

**BEFORE THE ADJUDICATING OFFICER
SECURITIES AND EXCHANGE BOARD OF INDIA**

SETTLEMENT ORDER

**[SETTLEMENT ORDER NO.: SO/AN/RG/2024-25/7955-56, 7959-7963,
7973/2024]**

In respect of:

Applicant No.	Settlement Application No.	Name of Applicant
1	7959/2024	Mr. Ashit Ranjit Lilani (PAN: AEIPL6317D)
2	7960/2024	Mr. Neeraj Arora (PAN: AJNPA3852A)
3	7961/2024	Mr. Ravi Chandra Adusumalli (PAN: AIHPA6082D)
4	7962/2024	Mr. Mark Schwartz (Passport: 54xx60xx1)
5	7963/2024	Ms. Pallavi Shardul Shroff (PAN: AQPPS7388Q)
6	7973/2024	Mr. Douglas Feagin (Passport: A3xx71xx5)
7	7955/2024	Mr. Munish Varma (PAN: AAGPV7557F)
8	7956/2024	Mr. Amit Khera (PAN: ADIPK2718E)

In the matter of One97 Communications Limited (Paytm)

1. Securities and Exchange Board of India (hereinafter also referred to as “SEBI”) had initiated adjudication proceedings in the matter of One97 Communications Limited (Paytm), under Section 15-I of the SEBI Act, 1992 and Rule 3 of SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 (hereinafter also referred to as ‘Adjudication Rules’) read with Section 19 of the SEBI Act, 1992, in respect of Mr. Amit Khera, the then Compliance Officer and Company Secretary (hereinafter also referred to as “Noticee No. 1/ Applicant No. 8”), Mr. Ashit Ranjit Lilani, then Independent Director (hereinafter also referred to as “Noticee No. 2/ Applicant No. 1”), Mr. Neeraj Arora, then

Independent Director (hereinafter also referred to as “Noticee No. 3/ Applicant No. 2”), Mr. Douglas Feagin, then Non-Executive Nominee Director (hereinafter also referred to as “Noticee No. 4/ Applicant No. 6”), Mr. Munish Varma, then Non-Executive Nominee Director (hereinafter also referred to as “Noticee No. 5/ Applicant No. 7”), Mr. Ravi Chandra Adusumalli, then Non-Executive Nominee Director (hereinafter also referred to as “Noticee No. 6/ Applicant No. 3”), Mr. Mark Schwartz, then Independent Director (hereinafter also referred to as “Noticee No. 7/ Applicant No. 4”) and Ms. Pallavi Shardul Shroff, then Independent Director (hereinafter also referred to as “Noticee No. 8/ Applicant No. 5”) (all the Noticees /Applicants collectively also referred to as “Noticees” / “Applicants”), for the alleged violations of provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter also referred to as “SEBI LODR Regulations/ LODR Regulations”) and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter also referred to as “SEBI ICDR Regulations/ ICDR Regulations”), as stated.

2. SEBI, in exercise of powers conferred under section 15I of the SEBI Act and Rule 3 of SEBI (Procedure For Holding Inquiry and Imposing Penalties) Rules, 1995 (hereinafter referred to as “Adjudication Rules, 1995”), appointed Mr. Santosh Kumar Sharma, CGM as the Adjudicating Officer (erstwhile AO / appointed AO), vide communiques dated July 19, 2023 and December 18, 2023, to enquire into and adjudge under Section 15HB of the SEBI Act, 1992, the alleged violations by the Noticees. Subsequently, the matter was re-assigned due to transfer and vide communique dated December 19, 2023, the undersigned was appointed as Adjudicating Officer in the matter.
3. A Show Cause Notice No. SEBI/EAD-5/AN/RG/16917/1-8/2024 dated May 17, 2024 (“SCN”) was issued to the Noticees in terms of provisions of Rule 4 of the Adjudication Rules, inter alia calling upon to show cause why an inquiry should not be held and penalty not be imposed, under Section 15HB of SEBI Act, for the aforesaid alleged violations by the Noticees, as stated. Briefly stated, the following was inter alia observed and alleged, in respect of the Noticees:

3.1. Noticee No. 1

- Failure to ensure conformity with the regulatory provisions applicable to the listed entity in letter and spirit, in violation of Regulation 6 (2) of LODR Regulations, 2015.

3.2. Noticee No. 2 and 3

- Independent Directors being part of NRC failed to discharge duties with unbiased and independent approach while decision-making w.r.t. matters involving benefits to Mr. Vijay Shekhar Sharma (MD&CEO, Paytm) and his relatives, in violation of Regulation 4 (2) of LODR Regulations, 2015.
- Directors approved and signed offer documents containing incorrect statements and incomplete disclosures, in violation of Regulation 245(1) and (2) of ICDR Regulations, 2018.

3.3. Noticee No. 4, 5, 6, 7 and 8

- Directors being part of Board of Director as on date of Prospectus authorized and signed offer documents containing incorrect statement and incomplete disclosures w.r.t. Company being professionally managed company having no identifiable promoter whereas Company having Promoter i.e. Mr. Vijay Shekhar Sharma, in violation of Regulation 245(1) and (2) of ICDR Regulations, 2018.

4. In this regard, pending the Adjudication Proceedings initiated vide SCN No. SEBI/EAD-5/AN/RG/16917/1-8/2024 dated May 17, 2024, the Noticees filed Settlement Applications, bearing Settlement Application No. 7955-56, 7959-7963, 7973/2024 (hereinafter also referred to “said applications” / “subject applications”) with SEBI, proposing to settle the instant proceedings initiated against them vide SCN No. SEBI/EAD-5/AN/RG/16917/1-8/2024 dated May 17, 2024, without admitting or denying of the findings of fact and conclusions of law,

having regard to the provisions of SEBI (Settlement Proceedings) Regulations, 2018 (hereinafter also referred to as “Settlement Regulations”).

5. In this regard, I note from the material available on record that the said applications were inter alia placed before the Internal Committee of SEBI (hereinafter also referred to as the “IC”) in its meeting held on August 27, 2024. The IC, upon consideration of the factors enumerated under Regulation 10 and Schedule II of the SEBI (Settlement Proceedings) Regulations, recommended the matter for settlement upon payment of, Rupees Fifty Three Lakhs Sixty Two Thousand Five Hundred Only each by Applicant No. 1 and Applicant No. 2, Rupees Forty Two Lakhs Ninety Thousand Only each by Applicant No. 3, Applicant No. 4, Applicant No. 5, Applicant No. 6, Applicant No. 7 and Rupees Eleven Lakhs Five Thousand Only by Applicant No. 8. The applicants had 15 working days to file their Revised Settlement Terms (RST).
6. Pursuant to the IC Meeting, Applicants submitted Revised Settlement Terms vide respective emails dated September 04, 06, 11, 12, 2024, proposing to pay the Settlement Amounts, as detailed in Table below:

Applicant Name	Monetary Settlement Term / Settlement Amount
Ashit Ranjit Lilani (Applicant No. 1)	₹53,62,500/- (Rupees Fifty–Three Lakhs Sixty-Two Thousand Five Hundred Only)
Neeraj Arora (Applicant No. 2)	₹53,62,500/- (Rupees Fifty–Three Lakhs Sixty-Two Thousand Five Hundred Only)
Ravi Chandra Adusumalli (Applicant No. 3)	₹42,90,000/- (Rupees Forty–Two Lakhs Ninety Thousand Only)
Mark Schwartz (Applicant No. 4)	₹42,90,000/- (Rupees Forty–Two Lakhs Ninety Thousand Only)
Pallavi Shardul Shroff (Applicant No. 5)	₹42,90,000/- (Rupees Forty–Two Lakhs Ninety Thousand Only)
Douglas Feagin (Applicant No. 6)	₹42,90,000/- (Rupees Forty–Two Lakhs Ninety Thousand Only)
Munish Varma (Applicant No. 7)	₹42,90,000/- (Rupees Forty–Two Lakhs Ninety Thousand Only)
Amit Khera (Applicant No. 8)	₹11,05,000/- (Rupees Eleven Lakhs Five Thousand Only)

7. The IC noted that the applicants were agreeable with settlement terms and thus recommended the applications for settlement.
8. Thereafter the subject applications were placed before the High Powered Advisory Committee ('HPAC') in its meeting held on September 30, 2024 for consideration wherein the Committee recommended that the proposal to settle the matter may be accepted upon the following settlement terms, as proposed in the RSTs filed by the respective applicants:

Applicant Name	Monetary Settlement Term / Settlement Amount
Ashit Ranjit Lilani (Applicant No. 1)	₹53,62,500/- (Rupees Fifty-Three Lakhs Sixty-Two Thousand Five Hundred Only)
Neeraj Arora (Applicant No. 2)	₹53,62,500/- (Rupees Fifty-Three Lakhs Sixty-Two Thousand Five Hundred Only)
Ravi Chandra Adusumalli (Applicant No. 3)	₹42,90,000/- (Rupees Forty-Two Lakhs Ninety Thousand Only)
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Munish Varma (Applicant No. 7)	₹42,90,000/- (Rupees Forty-Two Lakhs Ninety Thousand Only)
Amit Khera (Applicant No. 8)	₹11,05,000/- (Rupees Eleven Lakhs Five Thousand Only)

9. The recommendations of the HPAC were placed before the Panel of Whole Time Members ("WTMs") in terms of Regulation 14(3) of the Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018 ("Settlement Regulations"). The recommendations of the HPAC were accepted by the Panel of WTMs on December 11, 2024.
10. Notice of Demand were issued to the applicants vide email dated December 13, 2024 and December 16, 2024. The applicants informed about the remittance of the settlement amount and the same was confirmed by the concerned department of SEBI.

- 11.** In view of the receipt of settlement amount by SEBI, as detailed above, the instant Adjudication Proceedings initiated against the Noticees vide Show Cause Notice No. SEBI/EAD-5/AN/RG/16917/1-8/2024 dated May 17, 2024, are hereby disposed of in terms of Section 15JB of the SEBI Act, 1992 read with Regulation 23(1) of SEBI (Settlement Proceedings) Regulations, 2018.
- 12.** The passing of this Settlement Order shall however be without prejudice to the rights of SEBI under Regulation 28 and 31 of the SEBI (Settlement Proceedings) Regulations, 2018, to initiate appropriate actions, including restoring or initiating the proceedings in respect of which this settlement order is passed against the Applicants, if:
- 12.1. it comes to the notice of the Board that the applicant has not made full and true disclosure;
- 12.2. applicant has violated the undertakings or waivers;
- 12.3. there was a discrepancy while arriving at the settlement terms.
- 13.** This Settlement Order shall come into force with immediate effect.
- 14.** In terms of Regulation 25 of SEBI (Settlement Proceedings) Regulations, 2018, a copy of this Order shall be sent to the Applicants and shall also be published on the website of SEBI.

PLACE: MUMBAI
DATE: January 17, 2025

AMAR NAVLANI
ADJUDICATING OFFICER