

**BEFORE THE SECURITIES AND EXCHANGE BOARD OF INDIA
CORAM: RAJEEV KUMAR AGARWAL, WHOLE TIME MEMBER**

ORDER

Directions under sections 11 and 11B of the Securities and Exchange Board of India Act, 1992 against Alpine Industries Limited and its directors Mr. Satish Kumar Bhandari and Mr. Jamboo Kumar Bhandari.

1. Alpine Industries Limited (hereinafter referred to as 'the Company') is a company incorporated under the Companies Act, 1956 and having its registered office at Mhow-Neemuch Road, Pithampur, District - Dhar, Madhya Pradesh, Pin Code - 453 001. The shares of the Company are listed on the Bombay Stock Exchange Limited (BSE) and the Madhya Pradesh Stock Exchange Limited (MPSE). Trading in the shares of the Company are suspended on both the said stock exchanges. As noted from the records, Mr. Satish Kumar Bhandari and Mr. Jamboo Kumar Bhandari are the directors of the Company.
2. Due to non-redressal of investors' grievances by the Company, SEBI by an order dated October 16, 2003 had directed it and its directors to dissociate themselves from the securities market for a period of 5 years and not to deal in securities in any manner whatsoever for a period of 5 years.
3. SEBI received further complaints from various investors relating to many matters such Non-receipt of shares after transfer/ transmission, non-payment of dividend, non-receipt of duplicate share certificate, etc. Vide letter dated April 07, 2011, SEBI forwarded 80 such complaints that were unresolved by the Company and advised it to resolve all the investors' grievances within 15 days from the date of receipt of the letter and to submit a Status Report in that regard.
4. As the aforesaid letter of SEBI returned undelivered, a public notice was given on July 20, 2011 in the website of SEBI advising the Company to resolve the pending investors' grievances and submit an Action Taken Report (ATR). However, the Company did not resolve the grievances even after being advised through this public notice. Therefore, a show cause notice dated February 22, 2012 (SCN) was issued to the Company calling upon it to show cause as to why it should not be restrained, under sections 11(4)(b) and 11B of the SEBI Act, from accessing the securities market and prohibited from dealing in securities, till all pending investor grievances, as on the date of the notice, are resolved. Similar SCNs were also issued to the directors of the Company, namely, Mr. Satish Kumar Bhandari and Mr. Jamboo Kumar Bhandari. The noticees were also informed about the opportunity of personal hearing in the matter fixed on March 20, 2012.

5. Vide letter dated March 06, 2012, the Company (through its director Mr. Satish Bhandari), while acknowledging the receipt of notices/SCN issued to the directors, submitted that its registered office is situated at its factory and has been locked by the Madhya Pradesh Industrial Development Corporation Limited (MPSIDC) since April 2004 and therefore no records are available with it. It further submitted that the Company has requested MPSIDC to allow it to have access to the records but the same was allowed only twice as per the directions of the Board for Industrial and Financial Reconstruction (BIFR). It also submitted that the last such request was made vide letter dated December 05, 2011 and when the officers of the company visited the registered office only scattered records were available and most of the Company's server and computers were missing. The Company stated that it is presently not in operation and is trying its best to amicably settle the issues with the creditors and that once normalcy returns it would try its best to redress all investors' grievances. The Company requested to take a lenient view and not to initiate any action.
6. Though the Company and directors were aware of the SCNs and the hearing opportunity afforded to them in the matter, they failed to appear for the personal hearing. Therefore, I proceed to decide the matter on merits on the basis of the material available on record.
7. I have considered the SCNs issued to the Company and its two directors, the aforesaid reply and other material available on record.
8. I note from the records that SEBI had forwarded 80 complaints to the Company on April 07, 2011 and the following 85 complaints are pending against the Company as on date :

List of Pending Complaints against the Company

SR No	New Registration No	Nature of Complaint	Date of Receipt
1	SEBIP/MH96/9103760/1	Non-receipt of shares after Transmission	27-Jan-1996
2	SEBIP/MH98/9108341/1	Non-receipt of Dividend	10-Jan-1998
3	SEBIP/MH98/9108342/1	Non-receipt of Dividend	20-Jan-1998
4	SEBIP/MH99/9109846/1	Non-receipt of Dividend	21-Jan-1998
5	SEBIP/MH98/9108473/1	Non-receipt of Dividend	7-Feb-1998
6	SEBIP/MH98/9108477/1	Non-receipt of Dividend	17-Feb-1998
7	SEBIP/MH98/9108476/1	Non-receipt of Dividend	17-Feb-1998
8	SEBIP/MH98/9108478/1	Non-receipt of Dividend	17-Feb-1998
9	SEBIP/MH98/9108480/1	Non-receipt of Dividend	23-Feb-1998
10	SEBIP/MH98/9108625/1	Non-receipt of Dividend	18-Mar-1998
11	SEBIP/MH98/9108495/1	Non-receipt of Dividend	19-Mar-1998
12	SEBIP/MH98/9108623/1	Non-receipt of shares after Transmission	1-Apr-1998
13	SEBIP/MH98/9108630/1	Non-receipt of Dividend	7-Apr-1998
14	SEBIP/MH98/9108638/1	Non-receipt of Dividend	24-Apr-1998
15	SEBIP/MH98/9107491/1	Non-receipt of Dividend	9-May-1998
16	SEBIP/MH98/9107501/1	Non-receipt of Dividend	26-May-1998
17	SEBIP/MH98/9107646/1	Non-receipt of Dividend	16-Jun-1998
18	SEBIP/MH98/9107647/1	Non-receipt of Dividend	16-Jun-1998
19	SEBIP/MH98/9107779/1	Non-receipt of Dividend	4-Jul-1998

20	SEBIP/MH98/9107780/1	Non-receipt of Dividend	9-Jul-1998
21	SEBIP/MH98/9107784/1	Non-receipt of duplicate share certificate	21-Jul-1998
22	SEBIP/MH98/9107792/1	Non-receipt of Dividend	31-Jul-1998
23	SEBIP/MH98/9107799/1	Non-receipt of Dividend	17-Aug-1998
24	SEBIP/MH98/9107942/1	Non-receipt of Dividend	19-Sep-1998
25	SEBIP/MH98/9107945/1	Non-receipt of Dividend	22-Sep-1998
26	SEBIP/MH98/9108065/1	Non-receipt of Dividend	22-Sep-1998
27	SEBIP/MH98/9108076/1	Non-receipt of Dividend	3-Oct-1998
28	SEBIP/MH99/9108332/1	Non-receipt of Dividend	30-Dec-1998
29	SEBIP/MH99/9109756/1	Non-receipt of Dividend	5-Jan-1999
30	SEBIP/MH99/9109840/1	Non-receipt of Dividend	16-Jan-1999
31	SEBIP/MH99/9109858/1	Non-receipt of shares after Transmission	4-Feb-1999
32	SEBIP/MH99/9109947/1	Non-receipt of shares after Transmission	24-Feb-1999
33	SEBIP/MH99/9108775/1	Non-receipt of shares after Transmission	13-May-1999
34	SEBIP/MH99/9108906/1	Non-receipt of Dividend	8-Jun-1999
35	SEBIP/MH99/9109174/1	Non-receipt of shares after Transmission	13-Aug-1999
36	SEBIP/MH99/9109186/1	Non-receipt of Dividend	24-Aug-1999
37	SEBIP/MH99/9109187/1	Non-receipt of Dividend	24-Aug-1999
38	SEBIP/MH99/9109481/1	Non-receipt of shares after Transmission	1-Nov-1999
39	SEBIP/MH00/9110495/1	Non-receipt of Dividend	1-Jul-2000
40	SEBIP/MH00/9110609/1	Non-receipt of shares after Transfer	22-Jul-2000
41	SEBIP/MH01/9112604/1	Non-receipt of shares after Transfer	6-Feb-2001
42	SEBIP/MH01/9113098/1	Non-receipt of shares after Transfer	29-Mar-2001
43	SEBIP/MH01/9114356/1	Non-receipt of shares after Transfer	18-Aug-2001
44	SEBIP/MH01/9114482/1	Non-receipt of shares after Transfer	5-Sep-2001
45	SEBIP/MH01/9115182/1	Non-receipt of Dividend	13-Dec-2001
46	SEBIP/MH02/9101165/1	Non-receipt of shares after Transfer	21-Mar-2002
47	SEBIP/MH02/9102391/1	Non-receipt of shares after Transfer	29-May-2002
48	SEBIP/MH02/9103544/1	Non-receipt of shares after Transfer	20-Jul-2002
49	SEBIP/MH02/9105234/1	Non-receipt of shares after Transmission	14-Oct-2002
50	SEBIP/MH03/9106489/1	Non-receipt of shares after Transfer	4-Jan-2003
51	SEBIP/MH03/9106619/1	Non-receipt of shares after Transfer	15-Jan-2003
52	SEBIP/MH03/9107481/1	Non-receipt of Dividend	12-Feb-2003
53	SEBIP/MH03/9107623/1	Non-receipt of shares after Transmission	20-Feb-2003
54	SEBIP/MH03/9110294/1	Non-receipt of shares after Transfer	1-Aug-2003
55	SEBIP/MH03/9110752/1	Non-receipt of shares after Transfer	23-Aug-2003
56	SEBIP/MH03/9111719/1	Non-receipt of shares after Transfer	10-Oct-2003
57	SEBIP/MH03/9111847/1	Non-receipt of shares after Transfer	21-Oct-2003
58	SEBIP/MH04/9113749/1	Non-receipt of shares after Transfer	10-Feb-2004
59	SEBIP/MH04/9114802/1	Non-receipt of Dividend	24-Apr-2004
60	SEBIP/MH04/9100278/1	Non-receipt of Dividend	5-Oct-2004
61	SEBIP/MH04/9100520/1	Non-receipt of refund in Public / Rights issue	23-Oct-2004
62	SEBIP/MH04/9101002/1	Non-receipt of shares after Transfer	4-Dec-2004
63	SEBIP/MH05/9101756/1	Non-receipt of shares after Transfer	4-Jan-2005
64	SEBIP/MH05/9104577/1	Non-receipt of shares after Transmission	18-May-2005
65	SEBIP/MH05/9105297/1	Non-receipt of Dividend	23-Jun-2005
66	SEBIP/MH05/9106848/1	Non-receipt of shares after Transmission	9-Sep-2005
67	SEBIP/MH05/9106857/1	Non-receipt of shares after Transmission	10-Sep-2005
68	SEBIP/MH05/9107711/1	Non-receipt of shares after Transmission	3-Dec-2005
69	SEBIP/MH06/9108301/1	Non-receipt of shares after Transmission	2-Jan-2006

70	SEBIP/MH07/9112335/1	Non-receipt of Dividend	3-Mar-2007
71	SEBIP/MH07/9112346/1	Non-receipt of Dividend	8-Mar-2007
72	SEBIP/MH07/9113176/1	Non-receipt of shares after Transmission	14-Aug-2007
73	SEBIP/MH08/9114992/1	Non-receipt of Dividend	15-Mar-2008
74	SEBIP/MH08/9100023/1	Non-receipt of shares after Transmission	5-Aug-2008
75	SEBIP/MH09/9102069/1	Non-receipt of shares after Transmission	5-Mar-2009
76	SEBIP/MH09/9102882/1	Non-receipt of shares after Transmission	5-Jun-2009
77	SEBIP/MH09/9104776/1	Non Receipt of Share certificates after endorsement	14-Oct-2009
78	SEBIP/MH10/9105629/1	Non-receipt of shares after Transmission	21-Jan-2010
79	SEBIP/MH11/9113763/1	Non-receipt of shares after Transmission	8-Mar-2011
80	SEBIP/MH11/9115379/1	Non-receipt of shares after Transmission	25-Mar-2011
81	SEBIP/MP11/0000003/1	Non-receipt of securities after Transmission	16-May-2011
82	SEBIP/MP11/0000009/1	Non-receipt of shares after Transmission	16-May-2011
83	SEBIP/MP11/0000109/1	Non-receipt of shares after Transfer	2-Sep-2011
84	SEBIP/MP12/0000071/1	Non updation of Address/Signature or Corrections etc	20-Apr-2012
85	SEBIP/MP12/0000071/2	Non-receipt of shares after Rematerialisation	30-Apr-2012

9. The aforesaid 85 complaints pending as on date, are categorised as under:

S.No	Nature of complaints	No. of complaints
1	Non-receipt of dividend	39
2	Non-receipt of shares after transmission	23
3	Non-receipt of shares after transfer	18
4	Non-receipt of share certificates after endorsement	1
5	Non-receipt of shares after re-materialization	1
6	Non-receipt of duplicate share certificates	1
7	Non-receipt of refund in public/rights issue	1
8	Non-updation of address/signature or corrections etc.	1
Total		85

10. I note that the above mentioned restraint Order dated October 10, 2003, was issued to the Company and its directors on account of the Company's failure to redress 61 investors' complaints that were pending as on July 31, 2003. However, the Company has failed to redress the complaints in spite of the SEBI Order issued in the year 2003. It is noted that out of the 85 complaints mentioned in the above Table, 57 complaints were pending against the Company before the Order dated October 10, 2003 was passed. Further, some of the complaints are pending since 1998. I note that the Company had not taken due care to redress investors' complaints even when it was in operation till 2004 as submitted in its reply. Thus, it can be reasonably inferred that the Company's response towards redressal of investors' complaints is poor and not satisfactory.

11. I also note that out of above 85 complaints 46 complaints relate to non-receipt of shares/certificates and updation of address/signature and the redressal of such complaints do not involve substantial financial outflow from the Company. As per section 113 of the Companies Act, the Company is under obligation to deliver the share certificate within two months after the request for registration of the transfer of shares was made by the transferee

shareholder. Non compliance in this regard is a punishable offence under section 113 (2) of the Companies Act. Further, default in non issuance of duplicate certificates, is punishable offence under section 84(3) of the Companies Act and default regarding making refund of application money in the public issue is punishable offence under section 73 of the Companies Act. Thus, it is mandatory for the Company to redress the grievances/complaints in those respect within timeline stipulated in the Companies Act. In view of the provisions of sections 11 and 15C of the SEBI Act , the Company was under obligation to redress all investors' complaints in terms of the advice/direction and the above stated Order of SEBI. However, it has failed to redress the investors' complaints despite repeated advices of SEBI and Order dated October 10, 2003.

12. I also note that the Company has not obtained 'SCORES authentication' as required in terms of the SEBI Circular dated June 30, 2011 that requires all listed companies to obtain authentication for the SEBI Complaints Redress System (SCORES).
13. In my view, non-redressal of investors' grievances by any listed company would adversely affect the confidence of investors in the securities market. Appropriate enforcement action, therefore, needs to be taken against the defaulters. Hence, I, issue following directions under sections 11 and 11B read with section 19 of the SEBI Act, 1992 :-

(a) Alpine Industries Limited and its directors Mr. Satish Kumar Bhandari (PAN-ACXPB2726K) and Mr. Jamboo Kumar Bhandari (PAN-ABFPB5051Q) are restrained from accessing the securities market; and

(b) they are also prohibited from buying, selling or dealing in securities market,

directly or indirectly, in whatsoever manner, till all pending investors' grievances against the Company are resolved and ATR in that regard is duly filed with SEBI by the Company.

14. The aforesaid directions shall be without prejudice to any other action that may be taken by SEBI against the aforesaid noticees.
15. A copy of this Order shall be forwarded to the BSE , MPSE and the depositories for necessary action.
16. This Order shall come into force with immediate effect.

Date: July 12, 2012

Place: Mumbai

RAJEEV KUMAR AGARWAL

WHOLE TIME MEMBER

SECURITIES AND EXCHANGE BOARD OF INDIA.