BEFORE THE ADJUDICATING OFFICER

SECURITIES AND EXCHANGE BOARD OF INDIA

(ADJUDICATION ORDER NO: Order/PM/NS/2021-22/14696)

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

SURE PORTFOLIO SERVICES PRIVATE LIMITED

(CIN: U67120DL2013PTC253731)

In the matter of Sun and Shine Worldwide Limited

BACKGROUND OF THE CASE

1. Securities and Exchange Board of India (hereinafter referred to as **SEBI**) initiated an investigation to ascertain the violation of the provisions of Securities and Exchange Board of India, Act 1992 (hereinafter referred to as the 'SEBI Act') and SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003 (hereinafter referred to as the 'PFUTP Regulations, 2003') in the scrip of Sun and Shine Worldwide Limited (hereinafter referred to as 'the Company/ SSWL').**")** for the period between October 01, 2012 to September 30, 2014 (hereinafter referred to as 'Investigation Period/IP') by Sure Portfolio Services Private Limited (hereinafter referred to as "Noticee"), it is alleged that Noticee violated the provisions of Section 12A(a),(b),(c) of the SEBI Act read with Regulation 3(a), (b), (c), (d) and Regulation 4(1), 4(2)(a) and 4(2)(e) of the PFUTP Regulations. Accordingly, SEBI initiated Adjudication Proceedings against the Noticee for the aforesaid violation of the provisions of SEBI Act and PFUTP Regulations, 2003.

APPOINTMENT OF ADJUDICATING OFFICER

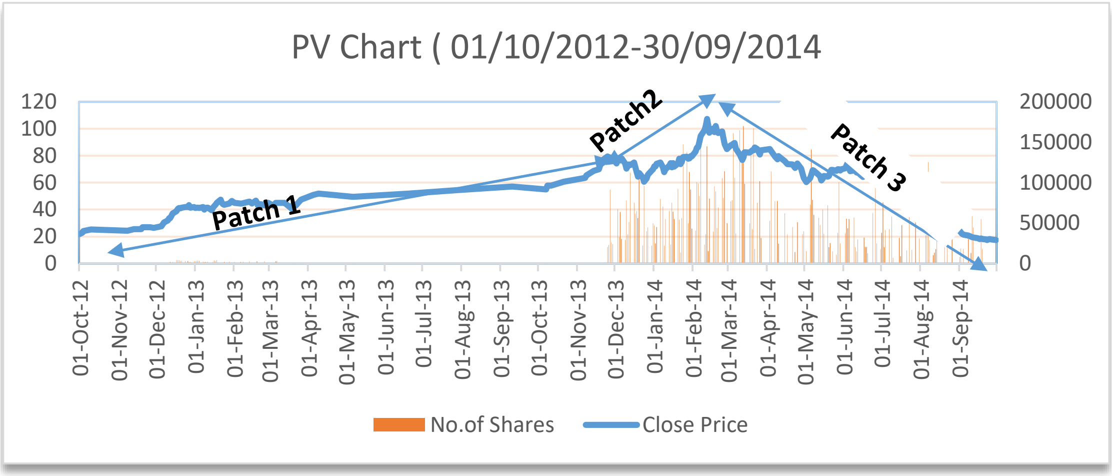
2. SEBI vide order dated June 14, 2019 communicated appointment of Shri Santosh Kumar Shukla as the Adjudicating Officer under Section 15 I of the SEBI Act, 1992 and Rule 3 of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules,1995 (hereinafter referred to as "Adjudication Rules") to inquire into and adjudge under the provisions of Section 15HA of the SEBI Act, 1992 for the violation of the provisions of Section 12A(a),(b),(c) of the SEBI Act read with Regulation 3(a), (b), (c), (d) and Regulation 4(1), 4(2)(a) and 4(2)(e) of the PFUTP Regulations. Thereafter, vide *communication order* dated January 07, 2020, this case was transferred to Shri Amit Pradhan. Subsequently, upon appointment of the undersigned as AO vide SEBI order dated June 18, 2021 the instant matter was transferred to the undersigned.

SHOW CAUSE NOTICE

3. A Show Cause Notice ref. EAD-2/SS-SKS/OW/20023/5/2019 dated August 05, 2019 (hereafter referred to as **SCN**) was issued to the Noticee in terms of the provisions of rule 4 of the Adjudication Rules, 1995 requiring the Noticee to show cause as to why an inquiry should not be held against it and why penalty, if any, should not be imposed on it under the provision of section 15HA of the SEBI Act, 1992. The allegations in the SCN are as follows:

4. SEBI observed that during the investigation period, the shares of SSWL traded with an average volume of 33,799 shares per day and a total volume of 93,62,316 shares were traded in 7,411 trades in 277 trading days. Further, price of the scrip opened at Rs. 21.90 on October 01, 2012, reached a high of Rs.109.70 on February 13, 2014 and closed at Rs. 17.50 on September 30, 2014. The

price/volume movement in the scrip of SSWL for the period from October 01, 2012 to September 30, 2014 is as under:



5. SEBI observed that there was no major impact on price on the basis of any corporate announcement made by the company during the investigation period.

6. SEBI undertook last traded price ("LTP") analysis to ascertain whether any entity (ies) manipulated the price of the scrip of SSWL during the investigation period. Based on the price trend of the scrip (rise/fall), the investigation period has been divided into three patches as mentioned in Table 1 below and the price volume data of SSWL's scrip during the investigation period is mentioned in Table 2 below:

Table-1

Sl No	Patch	Period	Price movement	Price Trend (Rise/ Fall)
1	Patch 1	01/10/2012-20/11/2013	21.90-76.00 (+247.03%)	Rise(with minimal volume)
2	Patch 2	25/11/2013-12/02/2014	79.50-107.35 (+35.03%)	Rise (with substantial volume)

Sl No	Patch	Period	Price movement	Price Trend (Rise/ Fall)
3	Patch 3	13/02/2014-30/09/2014	109.70-17.50	Fall

Table-2

Dates	Share	Opening Price/ volume on first day of the period	High Price/volume during the period	Low price/volume during the period	Closing price volume on last day of the period	Avg. no of shares traded during the period
Patch- I (01/10/2012-20/11/2013)	**Price**	21.90 (01/10/2012)	76 (20/11/2013)	21.90 (01/10/2012)	76 (20/11/2013)	1,252
	Volume	100	50	100	50	
Patch-II (25/11/2013-12/02/2014)	**Price**	79.5 (25/11/2013)	107.35 (12/02/2014)	60.55 (24/12/2013)	107.35 (12/02/2014)	1,20,149
	Volume	20,600	1,44,750	96000	1,44,750	
Patch-III (13/02/2014-	**Price**	109.70 (13/02/2014)	109.70 (13/02/2014)	17.50 (30/09/2014)	17.50 (30/09/2014)	43,501

Dates	Share	Opening Price/ volume on first day of the period	High Price/volume during the period	Low price/volume during the period	Closing price volume on last day of the period	Avg. no of shares traded during the period
30/09/2014)	**Volume**	15,304	15,304	251	251	

7. **<u>Observations based on LTP analysis for Patch 1:</u>**

7.1 During this patch, the price of SSWL's scrip opened at Rs. 21.90 and reached a high of Rs. 76.00 and then closed at to Rs. 76.00 with a net LTP of Rs.55.10 and positive LTP of Rs.160.70.

7.2 SEBI identified 180 entities which are connected group of SSWL. These 180 entities are collectively referred to as "suspected entities" or "group entities" and as a buyer, they have contributed positive LTP of Rs. 44.75/- (27.85% of total market positive LTP) in 40 trades and net LTP of Rs. 0.05/- in 318 trades. The details are summarized in the table below:

	All Trades			LTP >0			LTP Diff <0			LTP Diff =0		
Buyer Name	**Net LTP**	**Sum of Qty**	**No of trades**	**+ LTP**	**Sum of Qty**	**No of trades**	**Negative LTP**	**Sum of Qty**	**No of trades**	**QTY**	**No of trades**	**% of +LTP to Market + LTP**

Parvati minerals Pvt Ltd	2.55	2690	14	2.60	1840	3	-0.05	50	1	800	10	1.62
Ramashiva lease finance Pvt Ltd	2.70	1100	3	2.70	100	1	0.00	0	0	1000	2	1.68
Shah and sons propon Pvt Ltd	1.50	3289	25	1.85	200	2	-0.35	100	1	2989	22	1.15
Shalibhadra steel pvt.ltd	-5.60	8315	85	10.10	1250	9	-15.70	4950	58	2115	18	6.29
Shankheshwar metals pvt.ltd	0.90	43074	175	27.45	23860	24	-26.55	11284	128	7930	23	17.08
Siddhi vinayak tradelink pvt.ltd.	-2.00	228	16	0.05	5	1	-2.05	223	15	0	0	0.03
Total	**0.05**	**58696**	**318**	**44.75**	**27255**	**40**	**-44.70**	**16607**	**203**	**14834**	**75**	**27.85**
Market LTP	**55.10**	**108932**	**678**	**160.70**	**37085**	**115**	**-105.60**	**26527**	**291**	**45320**	**272**	**100.00**

7.3 Out of the aforesaid group entities, four entities *viz.* Shankheshwar Metals Pvt Ltd., Parvati Minerals Pvt Ltd, Shah and Sons Propon Pvt Ltd., Shah Realcom Pvt Ltd. (hereinafter be referred to as Noticee no. 1 to 4, respectively) traded amongst themselves and contributed Rs. 31.80/- i.e. 19.79% of total market positive LTP in 28 trades (Trade log details is enclosed in a CD). The summary of their trades which contributed to positive LTP by trading amongst themselves is mentioned in the table below:

Seller Name→ / Buyer Name↓	Parvati Minerals Pvt ltd	Shah and sons propon pvt ltd	Shah Realcom Pvt Ltd	Total LTP as buyer (No. of Trades)
Shankheshwar metals Pvt.ltd	21.70 (17)		5.65 (6)	27.35 (23)
Parvati minerals Pvt ltd		2.60(3)		2.60(3)
Shah and Sons Propon Pvt Ltd	1.85 (2)			1.85(2)
Total LTP as Seller (No. of Trades)	**23.55 (19)**	**2.60 (3)**	**5.65 (6)**	**31.80 28)**

8. In view of the above, it has been alleged that in Patch 1, Noticee No. 1 to 4 contributed significant amount of positive LTP i.e. 19.79% of market positive LTP in 28 trades by trading amongst themselves and employed fraudulent device to manipulate the price of the scrip in violation of Section 12A(a),(b),(c) of the SEBI Act read with Regulation 3(a), (b), (c), (d) and Regulation 4(1), 4(2)(a) and 4(2)(e) of the PFUTP Regulations.

9. **<u>Observations based on LTP analysis for Patch 2:</u>**

9.1 During this patch, the price of SSWL's scrip opened at Rs. 79.5 and reached a high of Rs. 107.35 and closed at to Rs. 107.35 with a net LTP of Rs.31.35 and positive LTP of Rs.193.65.

9.2 The "group entities" as a buyer, they have contributed positive net market LTP of Rs. 56.80/- and positive LTP of Rs. 91.15/- (47.07% of the total market positive LTP). The details are summarised in the table below:

(Source: BSE Trade log)

S.No.		All Trades			LTP Diff>0			LTP Diff<0			LTP Diff = 0		
	Buyer Name	**Net LTP**	**Qty Traded**	**No of trades**	**Positive LTP**	**Qty Traded**	**No of trades**	**Negative LTP**	**Qty Traded**	**No of trades**	**Qty Traded**	**No of trades**	**% of +ve LTP to Market +ve LTP**
1.	Steady capital advisory sercices pvt.ltd	17.20	492339	283	25.90	66423	16	-8.70	51700	17	374216	250	13.38
2.	Shalibhadra steel pvt.ltd	11.35	200	2	11.35	200	2	0.00	0	0	0	0	5.86
3.	Sure portfolio services pvt ltd	2.30	398250	299	10.60	34220	15	-8.30	37574	14	326456	270	5.47
4.	Wonder procon pvt.ltd	8.00	90000	21	8.00	6845	3	0.00	0	0	83155	18	4.13
5.	Eden vyapaar pvt.ltd	6.65	69900	14	6.65	2525	2	0.00	0	0	67375	12	3.43
6.	Sinjan overseas pvt ltd	4.55	18000	3	4.55	5000	1	0.00	0	0	13000	2	2.35
7.	Maruti shankar gaude	-2.85	173999	41	4.05	38701	3	-6.90	25030	4	110268	34	2.09
8.	Visible realestate ventures pvt.ltd	3.75	70000	26	4.00	7100	2	-0.25	500	1	62400	23	2.07
9.	Haldhar agro tech pvt. Ltd	2.80	55500	37	3.50	2300	1	-0.70	4500	2	48700	34	1.81
10.	Mankind vintrade pvt ltd	2.25	70000	12	2.45	4000	1	-0.20	5000	1	61000	10	1.27
11.	Eash vyapaar pvt.ltd	2.30	50000	12	2.30	1000	1	0.00	0	0	49000	11	1.19

S.No.		All Trades			LTP Diff>0			LTP Diff<0			LTP Diff = 0		
	Buyer Name	**Net LTP**	**Qty Traded**	**No of trades**	**Positive LTP**	**Qty Traded**	**No of trades**	**Negative LTP**	**Qty Traded**	**No of trades**	**Qty Traded**	**No of trades**	**% of +ve LTP to Market +ve LTP**
12.	Comfort dealtrade pvt.ltd	2.25	20000	4	2.25	10000	1	0.00	0	0	10000	3	1.16
13.	Growth commosales pvt.ltd	0.00	70000	17	2.00	3325	2	-2.00	1000	1	65675	14	1.03
14.	Tejaswani tradecom pvt.ltd	2.00	20000	4	2.00	548	1	0.00	0	0	19452	3	1.03
15.	Origin infraprojects pvt.ltd	1.00	46000	5	1.00	2000	1	0.00	0	0	44000	4	0.52
16.	Lavender exin pvt.ltd	0.30	15000	33	0.30	500	1	0.00	0	0	14500	32	0.16
17.	Suktara tradelink pvt ltd	0.25	10000	21	0.25	500	1	0.00	0	0	9500	20	0.13
18.	Abhinna vyapaar pvt.ltd	0.00	55000	5	0.00	0	0	0.00	0	0	55000	5	0.00
19.	Anaam merchants pvt.ltd	0.00	32000	6	0.00	0	0	0.00	0	0	32000	6	0.00
20.	Anamika dealtrade pvt ltd	0.00	20000	2	0.00	0	0	0.00	0	0	20000	2	0.00
21.	Arth dealtrade pvt.ltd	0.00	10000	1	0.00	0	0	0.00	0	0	10000	1	0.00
22.	Dadhyan vyapaar pvt.ltd	0.00	50000	15	0.00	0	0	0.00	0	0	50000	15	0.00

S.No.		All Trades			LTP Diff>0			LTP Diff<0			LTP Diff = 0		
	Buyer Name	**Net LTP**	**Qty Traded**	**No of trades**	**Positive LTP**	**Qty Traded**	**No of trades**	**Negative LTP**	**Qty Traded**	**No of trades**	**Qty Traded**	**No of trades**	**% of +ve LTP to Market +ve LTP**
23.	Dahana vyapaar pvt.ltd	0.00	35000	8	0.00	0	0	0.00	0	0	35000	8	0.00
24.	Dinanath barter pvt.ltd	0.00	30000	8	0.00	0	0	0.00	0	0	30000	8	0.00
25.	Genuine deal trade pvt.ltd	-3.55	25050	10	0.00	0	0	-3.55	50	1	25000	9	0.00
26.	Graceful tieup pvt.ltd	0.00	10000	2	0.00	0	0	0.00	0	0	10000	2	0.00
27.	Incredible nirman pvt.ltd	0.00	35000	7	0.00	0	0	0.00	0	0	35000	7	0.00
28.	Manifold vinimay pvt ltd	0.00	10000	4	0.00	0	0	0.00	0	0	10000	4	0.00
29.	Nilachal dealers pvt.ltd	0.00	30000	6	0.00	0	0	0.00	0	0	30000	6	0.00
30.	Oleander buildcon pvt.ltd	0.00	50000	7	0.00	0	0	0.00	0	0	50000	7	0.00
31.	Prerna vyapaar pvt.ltd.	0.00	5000	1	0.00	0	0	0.00	0	0	5000	1	0.00
32.	Safed sales pvt.ltd	0.00	23000	7	0.00	0	0	0.00	0	0	23000	7	0.00
33.	Tantra promoters pvt.ltd	-3.75	50	1	0.00	0	0	-3.75	50	1	0	0	0.00
34.	Truthful devcon pvt.ltd	0.00	10000	1	0.00	0	0	0.00	0	0	10000	1	0.00
35.	Utkarsh printing press pvt.ltd	0.00	3600	1	0.00	0	0	0.00	0	0	3600	1	0.00

S.No.		All Trades			LTP Diff>0			LTP Diff<0			LTP Diff = 0		
	Buyer Name	**Net LTP**	**Qty Traded**	**No of trades**	**Positive LTP**	**Qty Traded**	**No of trades**	**Negative LTP**	**Qty Traded**	**No of trades**	**Qty Traded**	**No of trades**	**% of +ve LTP to Market +ve LTP**
36.	**Group I Net LTP**	**56.80**	**2102888**	**926**	**91.15**	**185187**	**54**	**-34.35**	**125404**	**42**	**1792297**	**830**	**47.07**
37.	**Market Net LTP**	**31.35**	**3424246**	**2131**	**193.65**	**256898**	**115**	**-162.30**	**183941**	**96**	**2983407**	**1920**	**100.00**

9.3 Trades of entities i.e. sr. no. 1-6 and at sr. no. 8-17 in the table mentioned above were analyzed by SEBI. Upon analyzing, it has been observed that these 16 entities in 51 trades have contributed Rs. 91.15/- to positive LTP. Out of 51 trades, 19 trades were amongst the group entities contributing to Rs.26.70 positive LTP out of Rs. 193.65 market positive LTP during Patch-I (13.79% of market positive LTP) (Trade log details is enclosed in a CD). Summary of these 19 trades is tabulated below:

Sr. No.	Buyer Name	No. of trades	LTP contribution (Rs.)	% of positive LTP to total market positive LTP
1	Sure Portfolio Services pvt ltd	9	9.90	5.10
2	Eden Vyapaar private limited	1	5.00	2.58
3	Sinjan Overseas pvt ltd	1	4.55	2.35
4	Haldhar Agro Tech Pvt. ltd	1	3.50	1.80

Sr. No.	Buyer Name	No. of trades	LTP contribution (Rs.)	% of positive LTP to total market positive LTP
5	Comfort Dealtrade Private Limited	1	2.25	1.16
6	Wonder Procon Private Limited	1	1.00	0.52
7	Suktara Tradelink Pvt ltd	1	0.25	0.13
8	Steady Capital Advisory Services private limited	4	0.25	0.13
	Total	**19**	**26.70**	**13.79**

9.4 The following 15 group entities were counterparties to the aforementioned 8 entities:

Sr. No.	Seller Name	No. of trades	Counterparty to LTP contribution (Rs.)	% of positive LTP to total market positive LTP
1	Kavita Saraf	2	5.10	2.63
2	Ajay Popatlal Shah	1	4.55	2.35
3	Brij Bhatia HUF	1	3.95	2.04
4	Neela Bhatia	1	3.50	1.81
5	Vinod Jagadishbhai Fadadu	1	2.65	1.37
6	Archana Madhukarrao Deshmuhk	1	2.25	1.16
7	Brij Bhatia	1	2.00	1.03
8	Motilal Balkrishan	2	1.05	0.54
9	Abhay p Shah	1	1.00	0.52
10	Dilip Deshlahara	1	0.25	0.13
11	Abhishek Pramod Gupta	3	0.20	0.10

12	Kanchan Chandrashekhar Tunge	1	0.05	0.03
13	Bal Krishna Agarwal	1	0.05	0.03
14	Vinod Jain	1	0.05	0.03
15	Ashish Gupta	1	0.05	0.03
	Total	**19**	**26.70**	**13.79**

10 From the tables mentioned in para 9.3 and 9.4 above, it has been observed that 8 entities part of group entities *viz*. Sure Portfolio Services Pvt Ltd, Eden Vyapaar Private Limited, Sinjan Overseas Pvt Ltd, Haldhar Agro Tech Pvt. Ltd, Comfort Dealtrade Private Limited, Wonder Procon Private Limited, Suktara Tradelink Pvt Ltd. and Steady Capital Advisory Services Private Limited and their 15 counter parties forming part of group entities *viz*. Kavita Saraf, Ajay Popatlal Shah, Brij Bhatia HUF, Neela Bhatia, Vinod Jagadishbhai Fadadu, Archana Madhukarrao Deshmuhk, Brij Bhatia, Motilal Balkrishan, Abhay P Shah, Abhishek Pramod Gupta, Kanchan Chandrashekhar Tunge, Bal Krishna Agarwal, Vinod Jain, Ashish Gupta and Dilip Deshlahara (hereinafter referred to as 'Noticee no. 5 to 27', respectively) entered into trades amongst themselves and contributed 13.79% to positive LTP in 19 trades.

11 In view of the above, it has been alleged that in Patch 2, Noticee No. 5 to 27 contributed significant amount of positive LTP i.e. 13.79% of market positive LTP in 19 trades by trading amongst themselves and employed fraudulent device to manipulate the price of SSWL's scrip and created a misleading appearance of trading in SSWL's scrip through their trades in violation of Section 12A(a),(b),(c) of the SEBI Act read with Regulation 3(a), (b), (c), (d) and Regulation 4(1), 4(2)(a) and 4(2)(e) of the PFUTP Regulations.

12 **Observations based on LTP analysis for Patch 3:**

12.1 During this patch, the price of SSWL's scrip fell from Rs. 109.70, reached a low of Rs. 17.50 and closed at Rs. 17.50 with a net LTP of Rs. (89.85) and negative LTP of Rs. (450.40).

12.2 It was observed that the group entities through their trades have only contributed to market negative LTP which was considered insignificant. Hence, no adverse inference was drawn on the trading of Noticee No. 1 to 27 in the scrip of SSWL in Patch 3.

13. Therefore, in view of the observations recorded in the preceding paragraphs, it has been alleged by SEBI that the Noticees have violated the following provisions of securities laws:

Noticee	**Violations alleged**
Noticee No. 1 to 4	For the allegations with respect to their trading amongst themselves and employed fraudulent device to manipulate the price of SSWL's scrip in Patch 1 : i. Section 12A(a),(b),(c) of the SEBI Act read with Regulation 3(a), (b), (c), (d) and Regulation 4(1), 4(2)(a) and 4(2)(e) of the PFUTP Regulations.
Noticee No. 5 to 27	For the allegations with respect to their trading amongst themselves and employed fraudulent device to manipulate the price of SSWL's scrip in Patch 2 :

Noticee	Violations alleged
	i. Section 12A(a),(b),(c) of the SEBI Act read with Regulation 3(a), (b), (c), (d) and Regulation 4(1), 4(2)(a) and 4(2)(e) of the PFUTP Regulations.

The text of the aforementioned provisions read as under:

SEBI Act

Prohibition of manipulative and deceptive devices, insider trading and substantial acquisition of securities or control.

12A. *No person shall directly or indirectly—*

(a) use or employ, in connection with the issue, purchase or sale of any securities listed or proposed to be listed on a recognized stock exchange, any manipulative or deceptive device or contrivance in contravention of the provisions of this Act or the rules or the regulations made thereunder;

(b) employ any device, scheme or artifice to defraud in connection with issue or dealing in securities which are listed or proposed to be listed on a recognised stock exchange;

(c)engage in any act, practice, course of business which operates or would operate as fraud or deceit upon any person, in connection with the issue, dealing in securities which are listed or proposed to be listed on a recognised stock exchange, in contravention of the provisions of this Act or the rules or the regulations made thereunder;.

(d) …..

PFUTP Regulations

3. Prohibition of certain dealings in securities

No person shall directly or indirectly—

(a) buy, sell or otherwise deal in securities in a fraudulent manner;

(b) use or employ, in connection with issue, purchase or sale of any security listed or proposed to be listed in a recognized stock exchange, any manipulative or deceptive device or contrivance in contravention of the provisions of the Act or the rules or the regulations made there under;

(c) employ any device, scheme or artifice to defraud in connection with dealing in or issue of securities which are listed or proposed to be listed on a recognized stock exchange;

(d) engage in any act, practice, course of business which operates or would operate as fraud or deceit upon any person in connection with any dealing in or issue of securities which are listed or proposed to be listed on a recognized stock exchange in contravention of the provisions of the Act or the rules and the regulations made there under.

4. Prohibition of manipulative, fraudulent and unfair trade practices

(1) Without prejudice to the provisions of regulation 3, no person shall indulge in a fraudulent or an unfair trade practice in securities.

(2) Dealing in securities shall be deemed to be a fraudulent or an unfair trade practice if it involves fraud and may include all or any of the following, namely:—

(a) indulging in an act which creates false or misleading appearance of trading in the securities market;

(b) ……

(e) any act or omission amounting to manipulation of the price of a security;

(f) ….

14. In support of the aforesaid allegations, SEBI has placed reliance on the following documents

a) UCC and trade log.
b) Bank statements.
c) Details from MCA website.
d) Data Received from RTA.

15. All the documents mentioned in Para 14 provided with the SCN. In view of the above, it is therefore alleged that the Noticee's actions have led to the violation of the provisions of Section 12A(a),(b),(c) of the SEBI Act read with Regulation 3(a), (b), (c), (d) and Regulation 4(1), 4(2)(a) and 4(2)(e) of the PFUTP Regulations.

16. I find that the Show Cause Notice dated August 05, 2019 which was issued to the Noticee had returned undelivered. Subsequently**,** during the course of the proceedings, the status of the Noticee was ascertained from the Ministry of Corporate Affairs (MCA) website. It was observed that the name of the Noticee has been struck off from the list of companies by the Office of Registrar of Companies, Delhi (RoC) as on August 08, 2018. As per the Public Notice (Form No. STK-7), which was downloaded from the MCA website, a list of 24280 companies were attached as per the Notification issued by RoC, in terms of sub-section (5) of section 248 of the Companies Act, 2013 and rule 9 of the Companies (Removal of Names of companies from the Register of Companies) Rules , 2016. I find that the name of the Noticee was mentioned in the said list (at Sl.No. 21251 under CIN: U67120DL2013PTC253731. The Notification downloaded from the Ministry of Corporate Affairs (MCA), Government of India, (www.mca.gov.in) website inter alia, mentioned the following:

> *"…..Notice is hereby published that pursuant to sub-section (5) of Section 248 of the Companies Act, 2013 the names of 24280 Companies as per list attached as Annexure "A" have this day i.e. 08 th day of August, 2018 been struck off from the register of the companies and the said companies are dissolved."*

17. It is an established fact that when a company's name is struck-off from the RoC list and the company is also dissolved, then it is a non-existing company and the adjudication proceedings against the non-existing company is thus nullity. In this

context, I would like to draw reference to a judgment of the Hon'ble Delhi High Court in the case of Commissioner of Income Tax (CIT) vs Vived Marketing Services (P) Ltd., ITA NO. 273/2009 dated September 17, 2009 in which it was held that - *"When the Assessing Officer passed the order of assessment against the respondent company, it had already been dissolved and struck off the register of the Registrar of companies under Section 560 of the Companies Act. In these circumstances, the Tribunal rightly held that there could not have been any assessment order passed against the company which was not in existence as on that date in the eyes of law it had already been dissolved. We are of the opinion that the view taken by the Tribunal is perfectly valid and in accordance with law."*

18. Further, Black's Law Dictionary explains 'dissolution' as termination or winding up. It further clarifies that the dissolution of a corporation is the termination of its legal existence. Strike off essentially means removing the name of the company from the Register maintained by the Registrar of Companies. It is like closure of the company and the company will not be in existence after being struck- off and cannot perform any operations.

19. Therefore, in view of the facts and circumstances noted in the preceding paragraphs and also the fact that the Noticee's name has been struck-off from the RoC list and also 'dissolved' as on August 08, 2018 as per the RoC notification, I conclude that the present adjudication proceedings initiated against the Noticee vide SCN dated August 05, 2019 cannot be proceeded with.

ORDER

20. In view of the above observations/findings and in exercise of the powers conferred upon me under section 15-I of the SEBI Act, 1992 read with rule 5 of

the Adjudication Rules, 1995, I hereby dispose of the Adjudication Proceedings initiated against the Noticee viz. Sure Portfolio Services Private Limited. vide SCN dated August 05, 2019.

21. In terms of the provisions of rule 6 of the Adjudication Rules, 1995, copy of this order is being sent to the Noticee and also to the Securities and Exchange Board of India.

Place: Mumbai **Prasanta Mahapatra**

Date: January 03, 2022 **Adjudicating Officer**