

CGM/HO/AFD/I/13287/2026

SECURITIES AND EXCHANGE BOARD OF INDIA

ORDER

ORDER UNDER SECTION 12(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992 READ WITH REGULATION 30A OF SECURITIES AND EXCHANGE BOARD OF INDIA (INTERMEDIARIES) REGULATIONS, 2008

Name of the Noticee	SEBI
	Registration No.
Brands and Beyond India Fund I	IN/AIF2/19-20/0673

1. Brands and Beyond India Fund I (*hereinafter referred to as ‘Noticee’*) is registered with Securities and Exchange Board of India (*hereinafter referred to as ‘SEBI’*) as Alternative Investment Fund (*hereinafter referred to as ‘AIF’*) in terms of Section 12(1) of the Securities and Exchange Board of India Act, 1992 (*hereinafter referred to as ‘SEBI Act, 1992’*) and SEBI (Alternative Investment Fund) Regulations, 2012 (*hereinafter referred to as ‘AIF Regulations, 2012’*).
2. In terms of the Regulation 28 of the AIF Regulations read along with clause 15.1.1 of the SEBI Master Circular dated May 07, 2024, the registered AIFs are required to file report on their activity as an AIF to SEBI on quarterly basis within 15 calendar days from the end of each quarter in the reporting format hosted by AIF Industry Associations– Indian Venture and Alternate Capital Association (**‘IVCA’**) and Equalifi (*hereinafter referred to as ‘industry associations’*), on their websites. The Quarterly Activity Reports (**‘QARs’**) are required to be filed on the SEBI Intermediary Portal (**‘SI Portal’**) as mandated by the SEBI Circular: SEBI/HO/IMD/DF1/CIR/P/2017/87 dated July 31, 2017.
3. It is, however, noted that the Noticee, which is a registered AIF with SEBI, has failed to file QARs for quarters ending March-2025, June-2025, September-2025 and December-2025 with SEBI.
4. In view of non-filing of QARs by the Noticee, SEBI initiated Summary Proceedings under Regulation 30A of the SEBI (Intermediaries) Regulations, 2008 (*hereinafter referred to as ‘Intermediaries Regulations, 2008’*) read with Section 12(3) of the SEBI Act, 1992.
5. Accordingly, a Show Cause Notice dated April 24, 2026 (**‘SCN’**) was issued

to the Noticee through Registered Post Acknowledgement Due (“**RPAD**”) on its address: Falt No.53, Block C, 3rd floor, Flatted Factory Complex, Jhandewalan, New Delhi-110055 and on email id shiv.dayal@langhamcap.com. The SCN was duly served upon the Noticee.

6. Vide the aforesaid SCN the Noticee was called upon to show cause as to why the certificate of registration as AIF, granted to it under SEBI Act, 1992 read with the AIF Regulations, 2012, should not be cancelled under section 12(3) of the SEBI Act, 1992 read with Regulation 30A of the Intermediaries Regulations, 2008. It was also advised to file its reply, *if any* along with documentary evidence.
7. The Noticee vide its emails dated May 16, 2026 requested for extension of 15 days for filing of written response to the SCN in terms of Section 12(3) of the SEBI Act, 1992 read with Regulation 30A of the Intermediaries Regulations, 2008 which was granted vide email dated May 18, 2026.
8. The Noticee vide its letter dated May 30, 2026 has submitted the following reply to the SCN:
 - i. The circumstances resulting for non-filing of QARs arose on account of factors beyond the control of the Noticee.
 - ii. The Noticee was established by Brands and Beyond LLP (LLP) comprised of Mr. Shiv Dayal and Mr Francois Claude Robert Arpels, a French national, as Designated Partners. Vistra ITCL(India) Limited was appointed as Trustee to the Noticee. The control of the SI Portal login credentials and regulatory affairs vested solely with Mr Francois Claude Robert Arpels and were never possessed by Mr. Shiv Dayal.
 - iii. The fund has been dormant since inception and the Trustee has been instructed to file for surrender. The same is filed on March 09, 2026.
 - iv. SEBI vide email dated January 11, 2024, had issued a notice to the Noticee seeking an explanation for the non-filing of QARs for the quarter ending December 2022. The Noticee replied via email on the same day (January 11, 2024), clarifying that QARs were not filed because the fund was dormant since registration. Since no further communication or objection was received from SEBI, the Noticee was under the *bona fide* impression that a dormant fund was implicitly exempted from filing QARs.
 - v. The login credentials of the SI Portal (email ID and mobile number) are registered under the name of Mr. Francois Arpels, and the Noticee lacks access to the same. Despite multiple communications, Mr. Francois Arpels failed to provide the necessary SI Portal credentials to the Noticee.
 - vi. Vide email dated August 28, 2024, Mr. Francois Arpels contacted the SI Portal helpdesk requesting to change the registered contact details on the

portal and substitute them with the details of Mr. Shiv Dayal.

- vii. Subsequent to the said communication, Mr. Francois Arpels became inaccessible, leaving Mr. Shiv Dayal completely unable to secure access to the SEBI SI Portal, retrieve login credentials, or undertake the necessary compliance filings.
- viii. Further, as the Trustee was also facing the same difficulty in accessing the SI Portal credentials vide email January 09, 2026 it requested SEBI to update the registered contact details to access the SI Portal.
- ix. In March 2026, the Noticee approached the SI Portal Helpdesk to confirm the registered contact details, where the Noticee was advised to reset the password. This measure demonstrates that continuous and active efforts were made by the Noticee to regain access to the portal and regularise its compliance position.
- x. Active steps have been taken for the winding up and surrender of the fund by coordinating with the Trustee. In order to facilitate the filing of the surrender application by the Trustee, Mr. Shiv Dayal personally arranged to pay Rs. 2,06,500/- towards outstanding Trustee fees.
- xi. The fund has zero investors, and the non-filing of QARs does not cause any prejudice to any non-existing investors. The statutory purpose of QARs is to render information on the activities of the fund to SEBI; since there was no investment or operational activity in the fund, the filing of such reports became redundant in the context of the Noticee.
- xii. The non-filing of QARs was a routine technical lapse arising out of structural issues rather than a deliberate fraud or mala fide default. Relying on the precedent set by the Hon'ble Securities Appellate Tribunal (SAT) in Brickwork Ratings India Pvt. Ltd. v. SEBI, the Noticee submits that any extreme penalty or cancellation of registration would be highly disproportionate."

Consideration of Submissions and Issues

- 9. Before proceeding further, it would be appropriate to refer to the relevant extracts of the provisions of law involved in the matter. The relevant extracts of the provisions of the SEBI Act, 1992, Intermediaries Regulations, 2008, AIF Regulations, 2012 and Master Circular on AIFs are reproduced herein below:

SEBI Act 1992

"12. Registration of stock brokers, sub-brokers, share transfer agents, etc

...

(3) The Board may, by order, suspend or cancel a certificate of registration in such manner as may be determined by regulations:

Intermediaries Regulations, 2008

“30A. Summary Proceedings.....

2. The competent authority shall issue a notice to the person referred to in sub-regulation (1) communicating the grounds for initiation of the proceedings under this regulation and the violation(s) alleged to have been committed by such person.

3. The notice issued under sub-regulation (2) shall require the noticee to make submission(s), if any, within twenty-one calendar days from the date of receipt of the notice, only through a written response, along with documentary evidence, if any, as to why the certificate of registration granted under the Act and the regulations made thereunder shall not be cancelled or suspended:

Provided that the competent authority may, for the reasons to be recorded, permit the noticee to submit a written response within a further period not exceeding fifteen calendar days.

4. No further opportunity beyond the timelines specified in subregulation (3) shall be allowed.

5. After considering the facts and circumstances of the case, material on record and the written submissions, if any, the competent authority shall endeavour to pass an order within twenty-one calendar days from—

(i) the date of receipt of the written submissions of the noticee;
or

ii) the date of expiry of the time period granted by the competent authority to file the written submissions under sub-regulation (3), in case no written submissions are filed within the specified period

6. No opportunity of personal hearing shall be granted while disposing of the proceedings initiated under this regulation.

7. The competent authority shall pass an appropriate order of cancellation or suspension of the certificate of registration of the

notice or any other order, as deemed fit. “

AIF Regulations, 2012:

Regulation 28 of AIF Regulations, 2012 reads as follows:

“The Board may at any time call upon the Alternative Investment Fund to file such reports, as the Board may desire, with respect to the activities carried on by the Alternative Investment Fund.”

Regulation 35(1)(d) of the AIF Regulations, 2012 states that,

“(1) An Alternative Investment Fund which—

.....

(b) does not submit periodic returns or reports as required by the Board.

.....

shall be dealt with in the manner provided under the Securities and Exchange Board of India (Intermediaries) Regulations, 2008.”

15.1.1 of the SEBI Master Circular for, dated May 07, 2024,

“All AIFs shall submit report on their activity as an AIF to SEBI on quarterly basis within 15 calendar days from the end of each quarter in the reporting format hosted by AIF Industry Associations— Indian Venture and Alternate Capital Association (IVCA) and Equalifi (hereinafter referred to as ‘industry associations’), on their websites.”

10. Having recorded the submissions, I now proceed to deal with the grounds raised by the Noticee point-wise:
 - i. The Noticee has contended that since the Fund has been completely dormant since inception with zero investors, zero capital commitments, and no operational assets, the filing of QARs became redundant (*otiose*). I find this argument legally untenable. The Master Circular on AIFs does not carve out an exception for AIFs which have not launched any schemes. Thus, in absence of any business, Noticee was still required to file a ‘NIL’ report with SEBI in timely manner. Further, the statutory obligation to file quarterly

returns under the SEBI regulatory framework is an absolute mandate tied directly to the holding of a valid Certificate of Registration. The operational or commercial status of an intermediary does not suspend its regulatory accountability. Until the registration is formally surrendered to and accepted by SEBI, the Noticee is strictly bound to maintain continuous compliance, irrespective of whether active investments exist or not.

- ii. The Noticee has argued that because SEBI did not send any subsequent follow-up or objection after receiving the Noticee's email explanation dated January 11, 2024, it acted under the *bona fide* impression that a dormant fund was exempt from filing QARs. I find that this contention lacks legal merit. Regulatory exemptions cannot be presumed or implied through the silence or lack of immediate response from the Regulator. Statutory provisions and reporting timelines can only be waived or modified through explicit, written exemptions or circulars issued by SEBI under the relevant Regulations. Consequently, the Noticee cannot claim immunity from enforcement action based on its own subjective interpretation of SEBI's regulatory silence.
 - iii. The Noticee argued that it missed filing deadlines because a co-partner held the portal credentials and became inaccessible. I find this argument unacceptable. It is a settled position of law that internal mismanagement, partner disputes, or communication gaps within an entity cannot be used as an excuse for regulatory failure. A registered entity is a single unit before SEBI. Maintaining continuous portal access and fulfilling statutory compliance is the absolute responsibility of the entity itself.
 - iv. I note from the submissions that while Noticee claims it could not get the portal credentials since 2024, the Trustee obtained the login credentials from SEBI in January 2026 to proceed with the surrender application (which has been rejected by SEBI due to the pendency of the instant proceedings). This clearly demonstrates that credentials could have been secured timely with proper effort. Furthermore, these subsequent actions do not erase or cure the continuous statutory defaults committed by the Noticee.
 - v. The Noticee argued that the non-filing was a routine technical lapse without fraudulent intent, relying on the Ld.SAT judgment in *Brickwork Ratings v. SEBI*. I find that the *Brickwork* matter is different from this case. The present case involves a dormant fund that failed to file basic regulatory reports for several quarters. The principle of proportionality does not grant immunity from penalties for failing to report to the Regulator. Therefore, the reliance placed on the *Brickwork* precedent is misplaced.
11. In view of aforesaid facts and observation, as the violation of aforementioned provisions of law has been established, I find it to be a fit case for taking

regulatory action in terms of provisions of Section 12(3) of the SEBI Act, 1992 read with Regulation 30A of the Intermediaries Regulations, 2008.

ORDER:

12. In view of the foregoing, I, in exercise of the powers conferred under Section 12(3) read with Section 19 of the Securities and Exchange Board of India Act, 1992 and Regulation 30A of the Intermediaries Regulations, 2008, hereby cancel the certificate of registration of the Noticee, bearing Registration No. IN/AIF2/19-20/0673 as Alternative Investment Fund.
13. This Order shall come into force with immediate effect.
14. A copy of this order shall be served upon the Noticee.

Digitally signed by
Sampathkumar Madhusudhanan
Date: 08-06-2026 16:28:15

DATE: June 08, 2026

PLACE:MUMBAI

S MADHUSUDHANAN
DESIGNATED AUTHORITY
SECURITIES AND EXCHANGE BOARD OF INDIA