I am of the view that the obligation of the aforesaid Noticees to refund the amount with interest jointly and severally with OIL and other directors are limited to the extent of amount collected during his/her tenure as director of OIL.
- 16.13. It is to be noted that the above Noticees vide letter dated December 20, 2019 have submitted three options to be chosen by SEBI as part of their repayment plan along with the details of the land/properties belonging to the Company. It is observed that by submitting the three plans (viz., appointing arbitrator under the provision of arbitration and conciliation act; appointing liquidator and inviting investors' claims; urging SEBI to take over all the assets and neutralize their liability) the directors are

trying to discharge their liability and transfer the liability of refunding the investors to a third party. It is to be noted that the onus of fulfilling the liability of refund lies on the Company and Directors of the Company who are the officers in default. In view of the same, the repayment plan submitted by the directors cannot be accepted. Further, the Noticees in their submissions have also stated that they have refunded approximately Rs. 2-2.5 crores to the investors, some in cash and some through banking channels and the list of investors to whom refunds are made was prepared by their CA. In this regard, the Noticees were asked to submit the bank statements with respect to the refunds already made along with the corresponding list of investors. However, the Noticees have not submitted any proof for the aforesaid claim. Therefore, I find that the Company/Noticees have not produced adequate evidence regarding the refund claimed to have been made. Further, it would be in the interest of the investors that SEBI should consider the requirement of repayment fulfilled only when the same has been through verifiable banking channel, individual investor wise, either through Bank Demand Draft or Pay Order, both of which crossed as "Non-Transferable". Since there is no such evidence of payment through Bank Demand Draft or Pay Order, I am unable to accept the aforesaid submissions of the Noticees.

- 16.14. I find that Santanu being the promoter of OIL, is liable as promoter for the *Offer of RPS* against the norms of deemed public issue which requires that persons with knowledge/connivance/consent in the act be made accountable to the investors. Therefore, Santanu Sen Choudhury is liable to be debarred for an appropriate period of time.
- 16.15. I note that a person cannot assume the role of a Director in a company in a casual manner. The position of a 'Director' in a company comes along with responsibilities and compliances under law associated with such position, which have to be fulfilled by such director or face the consequences for any violation or default thereof. The aforesaid Directors cannot therefore wriggle out from liability. A Director who is part of a company's Board shall be responsible and liable for all acts carried out by a company. Accordingly, I note that aforesaid Directors are responsible for all the deeds/acts of the company during the period of their directorship and are obligated to ensure refund of the money collected by the company to the investors as per the provisions of Section 73 of Companies Act.

- 16.16. In view of the foregoing, the natural consequence of not adhering to the norms governing the issue of securities to the public and making repayments as directed under section 73(2) of the Companies Act, is to direct OIL and its Directors, viz., Md Mahfuz Alam, Parwez Alam, Md Kamal Koshar, Mohammad Salimuddin Ansari, Manzur Alam, Punam Bharati to refund the monies collected, with interest to such investors. Further, in view of the violations committed by the Company and its Directors, to safeguard the interest of the investors who had subscribed to such RPS issued by the Company, to safeguard their investments and to further ensure orderly development of securities market, it also becomes necessary for SEBI to issue appropriate directions against the Company and the other Noticees.
- 16.17. In view of the discussion above, appropriate action in accordance with law needs to be initiated against OIL and the Noticees viz. Md Mahfuz Alam, Parwez Alam, Md Kamal Koshar, Mohammad Salimuddin Ansari, Manzur Alam, Punam Bharati and Santanu Sen Choudhury.
17. In view of the aforesaid observations and findings, I, in exercise of the powers conferred under Section 19 of the Securities and Exchange Board of India Act, 1992 read with Sections 11, 11(4), 11A and 11B of the SEBI Act, hereby issue the following directions:
- a. Md Mahfuz Alam, Parwez Alam, Md Kamal Koshar, Mohammad Salimuddin Ansari, Manzur Alam, Punam Bharati shall jointly and severally with OIL forthwith refund the money collected by the Company, during their respective period of directorship, through the issuance of RPS including the application money collected from investors during their respective period of directorship, till date, pending allotment of securities, if any, with an interest of 15% per annum, from the eighth day of collection of funds, to the investors till the date of actual payment.
 - b. If the Company, OIL, had repaid part of the amount collected through RPS as stated in its reply to its investors as per section 73(2) of the Companies Act, along with promised returns, the above directions and the below mentioned consequential directions from *paragraphs 17(c) to 17 (h)*, shall be applicable for the amounts due to be returned to the investors. However, such prior repayments should have been made by the Company as per the requirement laid down in *paragraph 17(c)* below, and the same shall be certified by Chartered Accountants, as directed in *paragraph 17(h)* below.

- c. The repayments and interest payments to investors shall be effected only through Bank Demand Draft or Pay Order both of which should be crossed as “Non-Transferable” or through any other appropriate Banking channels, with clear identification of beneficiaries and supporting bank documents.
- d. Md Mahfuz Alam, Parwez Alam, Md Kamal Koshar, Mohammad Salimuddin Ansari, Manzur Alam, Punam Bharati are directed to provide a full inventory of all the assets and properties and details of all the bank accounts, demat accounts and holdings of mutual funds/shares/securities, if held in physical form and demat form, of the company and their own.
- e. Md Mahfuz Alam, Parwez Alam, Md Kamal Koshar, Mohammad Salimuddin Ansari, Manzur Alam, Punam Bharati are permitted to sell the assets of the Company for the sole purpose of making the refunds as directed above and deposit the proceeds in an Escrow Account opened with a nationalized Bank. Such proceeds shall be utilized for the sole purpose of making refund/repayment to the investors till the full refund/repayment as directed above is made.
- f. Md Mahfuz Alam, Parwez Alam, Md Kamal Koshar, Mohammad Salimuddin Ansari, Manzur Alam, Punam Bharati are prevented from selling their assets, properties and holding of mutual funds/shares/securities held by them in demat and physical form except for the sole purpose of making the refunds as directed above and deposit the proceeds in an Escrow Account opened with a nationalized Bank. Such proceeds shall be utilized for the sole purpose of making refund/repayment to the investors till the full refund/repayment as directed above is made.
- g. Md Mahfuz Alam, Parwez Alam, Md Kamal Koshar, Mohammad Salimuddin Ansari, Manzur Alam in their personal capacity and on behalf of the company and Punam Bharati in her personal capacity to make refund, shall issue public notice, in all editions of two National Dailies (one English and one Hindi) and in one local daily with wide circulation, detailing the modalities for refund, including the details of contact persons such as names, addresses and contact details, within 15 days of this Order coming into effect.
- h. After completing the aforesaid repayments, Md Mahfuz Alam, Parwez Alam, Md Kamal Koshar, Mohammad Salimuddin Ansari, Manzur Alam in their personal capacity and on behalf of the company and Punam Bharati in her personal

capacity shall file a report of such completion with SEBI, within a period of three months from the date of this order, certified by two independent peer reviewed Chartered Accountants who are in the panel of any public authority or public institution. For the purpose of this Order, a peer reviewed Chartered Accountant shall mean a Chartered Accountant, who has been categorized so by the Institute of Chartered Accountants of India holding such certificate.

- i. In case of failure of Md Mahfuz Alam, Parwez Alam, Md Kamal Koshar, Mohammad Salimuddin Ansari, Manzur Alam, Punam Bharati jointly with OIL to comply with the aforesaid applicable directions, SEBI, on the expiry of three months' period from the date of this Order may recover such amounts, from the company and the directors liable to refund as specified in *paragraph 17(a)* of this Order, in accordance with section 28A of the SEBI Act including such other provisions contained in securities laws.
- j. Md Mahfuz Alam, Parwez Alam, Md Kamal Koshar, Mohammad Salimuddin Ansari, Manzur Alam, Punam Bharati are directed not to, directly or indirectly, access the securities market, by issuing prospectus, offer document or advertisement soliciting money from the public and are further restrained and prohibited from buying, selling or otherwise dealing in the securities market, directly or indirectly in whatsoever manner, from the date of this Order, till the expiry of 4 (four) years from the date of completion of refunds to investors as directed above. The above said directors are also restrained from associating themselves with any listed public company and any public company which intends to raise money from the public, or any intermediary registered with SEBI from the date of this Order till the expiry of 4 (four) years from the date of completion of refunds to investors.
- k. Santanu Sen Choudhury is directed not to, directly or indirectly, access the securities market, by issuing prospectus, offer document or advertisement soliciting money from the public and is further restrained and prohibited from buying, selling or otherwise dealing in the securities market, directly or indirectly in whatsoever manner for a period of 4 (four) years from the date of this Order. Santanu Sen Choudhury is also restrained from associating himself with any listed public company and any public company which intends to raise money from the public, or any intermediary registered with SEBI from the date of this Order. It is also clarified that the period of restraint already suffered by Santanu

Sen Choudhury shall be taken into account for calculating the period of restraint now imposed,

- l. This order will come into effect with respect to Santanu Sen Choudhury on the expiry of three hundred and sixty fifth (365) days of this order, if the order of the Competent Authority is not produced by Santanu Sen Choudhury within such 365 days, or, if produced within such period, and the same is not in favour of Santanu Sen Choudhury, whichever is earlier. This direction shall not take effect if the order of the Competent Authority is produced within such period and the same is in favour of Santanu Sen Choudhury. Till the time, the interim directions against Santanu Sen Choudhury shall continue.
 - m. The direction mentioned in the interim order against Mohammed Afaque Ahmad is revoked.
 - n. The above directions except at *paragraph 17(k)* shall come into force with immediate effect.
18. This order is without prejudice to any action that SEBI may initiate under securities laws, as deemed appropriate in respect of the above violations committed by aforesaid Directors, in accordance with law
19. Copy of this Order shall be forwarded to all the Noticees, the recognized stock exchanges and depositories and registrar and transfer agents for information and necessary action.
20. A copy of this Order shall also be forwarded to Ministry of Corporate Affairs/ concerned Registrar of Companies, for their information and necessary action.

DATE: February 26, 2020

PLACE: Mumbai

**MADHABI PURI BUCH
WHOLE TIME MEMBER
SECURITIES AND EXCHANGE BOARD OF INDIA**