BEFORE THE ADJUDICATING OFFICER
SECURITIES AND EXCHANGE BOARD OF INDIA
ADJUDICATION ORDER NO. Order/GG/VV/2022-23/17225

UNDER SECTION 15-I OF THE SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992 READ WITH RULE 5 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROCEDURE FOR HOLDING INQUIRY AND IMPOSING PENALTIES) RULES, 1995

In respect of:

JINAAM'S DRESS LIMITED

(PAN: AACCJ6136F)

A. BACKGROUND OF THE CASE

1. Securities and Exchange Board of India (hereinafter referred to as "**SEBI**") has initiated adjudication proceedings in the matter of Jinaam's Dress Limited (hereinafter referred to as **"JDL" or "the Company"**) under LODR Regulations read with the Listing Agreement signed between the Company and BSE Ltd., for allegedly violating certain provisions of LODR Regulations, in connection with non-disclosures of material events to the stock exchange and for not providing replies to the queries of BSE.

2. SEBI received a complaint vide letter dated June 21, 2021, from Mr. Dharmendra Parmar, JDL's former Chief Executive Officer (hereinafter referred to as the "**Mr. Dharmendra / the complainant**"), wherein he had brought to the attention of SEBI that he had resigned from the Office of the CEO of the company and stated that his

resignation letter had been duly acknowledged and accepted enclosing his resignation letter dated April 30, 2020. Mr. Dharmendra had further stated that he has never been paid post resignation nor was he involved in the company's business in any manner. The complainant alleged that JDL has not filed DIR-12 for his resignation and removal of his name from required places. He stated that he was shocked to see his name still appearing under the signatory detail on MCA website and that it is misleading to all the stakeholders. Further he stated that it was also hindering his further prospects of joining another company and requested that his name be removed immediately from the MCA website.

3. SEBI sent an email dated July 22, 2021, to the following email ids of JDL; viz. *cs@jinaamdresses.com* and *info@jinaamdresses.com*, attaching the complaint of Mr. Dharmendra against JDL and advised the company to provide its comments on the said complaint received and to provide the disclosure made by the Company to the Stock Exchange regarding the resignation of Mr. Dharmendra under Regulation 30 of SEBI (LODR) Regulations, 2015. SEBI had advised the company to submit its reply by August 02, 2021. As JDL had not replied, SEBI further sent emails dated August 03, 2021, August 18, 2021 and August 30, 2021, advising the company to reply and provide the information sought and stated that in case no response is received, SEBI shall proceed in the matter with the material available on record. However, no reply was received from the Company to the emails sent by SEBI.

4. SEBI subsequently sent an email to BSE dated September 17, 2021, forwarding the trailing emails sent to the company wherein the complaint of Mr. Dharmendra was attached. SEBI informed BSE that JDL had not replied to the emails sent and had not provided the information sought. SEBI requested BSE to examine the matter and to confirm whether the company had disclosed the resignation of Mr.

Dharmendra the Ex-CEO, to BSE and whether the company has responded to BSE as required under Regulation 30(10) of LODR Regulations, 2015.

5. SEBI was informed by BSE vide its email dated September 20, 2021 the following regarding the matter:

   i. That the Company has not disclosed to BSE, regarding resignation of the ex-CEO.

   ii. That Mr. Kailash Shah, the Insolvency Professional of the Company, intimated BSE vide letter dated January 18, 2021 that the National Company Law Tribunal (NCLT), Ahmedabad Bench, vide its order dated January 12, 2021 had initiated Corporate Insolvency Resolution Process ("CIRP") against JDL and appointed him as a resolution professional. The information was taken on record by BSE and copy of the said Order of NCLT was disseminated on BSE's website.

   iii. As there was no further update from the company regarding CIRP, BSE sent an email dated August 17, 2021 to the resolution professional of the company to provide updated status of CIRP. The Insolvency Professional of the company replied vide email dated August 17, 2021 submitting the order copy of NCLT, allowing withdrawal of the CIRP under section 12 A in the matter of JDL. The information was taken on record by BSE and copy of the said Order of NCLT was disseminated on BSE's website.

   iv. That BSE has not received any announcement / filings from the Company since January 05, 2021 other than the communications regarding initiation and withdrawal of CIRP against the Company which were received from the Insolvency Professional of the Company.

6. SEBI was informed by BSE vide its email dated October 04, 2021, that it had sought clarification from the Company vide email dated September 20, 2021 with respect to non-disclosure of material information regarding;

    i. Resignation of the Chief Executive Officer of the company.
    ii. Initiation and withdrawal of CIRP against the Company.
    iii. Not responding to the emails sent by SEBI.

However, BSE stated that no response was received from the Company.

7. SEBI in furtherance, sent an email dated November 15, 2021 to BSE to provide the details of the violations observed and the penalties levied by the exchange against the company in the matter. SEBI was informed by BSE vide email dated November 17, 2021, providing the details of the penalties levied on the company since April 01, 2020 for filings not submitted by the Company as given in Table No. 2 below.

Table No. 2 - Details of the penalties levied on the company since April 01, 2020

Regulations	Quarter / Half Year	Compliance Status	Due Date	Submission Date	Basic Fine Levied	Basic Fine Levied	Basic Fine Outstanding
Reg -13 (3)	Quarter ended Mar- 21	Non – submission	22/04/2021	Not Submitted	1,90,000	-	1,90,000
Reg -13 (3)	Quarter ended Mar- 21	Non – submission	22/07/2021	Not Submitted	99,000	-	99,000
Reg- 31	Half year ended Mar-21	Non – submission	22/04/2021	Not Submitted	3,80,000	-	3,80,000
Reg- 33	Half year	Non – submission	17/11/2020	Not Submitted	17,30,000	-	17,30,000

	ended Sep- 20						
Reg- 33	Year ended mar-21	Non – submission	30/06/2021	Not Submitted	6,05,000	-	6,05,000
Reg- 34	Year ended Mar- 20	Non – submission	10/12/2020	Not Submitted	6,46,000	-	6,46,000
Reg- 6(1)	Quarter ended Mar-21	-			90,000	-	90,000
Reg- 6(1)	Quarter ended Jun-21	-			91,000	-	91,000
Reg- 7(1)	Quarter ended Mar-21	-			90,000	-	90,000
Reg- 7(1)	Quarter ended Jun-21	-			91,000	-	91,000
						Basic Fine levied	40,12,000
						GST @ 18%	7,22,160
						Net Fine Payable	47,34,160

8. SEBI was informed by BSE vide the said email dated November 17, 2021, that the exchange vide its email dated January 12, 2021 had given instructions to depository for initiating freezing of demat accounts of the company promoters. Further, trading in the shares of the Company has been suspended with effect from October 29, 2021 vide exchange Notice no. 20210928-14 for non-compliance with Regulation 33 of SEBI (LODR) Regulations, 2015, which was for non-submission of financial results for two consecutive half-years i.e September 2020 and March 2021.

B. APPOINTMENT OF ADJUDICATING OFFICER

9. SEBI, in exercise of powers under section 15 I of the SEBI Act and Rule 3 of the SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 (hereinafter referred to as the "**Adjudication Rules**"), read with section 19 of the SEBI Act,1992 appointed me as the Adjudicating Officer (hereinafter referred to as the "**AO"**) vide order dated December 01, 2021 to inquire into and adjudge the alleged violation stated in paragraph 1 above.

C. SHOW CAUSE NOTICE, REPLY AND HEARING

10. A Show Cause Notice dated April 06, 2022 (hereinafter referred to as "**SCN**") was served upon the Noticee, vide Speed post with acknowledgement due (hereinafter referred to as '**SPAD**') and by email, under Rule 4(1) of the SEBI Adjudication Rules to show cause as to why an inquiry should not be initiated against the Noticee and thereafter penalty not be imposed against the Noticee under Section 23E of the SCRA for the alleged violations by the Noticee for:
    - failing to provide adequate and timely disclosure of information to the Exchange on the resignation of Mr. Dharmendra Parmar, JDL's former Chief Executive Officer thereby violating Regulation 4(1)(d) of LODR and Regulations 30(2) and 30(6) of LODR r/w point no.7 of para A of Part A of Schedule III of LODR, r/w clause 2(i) of the Listing Agreement dated April 23, 2019 signed between the Company and BSE;
    - failing to provide adequate and timely disclosure of information to the Exchange on the proceedings before NCLT with regard to both initiation and withdrawal of Corporate Insolvency Resolution Process ("CIRP") of the company thereby violating Regulation 4(1)(d) of LODR and Regulations 30(2)

and 30(6) of LODR r/w point no. 16(c) of para A of Part A of Schedule III of LODR, r/w clause 2(i) of the Listing Agreement dated April 23, 2019 signed between the Company and BSE and

- failing to respond to the queries raised by BSE; with regard to the resignation of its former CEO Regulation, with regard to the resignation of its former CEO and with regard to the proceedings before NCLT on initiation and withdrawal of Corporate Insolvency Resolution Process ("CIRP") of the company and with regard to BSE not receiving any announcement / filings from the Company since January 05, 2021, thereby violating Company has not complied with Regulation 30(10) of LODR read with Clause 2(i) of the Listing Agreement dated April 23, 2019 signed between the Company and BSE.

11. SEBI alleged that the Company was non-compliant of the following SEBI (LODR) Regulations, 2015 by as given in Table No.1 below:

***Table No. 1* - Observations by BSE on non-compliances of SEBI (LODR) Regulations, 2015 by the Company**

Sr. No.	**Observations**	**Non-compliances of SEBI (LODR) Regulations, 2015 by the Company**
1.	Company has not intimated the Exchange regarding the resignation of the Chief Executive Officer of the company.	Regulation 4(1)(d) of LODR and Regulations 30(2) and 30(6) of LODR r/w point no.7 of para A of Part A of Schedule III of LODR
2.	Company has not intimated the Exchange regarding Initiation and withdrawal of CIRP against the Company.	Regulation 4(1)(d) of LODR and Regulations 30(2) and 30(6) of LODR r/w point no. 16(c) of para A of Part A of Schedule III of LODR
3.	Despite of various follow-ups by SEBI/Exchange, the company has not responded to the queries raised by SEBI/ Exchange.	Regulation 30(10) of LODR

12. In this context, the following provisions of SEBI (LODR) Regulations, 2015 become relevant for compliance.

SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Principles governing disclosures and obligations
"
4. (**1**) The listed entity which has listed securities shall make disclosures and abide by its obligations under these regulations, in accordance with the following principles

(a) …..

(**d**) *The listed entity shall provide adequate and timely information to recognised stock exchange(s) and investors*."

Disclosure of events or information.
30. (1)…

(**2**) "*Events specified in Para A of Part A of Schedule III are deemed to be material events and listed entity shall make disclosure of such events."*

(**6**) *The listed entity shall first disclose to stock exchange(s) of all events, as specified in Part A of Schedule III, or information as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information*"

(**10)** *"The listed entity shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information"*

SCHEDULE III
PART A: DISCLOSURES OF EVENTS OR INFORMATION: SPECIFIED SECURITIES

The following shall be events/information, upon occurrence of which listed entity shall make disclosure to stock exchange(s):

A. **Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30):**

1 **…**

6….

7. **"***Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer."*

"**16**. The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:

a) …

c*) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable; …"*

PENALTIES AND PROCEDURE

Penalties.

"Penalty for failure to comply with provision of listing conditions or delisting conditions or grounds.

23E. *If a company or any person managing collective investment scheme or mutual fund, fails to comply with the listing conditions or delisting conditions or grounds or commits a breach thereof, it or he shall be *[liable to a penalty which shall not be less than five lakh rupees but which may extend to twenty-five crore rupees.]."*

13. The Noticee had not submitted a reply to the aforesaid SCN, despite grant of sufficient time. However, in the interest of natural justice vide Hearing Notice dated April 22, 2022, an opportunity of hearing was granted to the Noticee on May 05, 2022. The first Hearing Notice was sent by SPAD and by email. The Hearing Notice was delivered to the Noticee both by SPAD and by email as seen from the proof of delivery available on record. The Noticee has not appeared for the Hearing granted.

14. Further, vide Hearing Notice dated May 09, 2022, a second opportunity of hearing was granted to the Noticee on May 17, 2022. The second Hearing Notice was sent by SPAD and by email. However, the Hearing Notice was not delivered to the Noticee both by SPAD (returned with a remark stating 'Addresse left') and by email as seen from the delivery record available on file.

15. Subsequently, vide Hearing Notice dated May 17, 2022, a final opportunity of hearing was granted to the Noticee on May 24, 2022. The final Hearing Notice was sent by email only. The email sent was not delivered to the Noticee as seen from the delivery record available on file. The SCN and first and third Hearing Notices were delivered to the Noticee, in physical form by speed post with acknowledgment due (SPAD) and in soft form by email as enumerated in the table:

Date of SCN/Hearing Notice	**Date of delivery through SPAD**	**Document on record as proof of delivery**	**Date of delivery through email (viz.** ***cs@jinaamdresses.com*** **and** ***info@jinaamdresses.com*****)**	**Document on record as proof of delivery**
SCN dated April 06, 2022	Not applicable as the SCN was returned undelivered.	India Post - Track Consignment with the non -delivery status and the original SCN in hard form was returned with remark stating 'party left'.	April 07, 2022	Email sent/ delivery report
1st Hearing Notice dated April 22, 2022	May 05, 2022	India Post - Track Consignment - delivery confirmed status	Not applicable as the HN was not delivered.	Email Delivery failed report
2nd Hearing Notice dated May 09, 2022	Not applicable as the HN was returned undelivered.	India Post - Track Consignment with the non -delivery status with remark 'Addressee left without instructions'.	Not applicable as the HN was not delivered.	Email delivery failed report
3rd Hearing Notice dated March 07, 2022	Not applicable	-	Not applicable as the HN was not delivered.	Email delivery failed report

16. However, the Noticee vide email dated May 27, 2022 from an email id: *rahulfloral@yahoo.com*, requested for the SCN to be resent to his email id, stating that his registered email ids in the names of the company had expired and that he had not received the SCN vide speed post as the company was declared NPA and that CIRP proceedings were initiated against the company by NCLT etc. The SCN was resent to this email id provided by the Noticee vide email dated May 27, 2022, wherein the Noticee was also granted another opportunity of hearing on May 30, 2022. The Noticee had appeared for the hearing and made his submissions on the status of the company and sought further time to reply to the SCN and to provide another opportunity of hearing. The Noticee was granted time till June 10, 2022 to make additional submissions and was granted another opportunity of hearing on June 13, 2022. The Noticee submitted the reply to the SCN vide email dated June 13, 2022 enclosing his reply letter dated June 11, 2022.

17. The submissions made by the Noticee are as given below in verbatim:

i. The company started facing dire financial situation due to the pandemic of Covid and the company is under huge loss in export market also. Due to the extreme tosses the company was unable to make payments to their vendors and the bankers.

ii. The company has not able to make payment to the bank and the bank of Baroda declared the company status as NPA vide letter dated 06.04.2021.

iii. The company was under Corporate Insolvency Resolution Process (CIRP) vide order of National Company Law Tribunal, Ahmedabad dated 12.01.2021 and the intimation regarding the commencement of CIRP had been intimated to BSE by Mr, Kailash Shah, Insolvency Professional of the company as on 18.01.2021 and the same was also been disseminated by BSE on its website by delay of 5 days.

iv. The National Company Law Tribunal Ahmedabad passed an order dated 12.02.2021 for withdrawal of CIRP process and the same had been intimated by Mr. Kailash Shah, Insolvency Professional of the company as on 17.08.2021 to BSE with delay of one hundred and eighty-five days to BSE. Since the company did not have any full-time working staff, the company was unable to file the intimation before various government authorities.

v. The company was not able to make payment for their customized email ids. cs@jinaamdresses.com and infoginaamdresses.com due to financial crises therefore, the company did not received emails from the concerned persons or officials.

vi. The company had received the resignation letter from Mr. Dharmendra Parmar as CEO of the company dated 30.04.2020. The company was not able to file the Form DIR 12 for the resignation as CEO of the company due to the financial loss and employees and other staff of the company had also resigned from the various post of the company and was leaving the company. There was no staff to manage the affairs of the company.

vii. The company had filed the Form DIR 12 for the resignation of Mr. Dharmendra Parmar as CEO of the company as on 31.08-2021 after arrangement of the fund.

viii. The company is under financial crises and is not able survive. There are other matters which are going on before the NCLT where the other creditors have filed for insolvency against the company.

ix. We request Your Honor to grant us some time to fulfill all compliances under the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) and other compliances with concerned authority.

18. The Noticee had further attended the hearing on June 13, 2022 through an Authorized Representative (AR) Ms. Richa Goyal – Practising Company Secretary. The AR of the Noticee reiterated the submissions made in the reply and sought time to make additional written submissions. The Noticee was granted time till June 20, 2022 to make additional submissions. However, no further submissions were made by the Noticee, till date.

C. CONSIDERATION OF ISSUES

19. I have taken into consideration the facts of the case, the reply submitted by the Noticee and the material available on record. The issues that arise for consideration in this case are whether the Noticee has defaulted in making timely disclosures to the Exchange with respect to (i). the resignation of its Ex-CEO; (II). the

commencement and withdrawal of CIRP Proceedings before NCLT, Ahmedabad and (iii). the related issue as to whether the company has failed to respond to the queries of BSE, raised in respect of the above queries of non-disclosures. If the answers to the above are affirmative, then whether it constitutes violation of provisions of LODR, as alleged in the SCN and the liability for monetary penalty, if any?

Non- disclosure of the resignation of its Ex-CEO

20. I note that the resignation of the former CEO of the company, Mr. Dharmendra Parmar was vide a resignation letter dated April 30, 2020, which was submitted to the new Managing Director of the company, Mr. Rahul Oswal and to the Board of Directors of the Company. Further he had requested the company to complete the required formalities from company's end. I see that the Managing director of the company Mr. Rahul Oswal has acknowledged receipt of the resignation letter submitted by Mr. Dharmendra, by affixing his signature.

21. I note that the company is into the business of export of garments. The AR for the Noticee submitted that the export business came to a standstill with the onset of Covid-19 pandemic in March 2020. The company went into losses and staff shortage. Hence the company could not file the intimation to the Exchange about the resignation of the former CEO, upon hearing the submission of the company and perusal of the reply and disclosures on the Exchange website, it turns out that none of the given reasons stand to support the case as pleaded. As a matter of fact, the other disclosures during this period have been made by the company, to the Stock Exchange. The disclosure on resignation of other staff members of the company such as compliance officer etc. was disclosed to the Exchange. The

disclosure on resignation of the complainant alone seems to have not been done by the company.

22. The company as per the mandatory requirement under Sub - Regulations (2) and (6) of Regulation 30 LODR Regulations r/w point no.7 of para A of Part A of Schedule III, is required to intimate the Exchange, regarding the change in key managerial personnel (Chief Executive Officer), which is deemed to be a material event, as soon as reasonably possible and not later than twenty-four hours from the occurrence of the specified event. Accordingly, the company had to make the disclosure of the change in its Chief Executive Officer to the Exchange by May 02, 2020 (May 01, 2020 being a holiday). I find that the Noticee company has failed to make the mandatory disclosures as stipulated under the LODR Regulations by not providing adequate and timely to the stock exchange and investors in this regard. Admitedly the disclosure was done only on 31/08/2021.

23. In this connection, it was alleged also that the Company is non-compliant with Regulation 4(1)(d) of LODR Regulations. I note that the company has not responded/replied to the queries raised by BSE through emails regarding the non-disclosure of the change in its Chief Executive Director. In this connection, the Noticee has contended that due to non-payment of fees, its customized email handle for email ids viz. *cs@jinaamdresses.com* and *info@jinaamdresses.com*, had expired. Hence the company was not in a position to receive emails. I note that SCN in the current proceedings could not be served on the company through email as the recipient server was not active. The email notification on forwarding the SCN to the noticee's email id showed that "delivery has failed to the recipients or groups." However, the company has not stated the point of time when the email handles expired. This is a piece of evidence that the company could have easily produced.

Further, the company was obliged to inform the exchange about an alternate email id. I therefore, find that there is a willful omission on this count too.

Non-disclosure of CIRP Proceedings (Admission and withdrawal)

24. With regard to not intimating the Exchange regarding about the Initiation and withdrawal of CIRP proceedings, the company had to make the disclosure of Admission of application by the Tribunal to the Exchange within twenty-four hours from the order dated January 12, 2021, that is by January 13, 2021. However, the company had failed to make the mandatory disclosure as stipulated under the LODR Regulations.

25. I note that BSE had informed SEBI that it was Mr. Kailash Shah, Insolvency Professional of the Company, from NCLT who had intimated BSE regarding the commencement of CIRP, vide his letter dated January 18, 2021 and the same was disseminated by BSE on its website, with a delay of 5 days. Further the order for withdrawal of CIRP against the Company dated February 12, 2021 was also provided by the Insolvency Professional only on August 17, 2021 after status of the same was sought by BSE and that there has been a delay of one hundred and eighty-five days (185 days) in dissemination of the information on BSE’s website.

26. The company has totally thrown the requirement of timely disclosure to the wind and is trying to justify the same on grounds of financial difficulties. I therefore find that the Company has not disclosed the admission of CIRP against the Company by the Hon’ble National Company Law Tribunal, Ahmedabad Bench, vide its order dated January 12, 2021 and its withdrawal by the NCLT Bench vide its order dated February 12, 2021 as required under Regulation 30(2) and 30(6) of LODR r/w point no. 16(c) of para A of Part A of Schedule III of LODR. As per the said regulations, a

listed entity is mandated to disclose to the Exchange the events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code, where Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable may be intimated as soon as reasonably possible and not later than twenty-four hours from the occurrence of event. The company has failed to comply with Regulation 30(2) and 30(6) of LODR.

Failure to Furnish response to Exchange

27. BSE vide email dated September 20, 2021, sought clarifications from the Company on submission of the disclosures regarding resignation of Mr. Dharmendra and regarding non-receipt of any announcements/filings from the company since January 05, 2021. I note that BSE vide email dated January 12, 2022 had instructed the depository to initiate freezing of demat accounts of the promoters of the company and has suspended trading in the shares of the company with effect from October 29, 2021 from Exchange Notice no. 20210928-14 for non-compliance of SEBI (LODR) Regulations, 2015. As BSE had not received any reply from the Company, BSE vide email dated October 04, 2021 had warned that failing to respond to the queries, will attract suitable action. Regulation 30(10) of LODR, which provides that the listed entity shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information. I also note that till October 2021 the script was in the trading space and these disclosures are relevant for investors to indeed take a call on continuance or exit etc.

28. From the above position in law and facts, it follows that the Noticee has violated the provisions of the applicable LODR Regulations, 2015 by failing to make disclosures to the Exchange with regard to the resignation of a key managerial personnel (Chief Executive Director) of the company; by failing to make disclosures on admission and

withdrawal of the CIRP proceedings and by failing to respond to the queries raised by BSE.

29. In this regard, I observe that the company has delayed disclosure of the resignation Mr. Dharmendra (Ex-CEO of the company) by 486 days. With regard to the disclosure on initiation of CIRP with NCLT, there was a 5 day delay in disclosure made by the NCLT professional appointed for the company and with regard to the disclosure on withdrawal of CIRP with NCLT, there was a delay of 185 days in the disclosure made.

30. With regard to the issue of the company not responding to the queries raised by the Exchange and on compliances with regard to submission of announcements/filings from the company since January 05, 2021, I observe that there is continuing non-disclosure by the company till date. I see that the company in its reply has sought time to fulfill all compliances under the Companies Act, 2013, SEBI (LODR) and other compliances with concerned authority.

31. I see that the company was in financial crisis due to the Covid pandemic and that due to extreme losses the company was unable to make payments to their vendors and the bankers. The company was not able to make payment for their customized email ids viz. *cs@jinaamdresses.com* and *infojinaamdresses.com* due to the financial crisis. I observe that the Bank of Baroda declared the company status as NPA vide letter dated 06.04.2021. I note that the company had submitted that staff of the company had also resigned from the various posts of the company and that there was no staff to manage the affairs of the company. I am inclined to therefore take a lenient view with respect to the quantum of penalty.

32. Thus, from the above facts, I find that the Noticee is in violation of Regulation 30(10) of LODR read with Clause 2(i) of the Listing Agreement dated April 23, 2019 signed between the Company and BSE LODR Regulations, 2015 for the continuing non-disclosure by the company. I am of the view that a minimum penalty ought to be imposed on the Noticee, which is commensurate to the violations made by the Noticee. I find that a penalty of Rs.5,00,000/- (Rupees Five Lakhs only), for the violations of LODR Regulations, 2015 as given under Section 23E of the SCRA Act, 1956, is appropriate in the instant case.

D. ORDER

33. Therefore, in exercise of powers conferred upon me under Section 15-I (2) of the SEBI Act read with rule 5 of the Adjudication Rules, I hereby impose a penalty of Rs Rs.5,00,000/- (Rupees Five Lakhs only), upon the Noticee *i.e.,* Jinaam's Dress Limited (PAN: AACCJ6136F) under 23E of the SCRA Act, 1956 for violation of Regulations Regulation 4(1)(d) of LODR and Regulations 30(2) and 30(6) of LODR r/w point no. 7 of para A of Part A of Schedule III of LODR, r/w clause 2(i) of the Listing Agreement dated April 23, 2019 signed between the Company and BSE; Regulation 4(1)(d) of LODR and Regulations 30(2) and 30(6) of LODR r/w point no. 16(c) of para A of Part A of Schedule III of LODR, r/w clause 2(i) of the Listing Agreement dated April 23, 2019 signed between the Company and BSE and Regulation 30(10) of LODR, r/w clause 2(i) of the Listing Agreement dated April 23, 2019 signed between the Company and BSE.

34. The Noticee shall remit / pay the said amount of penalty within 45 days of receipt of this order either by way of demand draft in favor of "SEBI - Penalties Remittable to Government of India", payable at Mumbai, or through online payment facility

available on the SEBI website **www.sebi.gov.in** on the following path by clicking on the payment link.

ENFORCEMENT → ORDERS → ORDERS OF AO → PAY NOW

In case further assistance would be required in payment of penalties, the Noticee may contact the support at portalhelp@sebi.gov.in.

35. The Noticee shall forward the said demand draft or the details / confirmation of penalty so paid through e-payment to the Division Chief, Enforcement Department-I, DRA-II, SEBI, in the format given in table below:

Case name		
Name of payee		
Date of payment		
Amount paid		
Transaction no		
Bank details in which payment is made		
Payment is made for		Penalty

36. In terms of rule 6 of the SEBI Adjudication Rules, copies of this order are sent to the Noticee and also to SEBI.

Date: June 27, 2022 **GEETHA G**

Place: Mumbai **ADJUDICATING OFFICER**