BEFORE THE ADJUDICATING OFFICER

SECURITIES AND EXCHANGE BOARD OF INDIA

(ADJUDICATION ORDER NO: Order/PM/GD/2022-23/17355-17363)

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

In respect of:

Noticee No.	Name of the entity	PAN
1	Sanraa Media Ltd.	AAACS9093A
2	Mr. Annaswamy Venkatramani,	AABPV3960F
3	Mrs. Uma Karthikeyan	AKPPK3166J
4	Mr. Sukumar Subramanian	AOUPS4543L
5	Mr Rajeev Agarwal	AAJPA6719K
6	Mr. Krishnan Rajagopal,	AEHPR7931J
7	Mr. Rajendran Sivashankaran	AVAPS0218D
8	Krishna Kumar Santhana Gopalan	-
9	Balachandran Thinniam Venkataraman	-

In the matter of Sanraa Media Ltd.

BACKGROUND OF THE CASE

1. Securities and Exchange Board of India (hereinafter referred to as SEBI), investigated the issuance of Global Depository Receipts (GDRs) in overseas market by Sanraa Media Limited (hereinafter referred to as the company/ SML/Noticee 1) for the period of April 01, 2008 to May 31, 2008 which revealed that Noticee 1 issued 10.00 million GDRs (amounting to USD 27.50 million) on

May 02, 2008 on the Luxembourg Stock Exchange, equivalent to 2,00,00,000 equity shares of Rs. 10 each. In this regard, Whole Time Member (WTM) of SEBI passed an order having order no. WTM/AB/EFD-1/DRA-1/13/2018-19 dated January 02, 2019 (hereinafter referred to as SEBI Order) under sections 11(1), 11(4) and 11B of the SEBI Act, 1992, in respect of Sanraa Media Ltd., Mr. Annaswamy Venkatramani., Mrs. Uma Karthikeyan, Mr. Sukumar Subramanian, Mr Rajeev Agarwal, Mr. Krishnan Rajagopal, Mr. Rajendran Sivashankaran and Clifford Capital Partners A.G.S.A. It was observed by SEBI that the directions in the said WTM order was not complied by the company and its directors and therefore, adjudication proceedings were initiated in the matter of Sanraa Media Limited.

APPOINTMENT OF ADJUDICATING OFFICER

2. SEBI appointed Ms. Sangeeta Rathod as the Adjudicating Officer (hereinafter referred to as AO) to conduct the Adjudication Proceedings in the instant matter under rule 4 of the SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 (hereinafter referred to as AO Rules, 1995) read with (r/w) section 15-I of the SEBI Act, 1992, to inquire into and adjudge under the provisions of section 15HB of the SEBI Act, 1992, for the alleged non-compliance of SEBI Order dated January 02, 2019 by Sanraa Media Ltd.(Noticee 1), Mr. Annaswamy Venkatramani. (Noticee 2), Mrs. Uma Karthikeyan (Noticee 3), Mr. Sukumar Subramanian (Noticee 4), Mr Rajeev Agarwal (Noticee 5), Mr. Krishnan Rajagopal, (Noticee 6), Mr. Rajendran Sivashankaran, (Noticee 7), Krishna Kumar Santhana Gopalan (Noticee 8), Balachandran Thinniam Venkataraman (Noticee 9) and hereinafter collectively referred to as Noticees. Pursuant to transfer of Ms. Sangeeta Rathod, vide communique dated October 28, 2020, the undersigned was appointed as adjudicating officer in the instant proceedings.

SHOW CAUSE NOTICE, REPLY AND HEARING

3. A Show Cause Notice dated November 20, 2020 (hereafter referred to as "SCN") was issued to the all the entities in terms of the provisions of rule 4 of the Adjudication Rules, 1995 requiring the entities 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 15HB of the SEBI Act. The allegations in the SCN are as follows:

    a. *WTM of SEBI passed an order having order no. WTM/AB/EFD-1/DRA-1/13/2018-19 dated January 02, 2019 (hereinafter referred to as SEBI Order) under sections 11(1), 11(4) and 11B of the SEBI Act, 1992 in the matter of Sanraa Media Limited. Copy of the said order is placed at Annexure-2. In the said order, the directions issued to the Noticees viz. Sanraa Media Ltd., Annaswami Venkatramani; Uma Karthikeyan; Sukumar Subramanian; Rajeev Agarwal; Krishnan Rajagopal; Rajendran Sivashankaran; and Clifford Capital Partners A.G.S.A, vide aforesaid SEBI Order is mentioned below:*

    b. *"Directions*
    26. In view of the above, and in the peculiar facts and circumstances of the matter, I, in exercise of the powers conferred upon me under section 19 read with sections 11(1), 11(4) and 11B of the Securities and Exchange Board of India Act, 1992, hereby direct as under:
    (a) Noticee no. 1 shall recover a sum of US $27.244 million from Noticee no. 8 and bring back the money into SML's bank account in India within three months from the date of this Order. It is clarified that Noticee nos. 2 to 7 and the other present directors of SML shall ensure and facilitate the compliance of this direction by SML, and furnish a Certificate from a peer reviewed Chartered Accountant of ICAI along with necessary documentary evidences to SEBI, certifying the compliance of this direction, within three months from the date of this Order."

    c. *SEBI, vide letter dated April 23, 2019, interalia advised Noticee no. 1 to 7 to inform the status of compliance of the said SEBI order, within a period of 15 days. The company was further advised to provide the details of the present* *directors of the company. Pursuant to the said letter, Noticee no. 2 vide letter dated May 13, 2019, Noticee no. 4 vide letter dated May 23, 2019, Noticee 5 vide letter dated May 15, 2019 interalia stated that they had already resigned from the company and that the company does not exist at its registered office. It was observed from the website of Ministry of Corporate Affairs (MCA) that apart from the Noticees 2 to 7, Noticees 8 to 10 are also the present directors of the Company.*

d. *As per the SEBI order, the directions therein were required to be complied with by the Company and its directors as well as the present directors of the Company. As regards, the aforesaid SEBI order, SEBI alleged that Noticees failed to comply with the directions with the said order. It is therefore alleged that Noticees have failed to comply with the directions issued by SEBI under sections 11(1), 11(4) and 11B of the SEBI Act, 1992 vide SEBI Order dated January 02, 2019, wherein, Noticee no. 1 was directed to recover a sum of US $27.244 million from Clifford Capital Partners A.G.S.A and bring back the money into SML's bank account in India within three months from the date of the said order. As mentioned earlier in the said SEBI order interalia:*

e. *"Directions*
26. In view of the above, and in the peculiar facts and circumstances of the matter, I, in exercise of the powers conferred upon me under section 19 read with sections 11(1), 11(4) and 11B of the Securities and Exchange Board of India Act, 1992, hereby direct as under:
(a) Noticee no. 1 shall recover a sum of US $27.244 million from Noticee no. 8 and bring back the money into SML's bank account in India within three months from the date of this Order. It is clarified that Noticee nos. 2 to 7 and the other present directors of SML shall ensure and facilitate the compliance of this direction by SML, and furnish a Certificate from a peer reviewed Chartered Accountant of ICAI along with necessary documentary evidences to SEBI, certifying the compliance of this direction, within three months from the date of this Order."

f. *Thus, as per the above mentioned directions, Noticees 2 to 10 are directed to ensure and facilitate the compliance of this direction by SBL within three months* *from the date of SEBI Order. However, the said directions in the SEBI order was not complied by the company and its directors.*

g. *The alleged non-compliance of the aforementioned direction of the said SEBI Order, if proved, makes the Noticees liable for penalty under the provision of section 15HB of the SEBI Act, 1992*

4. Show Cause Notice No. SEBI/EAD-8/PM/SM/OW/19791/7/2020 dated November 20, 2020 (hereinafter referred to as "SCN") in the matter of M/s Sanraa Media Ltd. was sent to the Noticees *vide* SPAD. However SCN was only delivered to Noticee Nos. 2, 4 and 6. Subsequently SCN was served through email of the Noticees, however email sent was also bounced back for Noticee No. 1,3 and 8.Thereafter, in terms of rule 7(d) of the SEBI Adjudication Rules, Newspaper publication of Notice and Hearing notice was made for the unserved Noticees with the following details:

Noticee No.	**Name of the Noticee**	**Newspaper Publication**	**Date and time of personal hearing**
1	Sanraa Media Ltd	Hindustan Times- New Delhi edition and Navbharat Times- dated May 01, 2022 Times of India – Chennai Edition and Dina malar dated May 02, 2022	May 18, 2022 10:00 AM
3	Uma Karthikeyan	-do-	May 18, 2022 10:30 AM
5	Rajeev Agarwal	-do-	May 18, 2022 11:00 AM
7	Rajendran Sivashankaran	-do-	May 18, 2022 11:30 AM
8	Krishna Kumar Santhana Gopalan	-do-	May 18, 2022 12:00 PM

Noticee No.	Name of the Noticee	Newspaper Publication	Date and time of personal hearing
9	Balachandran Thinniam Venkataraman	-do-	May 18, 2022 12:30 PM

5. I note that *vide* Hearing Notice dated June 01, 2022, an opportunity of hearing was granted by the undersigned on June 08, 2022 to noticee no. 2, 4, 5, 6, 7 and 9 through digitally signed email. I note that Authorized representatives of Noticee No. 2 and 6 have appeared for personal hearing on the scheduled date and was heard. Authorized representatives of Noticee No. 4 have appeared for personal hearing on the scheduled date and were heard. Noticee No. 9 appeared himself on the scheduled date and was heard. I note that Noticee No. 1, 3, 5, 7 and 8 have not appeared on the scheduled date of hearing.

6. I Note that adequate opportunities of personal hearing have been provided to all the Noticees. However Noticee Nos.1, 3 and 8 have neither filed any reply to the charges made in the SCN nor have availed the opportunities of personal hearing granted to them. I am of the opinion that principles of natural justice have been complied with in the present case. As the said Noticees have chosen not to respond to the SCN, it would be appropriate to proceed in the matter, based on materials available on record. In this regard, it is pertinent to mention that the Hon'ble Securities Appellate Tribunal ('SAT') in the matter of **Classic Credit Ltd. vs. SEBI** (Appeal No. 68 of 2003 decided on December 08, 2006) has, inter-alia, observed that, "............ *the appellants did not file any reply to the second show cause notice. This being so, it has to be presumed that the charges alleged against them in the show cause notice were admitted by them".* It is also pertinent to mention that the Hon'ble SAT in the matter of **Sanjay Kumar Tayal & Others vs. SEBI** (Appeal No. 68 of 2013 decided on February 11, 2014), has also, inter alia, observed that: "........... *appellants have neither filed reply to show cause notices issued to them nor availed opportunity of personal hearing offered to them in the adjudication proceedings and, therefore,*

appellants are presumed to have admitted charges leveled against them in the show cause notices...”.

7. I Note that *vide* letter dated January 08, 2021 and letter dated June 13, 2022, Noticee No.2 and Noticee No.6 filed their replies. *vide* letter dated January 16, 2021, email dated June 07, 2022 and June 13, 2022, Noticee No.4 filed its reply. *vide* letter dated May 16, 2022, Noticee No.5 filed its reply. *vide* letter dated May 17, 2022, Noticee No.7 filed its reply. *vide* email dated May 17, 2022 and June 09, 2022, Noticee No.9 filed its reply.

8. The submissions of the Noticees are given below:-

I. The key submissions of Noticee no. 2 are reproduced hereunder:

(a) At the outset and without prejudice to anything stated hereinafter, our client denies all the allegations made in the SCN; nothing contained in the SCN may be considered as having been accepted or admitted by our client merely on account of non-traverse.

(b) With regard to the direction in paragraph 26 of the said order, the non-compliance with which is the main allegation in the SCN, our client submits that: -The directions to Noticees 2 to 7 (Our client is Noticee No. 2) and present Directors of the Company were only to facilitate the compliance of the direction.

(c) Our client submits that he was a Non-Executive Director of the Company from Financial Years 2007-08 to 2010-11 and since then has had no contact or relation with the Company; Furthermore, while our client is prepared and willing to render any assistance that the Company may require to comply with the directions in the said Order, since he is no longer a Director of the Company, our client is unable to ensure compliance of the directions by the Company. A copy of our client’s resignation letter dated April 20, 2010 is annexed hereto and marked as Annexure A.

(d) Our client has repeatedly tried to contact the Company and its current directors, however to no avail. In view of the above and considering that our client is ready and willing to facilitate compliance of SEBI’s directions, but it is impossible for him to ensure compliance with the same since he is no longer a Director, our client submits that he cannot be said to have failed to

comply with the order of SEBI. Therefore, our client denies that he is liable for any monetary penalty under Section 15 HB of the Securities and Exchange Board of India Act, 1992 or any other provision of law, as falsely and erroneously alleged or otherwise.

(e) *Therefore, our client prays that he may be discharged from the present proceedings and an order may be passed accordingly. Our client further prays that no orders may be passed in the matter without providing him with an opportunity for personal hearing.*

(f) *The present Noticee was an Independent Director of the Company during the period 2006-07 to 2013-14; the Noticee resigned as a Director of the Company w.e.f March 13, 2014. A copy of the Noticee's letter of resignation to the Board of Directors of the Company is annexed to the Noticee's reply dated January 8, 2022. He has not been associated with the Company thereafter. In this regard, the Noticee submits as follows: -*
In Company Law, once a Director sends a letter of resignation to the Company, which not only expresses his intention to relinquish the office of Director, but also constitutes the act of relinquishment of the office of Director, it is not necessary for the Company to accept the resignation in order for the same to come into effect. This position was confirmed by the Supreme Court in Moti Ram vs Param Dev and Another (1993) 2 SCC 725.

(g) *Section 168 (1) of the Companies Act, 2013 too provides that a director may resign from his office by giving a notice in writing to the company and the Board shall on receipt of such notice take note of the same and intimate the Registrar of Companies within such time and in such manner as may be prescribed.*

(h) *The Noticee submits that, as he had sent the letter of resignation to the Company through registered post and under Section 27 of the General Clauses Act, 1897, the same is deemed to be effective service within the meaning of . A copy of the postal receipt of the resignation letter sent to the Company provided.*

(i) *It is pertinent here to draw attention to Section 27 of the General Clauses Act, 1897, of which the relevant portion is reproduced hereinbelow:*

27. ....service shall be deemed to be effected by properly addressing, pre-paying and posting by registered post, a letter containing the document, and, unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.

(j) *The resignation of a director comes into effect on the date specified by him in his letter of resignation or the date of receipt of the letter by the company, whichever is later (S.168 (2) of the Companies Act, 2013).The present Noticee indicated in his letter of resignation that his resignation would come into effect immediately.*

(k) *The Noticee submits that the law does not compel a man to do that which he cannot possibly perform; (Lex Non Cogit Ad Impossibilia) Brooms Legal Maxims p. 162 10th Ed, This maxim has been accepted by the Supreme Court in State of Rajasthan Vs. Shamsher singh (1985) (Supp) SCC 416 (para 10 pg.425);. Since the present Noticee had ceased to be a director of the Company since March 13, 2014 i.e. 5 years prior to the passing of the 11B Order and the directions therein, it was not possible for him to ensure and facilitate the compliance of the direction by the Company to recover a sum of US $ 27.244 million from Noticee No.8 and/or to furnish a Certificate from a peer reviewed Chartered Accountant of ICAI, along with necessary documentary evidence to SEBI, certifying the compliance of this direction. Furthermore, to the best of the present Noticee's knowledge and understanding, the Company is longer functioning out of the premises shown as its Registered Office or Corporate Office.*

(l) *In the light of the above, considering that it is impossible for the present Noticee to ensure and facilitate the compliance of the directions given to the Company in the 11B Order, he may be given the benefit of the doubt and discharged from the present proceedings.*

II. The key submissions of Noticee no.4 are reproduced hereunder:

(a) *Noticee No. 4, as a member of the Board of Directors of Sanraa Media Ltd. ("Company), passed a resolution dated 31.01.2008, to enable Mr. Venkatramani (Noticee No. 2) to sign certain documents which would amount to the Company funding the subscription to a capital issue USD 27.50 million of 10 million Global Depository Receipts (**"**GDR**"**) on 02.08.2008. This was done by way of one Mr. Venkatramani entering into an Account Charge Agreement with Banco, wherein the Company would pledge the GDR proceeds with Banco for the loan availed by Clifford (i.e. the subscriber) towards subscription of GDR.*

(b) *It is impossible for Noticee No. 4 to comply with the directions mentioned in para 26 of the Impugned Order. The Noticee No. 4 admittedly resigned from the Company in January 2012. Further admittedly, the GDR proceeds were solely credited in the bank account of Clifford Capital Partners A.G.S.A. Per the Impugned Order, the direction is to Noticee No. 1 to recover the GDR proceeds from Clifford Capital Partners A.G.S.A. It is not* *even the finding the SCN that GDR proceeds or any part thereof was credited in the bank account of the Noticee No. 4. It is not even the case in the SCN or the finding therein that Noticee No. 4 was the beneficiary of the GDR proceeds. There is no direction to Noticee No. 4 to return any sum of GDR monies. As submitted by Noticee No. 4 in its letter dated 23.05.2019, that he took the requisite and best effort to comply with the directions in terms of the Impugned Order, by physically visiting the last known address of Noticee No. 1 wherein he learnt that the office of Noticee No. 1 had shifted. It was pursuant to his effort of physically visiting the office pursuant to the Impugned Order that the Noticee No. 4 learnt that another company has been operating form Noticee No. 1's erstwhile office premises for last 3 ½ years (para 5 of the Reply dated 16.01.2021). The same was duly communicated by Noticee No. 4 to SEBI vide his letter dated 23.05.2019.Thus, it is practically impossible for Noticee No. 4 to "ensure" or "facilitate" compliance of the direction mentioned in para 26 of the Impugned Order.*

(c) *Per contra, it is SEBI with all the powers vested in it vide the SEBI Act to direct, summons and ensure that wrongly beneficiary(ies) of the GDR proceeds disgorge the same. Noticee No. 4 as a mere lay person and a civilian has no powers vested in law or otherwise to ensure or facilitate compliance of the directions by Noticee No. 1, especially when he is no longer associated with it.*

(d) *The Noticee No. 4 relies upon the legal maxim, 'Lex Non Cogit ad Impossibilia' which means, law does not compel a man to do that which he cannot possibly perform. In light of the same, Noticee No. 4 cannot be compelled or be penalized for being unable to do something which is impossible to be performed.*

(e) *Since the Noticee No. 4 is no longer associated with the Company and has resigned since 2012 (10 years ago) it would be nothing but unfair to expect Noticee No. 4 to comply with otherwise impossible directions of the Hon'ble WTM as passed in para 26 of the Impugned Order. Noticee No. 4 reiterates that having resigned from the Company in 2012, it is not possible to for him to ensure that Noticee No. 1 complies with the directions of the Impugned Order.*

(f) *Noticee No. 4 has not invested in the GDR issued by the Company nor has he derived any benefit from the proceeds of the GDR issues. Noticee No. 4 was in no manner involved in the process of raising monies via GDR. Infact he was not a part of the GDR Committee of the Company.*

(g) *Minutes of the Board of Directors held on 07.12.2006, which reflects the decision to raise monies by of GDRs was decided by the Company much* *prior to the Noticee No. 4's appointment as a director of the Company. The Noticee No. 4 was appointed as a director on 28.09.2007.*

(h) *Noticee No. 4 is not sure if he did attend the Board meeting of the Company on 31.01.2008. Assuming solely for the sake of argument that the Noticee No. 4 did attend the board meeting of the Company on 31.01.2008, yet there was no discussion or resolution passed which can be considered as contrary to the SEBI Act or any regulations framed thereunder.*

(i) *The minutes show that the purpose of the resolution was to enable opening of an account "…for collection of subscription money for the proposed GLOBAL Depository Issue..". There was no discussion or authorization to sign an Account Charge Agreement with Banco, wherein the Company would pledge the GDR proceeds with Banco for the loan availed by Clifford towards subscription of GDR.*

(j) *The only act contributed to the Noticee No. 4 as being guilty of violating various provisions of the SEBI Act and the regulations framed thereunder is that he was allegedly party to the resolution passed at the Board meeting of the Company on 31.01.2008, which has been wrongly misused by the Company and some of its directors.*

(k) *There is not even a whisper nor a shred of evidence nor anything to show in the SCN or otherwise that apart from the presumption drawn by virtue of being an erstwhile director of the Company, the Noticee No 4 is guilty of any acts of omissions or commission.*

(l) *Even Section 27(1) of the Securities & Exchange Board of India Act, 1992 which deals with 'Contravention by Companies', clearly stipulates that nothing shall render a person liable for punishment if the person proves that contravention was committed without his knowledge or that he exercised all due diligence to prevent the commission of the contravention. It is Noticee No. 2's own admission that Noticee No. 4 was merely handling the Company and that Noticee No. 2 was involved in the GDR process. It is further clear from Noticee No. 2's answer to Question No. 7 during SEBI's investigation that Noticee No. 4 was in no manner involved with the entire corporate action of issuance or GDR.*

(m) *Hence, the SCN has thus been mechanically issued to the Noticee No. 4 merely because he was a director of the Company, without appreciating the fact that there was no role or involvement of the Noticee No. 4 in the alleged acts of commission and omission in the issuance of GDR by the Company.*

(n) *The AO whilst issuing the SCN has failed to appreciate that the Noticee No. 4 had no knowledge of the following facts :*

i. *That Clifford had obtained a loan from Banco for subscribing to GDR of the Company;*
ii. *That the Company had signed Account Charge Agreement with Banco, where it pledged the entire GDR proceeds with Banco for the Loan availed by Clifford;*
iii. *On Clifford's default to repay the loan, the Company requested Banco for closure of the loan.*

(o) *The above facts have also been confirmed by Mr. Venkatramani in his statements to the Respondent. Attention is invited to his answer to question 7 and 9, 14 . It is inter alia the case of the Noticee No. 4 that:*

i. *While the Noticee No. 4 is not certain if he attended the meeting of 31.01.2008, the resolution dated 31.01.2008 relied on by SEBI does not grant any permission or authorization to enter into agreements to fund the GDR issue. On the contrary the minutes show that the purpose of the resolution was to enable opening of account "…for collection of subscription money for the proposed GLOBAL Depository Issue.."*
ii. *The Noticee No. 4 had resigned from the Company on 22.01.2012, after which the Appellant had no access to the records of the Company;*
iii. *The Noticee No. 4 was never involved in finance and day to day management of the funds of the Company;*
iv. *In light of the above, it is impossible for the Noticee No. 4 to comply with the directions of the Impugned Order. Despite the same, the Noticee No. 4 has taken all efforts to trace and follow up with the Company pursuant to the Impugned Order.*

(p) *It is trite law that a director cannot be termed as an 'officer who is in default', merely because he / she is a director of the company in the absence of any specific material against the director. It is trite law that a director in a company cannot be deemed to be in charge of and responsible to the company for the conduct of its business. The person sought to be made liable should be in charge of and responsible for the conduct of the business of the company at the relevant time.*

(q) *The Noticee No. 4 cannot be held liable for any act of omission or commission by the Company or by any officer of the Company which constitute a breach or violation of any nature, which admittedly had occurred without his knowledge , consent or connivance. In light of Noticee No. 2's admission that Noticee No 4 was in no manner involved in any manner with the GDR, the SCN does not sustain against Noticee No. 4.*

(r) *The Noticee No. 4 admittedly resigned as a director from the Company in January 2012. Therefore, it is not possible for Noticee No. 4 to comply with the directions mentioned in para 26 of the Impugned Order. Noticee No. 4 tried his best to comply with the said Order by physically visiting the last known address of Noticee No. 1 wherein he learnt that the office of Noticee No. 1 had shifted. The same was duly communicated by Noticee No. 4 to SEBI vide his letter dated 23.05.2019. Since, Noticee No. 4 is presently in no manner connected with the Company, it is not possible for him comply with directions of para 26 of the Impugned Order.*

(s) *Noticee No. 4 as a mere layman and a civilian has no powers vested in law or otherwise to ensure or facilitate compliance of the directions by Noticee No. 1, especially when he is no longer associated with the Company.*

(t) *It is submitted that Noticee No. 4 has neither invested in the GDR issued by the Company nor has he derived any benefit from the proceeds of the GDR issues. Noticee No. 4 was in no manner involved in the process of raising monies via GDR. Infact he was not a part of the GDR Committee of the Company.*

(u) *The Noticee No. 4 was never involved in finance and day to day management of the funds of the Company. The Noticee No. 4's role and responsibility in the Company was purely professional, i.e. to build an international media company and procure international orders for the Company which required him to travel quite extensively, India and abroad, in order to obtain projects for the Company.*

(v) *The above facts have also been confirmed by Mr. Venkatramani (Noticee No. 2) in his statements to the Respondent. Kindly refer to Respondent No. 2's answer to question 7, 8, 9, 14 and 22 (Exhibit - 2) at page 15 of the Additional Submissions filed on 07.06.2022.*

(w) *The Noticee No. 4 cannot be held liable for any act of omission or commission by the Company or by any officer of the Company which constitute a breach or violation of any nature, which admittedly had occurred without his knowledge, consent or connivance.*

(x) *It is trite law that a director cannot be termed as an 'officer who is in default', merely because he / she is a director of the company in the absence of any specific material against the director.*

(y) *In support of his contention. Noticee No. 4 relies upon the following judgments in support of his contention:*

a. State of Haryana. Vs. Brij Lal Mittal & Others [(19981) 5 SCC 343]

Kindly refer Para 8 of the said Judgement starting at page 347.

b. Dr. Venkadasamy Venkataramanujan vs. SEBI [Order of Hon'ble SAT dated 07.02.2020 in Appeal No. 254 of 2019]

Kindly refer para 3 to 8 of the aforesaid Order.

c. *S.M.S. Pharmaceuticals Ltd. vs. Neeta Bhalla & Another [(2005) 8 SCC 89]*

Kindly refer para 8, 10 and 12 of the aforesaid Supreme Court Judgement starting at internal page 97 .

d. *Sayanti Sen vs. SEBI [Order of Hon'ble SAT dated 09.08.2019 in Appeal No. 163 of 2018]*

e. *Order of the Hon'ble Whole Time Member dated 24.03.2022 passed in the matter of Pentamedia Graphic Ltd. & others (Pentamedia)*

i. *The fact of the said case is similar to the facts of Sanraa Software Ltd. Even, the contents of the resolution passed in the matter of Pentamedia are similar to the resolutions passed in the matter of Sanraa Software Ltd.*

ii. *In the matter of Pentamedia, the Hon'ble WTM in the matter of Pentamedia exonerated the directors of the company (despite the director signing the Account Charge Agreement).*

iii. *In the facts of the extant case, the Noticee No. 4 was not even part of the GDR committee or in any manner authorized to participate in any of the corporate actions concerning GDR, much less signing of the Account Charge Agreement. Grounds for exonerating the directors in the matter of Pentamedia is explained in para 41 of the said order. The Noticee No. 4 submits that the facts and explanation mentioned in para 41 is applicable to the facts of Noticee No. 4's case and for reasons mentioned therein, the Noticee No. 4 too ought to be exonerated and the SCN ought to be quashed and set aside against him.*

iv. *Further, the reasons propounded in para 43 of the Order passed in the matter of Pentamedia is also factually and legal applicable to the Noticee No. 4. Thus, for reasons recorded therein, the Noticee No. 4 cannot be made liable for the acts of omission and commission of Noticee No. 1.*

III. The key submissions of Noticee no.6 are reproduced hereunder:

a. *At the outset and without prejudice to anything stated hereinafter, our client denies all the allegations made in the SCN; nothing contained in the SCN may be considered as having been accepted or admitted by our client merely on account of non-traverse.*

b. *With regard to the direction in paragraph 26 of the said order, the non-compliance with which is the main allegation in the SCN, our client submits that: -*

c. *The directions to Noticees 2 to 7 (Our client is Noticee No. 6) and present Directors of the Company were* only to facilitate the compliance of the direction.

d. *Our client submits that he was an Independent Director of the Company and resigned as a Director of the Company w.e.f March 13, 2014, since then he had no contact or relation with the Company. Furthermore, while our client is prepared and willing to render any assistance that the Company may require to comply with the directions in the said Order, since he is no longer a Director of the Company, our client is unable to ensure compliance of the directions by the Company. A copy of our client's resignation letter is annexed hereto and marked as Annexure A. Our client attempted to file Form DIR 11 to bring on record his resignation; however, he was unable to do so because e-filing was blocked for the Company since it had failed to file Annual Returns. Our client has also come to understand that the Company is now defunct and non-operational.*

e. *Our client tried to contact the Company and its officials by visiting the address mentioned in the website of the Ministry of Corporate Affairs i.e. Flat No. 33/6 B.R. Complex, II Floor, C.P. Ramasamy Road, Alwarpet, Chennai, Tamil Nadu – 600 018, inter alia to obtain the necessary documents to prove that our client had not attended any of the Board Meetings of the Company and to facilitate compliance with SEBI's directions. However, our client was informed that no such Company existed or exists at that location.*

f. *In view of the above and considering that our client is ready and willing to facilitate compliance of SEBI's directions, but it is impossible for him to ensure compliance with the same since he is no longer a Director, our client submits that he cannot be said to have failed to comply with the order of SEBI. Therefore, our client denies that he is liable for any monetary penalty under Section 15 HB of the Securities and Exchange Board of India Act, 1992 or any other provision of law, as falsely and erroneously alleged or otherwise.*

g. *Therefore, our client prays that he may be discharged from the present proceedings and an order may be passed accordingly. Our client further prays that no orders may be passed in the matter without providing him with an opportunity for personal hearing.*

h. *Section 168 (1) of the Companies Act, 2013 too provides that a director may resign from his office by giving a notice in writing to the company and the Board shall on receipt of such notice take note of the same and intimate the Registrar of Companies within such time and in such manner as may be prescribed.*

i. *The Noticee submits that, as he had sent the letter of resignation to the Company through registered post and under Section 27 of the General Clauses Act, 1897, the same is deemed to be effective service within the meaning of. A copy of the postal receipt of the resignation letter sent to the Company is provided.*

j. *It is pertinent here to draw attention to Section 27 of the General Clauses Act, 1897, of which the relevant portion is reproduced herein below:*

> *27. ....service shall be deemed to be effected by properly addressing, pre-paying and posting by registered post, a letter containing the document, and, unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.*

k. The resignation of a director comes into effect on the date specified by him in his letter of resignation or the date of receipt of the letter by the company, whichever is later (S.168 (2) of the Companies Act, 2013).The present Noticee indicated in his letter of resignation that his resignation would come into effect immediately.

l. The Noticee submits that the law does not compel a man to do that which he cannot possibly perform; (Lex Non Cogit Ad Impossibilia) Brooms Legal Maxims p. 162 10th Ed, This maxim has been accepted by the Supreme Court in State of Rajasthan Vs. Shamsher singh (1985) (Supp) SCC 416 (para 10 pg.425);. Since the present Noticee had ceased to be a director of the Company since March 13, 2014 i.e. 5 years prior to the passing of the 11B Order and the directions therein, it was not possible for him to ensure and facilitate the compliance of the direction by the Company to recover a sum of US $ 27.244 million from Noticee No.8 and/or to furnish a Certificate from a peer reviewed Chartered Accountant of ICAI, along with necessary documentary evidence to SEBI, certifying the compliance of this direction. Furthermore, to the best of the present Noticee's knowledge and understanding, the Company is longer functioning out of the premises shown as its Registered Office or Corporate Office.

m. In the light of the above, considering that it is impossible for the present Noticee to ensure and facilitate the compliance of the directions given to the Company in the 11B Order, he may be given the benefit of the doubt and discharged from the present proceedings.

IV. The key submissions of Noticee no.5 are reproduced hereunder:

a. *I have been appointed as additional director on the Board of the above said company on dated 27.3.2006 but I have resigned from the Board on dated 28.5.2006 but the company has not filed the same to the Concerned Registrar of Companies which has been later filed by me. It is on record and also on the site of MCA.GOV.IN.*

b. *I have never attended any Board or Committee meetings of the Company i.e. Sanraa Media Limited.*

c. *I have never been signatory to any Bank or otherwise.*

d. *I have not done any financial transaction with the company at any point of time.*

e. *I was not aware to GDR issue done by company nor I was involved directly or indirectly in GDR issue made by Company.*

f. *Any document submitted by the Company or its Authorised Person during the Course of GDR or afterwards during the course of enquiry proceedings disclosing me as the director or otherwise is wrong declaration and misrepresentation by the Company or its Authorised Persons.*

g. *I am not in touch with any of the active director before , after and during the course of GDR and now also.*

h. *Therefore I may not be in a position to compliance order passed by SEBI on 23rd April , 2019 as regards to the recovery of 27.244 Million USD from Clifford Capital Partners AGSA.*

i. *I am not in any way responsible for any act or deed by any of the officer , director or by the company in any way.*

V. The key submissions of Noticee no. 7 are reproduced hereunder:

a. *It is submitted that I am a software developer doing own business had an office at I A Chari Street, T.Nagar, Chennai — 600017.*

b. *During 2006, when I was struggling for livelihood, I approached the Sanraa Media Limited for a business venture. During initial period they offered menial consultancy services to me, the Applicant herein. Growing up on rapport, the Company management offered me, the Directorship position, as Independent Director, in compliance of then SEBI regulations.*

c. *Under the compelling circumstances, I was appointed as Independent Director on 27.03.2006 vide DIN 001 13874. It is submitted that DIN itself obtained by the Company person only, and they have completed appointment as Director on 27.03.2006.*

d. *As I am a third party to the Company, I was appointed as Independent Director. It is submitted that the appointment was done by Board of Directors, and the same was not ratified at the General Meeting of equity shareholders of the Company. Therefore, by virtue of provisions of Section 1 61 of the Companies Act, deemed to have vacated the office of the Directors, at the end of General meeting for the year ended 31 .03.2006.*

e. *While at the time of appointment, it was represented and assured that the arrangement is only ad-hoc and I will never be involved into any business activities or compliance of the Company. I issued a Resignation letter while at the time of appointment itself. An undated resignation letter was handed over by me to Mr. V. Sivasubramanian, Company Secretary and Compliance Officer who is at the helms of the Company then.*

f. *It is submitted that I had never involved in any of the activities pertaining to the Company. I never got any notice for Board Meeting, General Meeting leave alone Committee meetings, nor attended such meetings, if any. I am completely unaware of the activities taken place in the Company. I was kept under dark. No notice of Board meeting issued to me by the Company or by its compliance officer. I deny the so-called involvement in the dispute of issuance of GDR by the Company.*

g. *When I had received the Common Show Cause Notice, I went to discuss the same with Mr. Annaswami Venkatramani the Founder & Director of the Company, whom encouraged me to be appointed in the Company, he represented that the Company will take care of the issue and I will never be involved into any kind of dispute. He also assured that nothing harm would happen to me. Based on the assurances I kept quiet and not responded to the SCN, as I believed that the Company would take care of the issue, as I am not aware what was happened in the Company.*

h. *Similarly, the finding in page 15 para 20 is completely based on false and fabricated documents submitted by the Company to your Office. I never got any such notice for the so-called Board meeting held on 31 .01 .2008, neither I participated in the meeting nor did I sign any documents pertaining to the agenda item to the meeting. I completely deny all the allegation and findings in the said Paragraph. The Company should prove beyond doubt that I have participated in the meeting. In fact, during the period, I am busy with my own* *business. All of my so called signatures are forged in the corporate documents, to submit to your office. Except applying for DIN, I never signed any of the Documents of the Company. The Company had whole time Compliance officer, Managing Director, a group of qualified Chartered Accountants, etc, who among themselves decided on the issue of GDR. I don't have any knowledge in business but only an inexperienced engineering graduate, who is lack in knowledge of floating share capital, Debentures, GDR in International market etc.*

i. *I am completely unaware of what was happened in the Company. All my signatures were forged by the persons who were in employment of the Company, on advice of key managerial personnel, and submitted to various Government Agencies, including SEBI.*

j. *SEBI Should have verified the authenticity of issuance of such notice of Board Meeting, Participation documents, Discussions taken place during meeting etc., before imposing such heavy penalty on me.Under these circumstances I am entitled for the relief of exonerating himself from the proceedings, by way of revising the orders passed on 29.1 1 .201 9 under the following grounds. I am mere subscriber of name as Independent Director to the Company, appointed in 2006, only for the compliance of SEBI regulations and requirements.I never involved in the Business of the Company. I am not even aware of fellow Directors, nor would have met them under any circumstances.I had no technical or professional knowledge to approve the GDR issue at the Board meeting, nor he participated in the meeting.I never participated in any of the meetings either Board or General meeting of the Company.I am not a Shareholder or Executive Director or Professional Director. I am one of the Independent Director, as seen from the Annual Report of the Company, I neither acquired knowledge to decide on floating of GDR issues by the Company.I never gave any approval or consent for the so-called GDR Issue. The Entire management of the Company was looked after by Mr.Annaswami Venkatramani.*

k. *The Company never invited me for participation in any of its meeting, either Board, or Committee of the Board. Unfortunately, misusing the trust of myself, the Company and its Key Managerial Personnel, forged the Signatures of myself in all the documents supplied elsewhere, including SEBI.*

l. *All acts of participation of myself in the so-called meetings are subject to strict proof. If an enquiry launched on the Compliance office, the truth will come out.*

m. *I belong to a lower middle-class person, with a dependent family and aged parents, having day to day commitments to look after. I am also not qualified professional or having money muscle to approach professionals to seek advice. I completely relied on the false commitment given by Mr Annaswami Venkatramani who is still Director of the Company. I am ready to provide* *documents of me doing own business. I never attended the office of the Company nor did me invited to attend the office. I never got any monetary benefit from the Company being Independent Director. Even though I had given my resignation from the Company immediately after appointment, with ulterior motives the same not been communicated to the Registrar of Companies, Tamilnadu by the Company and its Personnel. Now being disqualified under section 164(2) of the CA 2013, I could not file the form with ROC.I am reserving my rights to proceed against company by filing Criminal Complaint for forging my Signature in all corporate documents, attendance and related documents and submissions. The Compliance Officer of the Company should have made party to the proceedings as I could have aware of factual happenings in the Company.*

n. *The annual reports filed by the Company with Ministry of Corporate Affairs, clearly mentions that I am an Independent Director. But they are factually error about attendance of Board Meetings, by me. The Company should have produced attendance registers for the Meeting. I am completely denies my participation, and all the so-called representations, minutes etc., are made with forged signature, the same is subject to strict proof.*

o. *It is submitted that there is a representation given to SEBI on 1 7.06.201 5, made as if I had made the representation, is contains forged signature and also my name is mentioned in wrong spelling. If your esteemed office, directs them to produce all the documents, the same can be proved beyond doubt. A copy of the said letter is enclosed herewith for your kind perusal.*

p. *Pursuant to Section 149 (12) of the Companies Act, the Independent Director shall be liable only in respect of such acts of omission or commission by a Company which had occurred with my knowledge, attributable through Board Process and with my consent or connivance or where he had not acted diligently. Under this provision, the act of Issuance of GDR happened without knowledge of myself and I never participated in the meeting, and all my signatures and attendance are forged and the same is subject to strict proof by the Company. Therefore, being act happened without knowledge of me therefore I am entitled to get relief of getting exonerated from the proceedings.*

q. *I am not aware anything about the company its business, managerial personnel, and activities of the Company. I had no knowledge about placement of GDR in International Market. I never gave any advice of any kind to the management of the Company. Nor did I participated in any of the meeting, where my opinion was recorded or discussion taken place. The Company cannot prove the presence of* *myself in the proceedings as the same was never happened under any circumstances. No notice also issued to me for all these so called meetings.*

r. *I am doing small business, earning only to feed my family and now because of Pandemic situation, I lost my menial income also. Forcing me to pay the exorbitant amount is not fair on the part as I neither has any knowledge about what was happened in the Company, other than lending my name, or earned any money out of the company.*

s. *As I am not aware of any of the facts about GDR issue and related issues, I am not able to give any comments on the findings. Even in the speaking order, it is made dear that I did not given any reply to the notices. The same happened only because of false commitment of Mr. Annaswami Venkatramani who had taken all the papers from me an assurance, that the Company would take care of everything.*

t. *SEBl Act, and SCRA imposes penalty only to those who indulges in the fraudulent and unfair trade practices. As I am not even aware of any of the facts of the subject matter, I am deemed to not to have committed any of the violations as stipulated in the speaking order.*

u. *By way of an order on WTM/AB/lVD/lD4/15158/2021-2022, dated 25/02/2022, The Honourable Chairman of the SEBI, passed an order restraining, Ms. Uma Karthikeyan, for 5 years from participating in Securities Market. She also held the position of Executive Director and Chief Financial Officer of the Company, as per her versions, submitted to the Honourable SAT, Mumbai Bench.*

v. *Under these circumstances, as the I am not an active director in the Company, never participated in any of the proceedings, denying the so called participations, which are subject to strict documentary proof. The Company indulged in the fraudulent activity of forging the Documents, letters, minutes etc, representing with false documents to Registrar of Companies, Tamilnadu and submitting the same to the Statutory Authorities. Therefore, the reliability of the documents of the Company is subject to question and cannot be relied upon in full unless corroborated with supporting documents. Mere reading of minutes and resolution extract would not serve the purpose.*

w. *Therefore, under these circumstances it is prayed that I may be exonerated from the proceedings, for the reasons stated above, by way of revising the order dated 29.11 .2019 And also, it is prayed that I needs to be relieved of my liabilities and the attachment order issued for recovery, may also be raised for myself.*

VI. The key submissions of Noticee no.9 are reproduced hereunder:

a. *Forwarding the following, as my submission to prove that I was appointed as an Additional Director of Sanraa Media Limited only on 14th November 2009:(a) News release relating to my appointment as an Additional Director of Sanraa Media Limited on 14 November, 2009.* *https://www.ndtv.com/business/sanraa-media-appoints-additional-director-58703*

b. *Noticee 9 provided the Screenshots from the website of Ministry of Corporate Affairs (MCA)*

CONSIDERATION OF ISSUES AND FINDINGS:

9. I have taken into consideration the facts and circumstances of the case, replies of the Noticees and the material available on record, the issues that arise for consideration in the present case are:

   (a) Whether Noticees have failed to comply with the directions issued by SEBI under sections 11(1), 11(4) and 11B of the SEBI Act, 1992 vide SEBI Order dated January 02, 2019?

   (b) Does the failure on the part of the Noticees would attract monetary penalty under sections 15HB of the SEBI Act, 1992?

   (c) If so, what would be the monetary penalty that can be imposed upon the Noticees taking into consideration the factors mentioned in 15J of SEBI Act, 1992?

10. Before moving forward, it is pertinent to refer to the directions issued by SEBI under sections 11(1), 11(4) and 11B of the SEBI Act, 1992 vide SEBI Order dated January 02, 2019, which read as under:

"*Directions*

26. In view of the above, and in the peculiar facts and circumstances of the matter, I, in exercise of the powers conferred upon me under section 19 read with sections 11(1), 11(4) and 11B of the Securities and Exchange Board of India Act, 1992, hereby direct as under:

(a) Notice no. 1 shall recover a sum of US $27.244 million from Noticee no. 8 and bring back the money into SML's bank account in India within three months from the date of this Order. It is clarified that Noticee nos. 2 to 7 and the other present directors of SML shall ensure and facilitate the compliance of this direction by SML, and furnish a Certificate from a peer reviewed Chartered Accountant of ICAI along with necessary documentary evidences to SEBI, certifying the compliance of this direction, within three months from the date of this Order."

11. I Now I deal with the issues on merit in the matter.

Issue (a): Whether Noticees have failed to comply with the directions issued by SEBI under sections 11(1), 11(4) and 11B of the SEBI Act, 1992 vide SEBI Order dated January 02, 2019?

a) I note that the allegations against the Noticees in the instant matter are failure to comply with the directions issued by SEBI, vide its Order dated January 02, 2019, under the provisions of SEBI Act, 1992. The charge of misleading investors regarding the GDR issue of Sanraa have been established in the aforesaid order dated January 02, 2019, for which directions of disgorgement were inter alia issued against the Noticees as already detailed at paragraphs no. 3 in this order.

b) I find that some of the Noticees submitted that they were not the directors of the Company during the issuance of the directions by SEBI vide order dated January 02, 2019, and some also contended that, they were not the director of the Company during the relevant period of allegation. Noticee no. 5 has submitted that he resigned from the Company in March 2006 and he had never attended any of the board or committee meetings of the company. However, I note that the said submission has already been made by Noticee no. 5 before the WTM and the same has been taken into consideration by the learned WTM at page 6 of the order dated January 02, 2019. The same has again discussed by the WTM at para 23 on page 15 of his order. After taking cognizance of the said submission of the Noticee 5 and other Noticees, the WTM has passed the directions in the said matter which have already been reproduced earlier in this order.

c) In this regard, it is relevant to set the facts straight by observing that the present proceedings are in the nature of adjudication of alleged non-compliance of the directions given by the Hon'ble WTM of SEBI in his order dated January 02, 2019. It is not within the scope of this proceedings that to examine the correctness of the directions of WTM as this is not an appellate proceeding against the said order. Further, it is not the case of Noticees that this fact was ignored by WTM or was not brought before him for his consideration. The said directions were passed by WTM only after taking cognizance of the contention of Noticees. Therefore, the present office is not the forum to agitate the correctness of directions of WTM and the same can only be done by the appellate authority, as given under the law.

d) SEBI has been entrusted with the duty to protect the interests of the investors and to protect the integrity of the securities market. In view of the seriousness of the matter, SEBI had issued appropriate directions to the Noticees vide Order dated January 02, 2019 in order to protect the interest of investors and also to secure the interest of the securities market. The directions contained therein were passed by SEBI to restore the confidence of lay investors and to prevent the Noticees from causing more harm to the investors and the securities market. The Noticees were duty bound to comply with the directions of SEBI. However, Noticees blatantly violated the directions issued to them by SEBI vide Order dated January 02, 2019. Thus, from the facts and circumstances of the case and the observations made above, I am convinced that Noticees have violated the directions issued to them by SEBI vide Order dated January 02, 2019 passed under the provisions of Sections 11(1), 11(4) and 11B of the SEBI Act, 1992.

Issue (b): Does the failure on the part of the Noticees would attract monetary penalty under sections 15HB of the SEBI Act, 1992?

a) It is established from the aforesaid paragraphs that the Noticees failed to comply with directions issued under SEBI Order No. WTM/AB/EFD-1/DRA-1/13/2018-19 dated January 02, 2019. The gravity of this matter cannot be ignored as non-compliance of the directions is continuing till date after lapse of more than 3 years. The brazen defiance shown by the Noticees towards directions cannot be viewed lightly. In my view, the non-compliance of directions in such cases is certainly a serious violation affecting the interest of investors. I am of the opinion that entities violating the directions/orders of the Board seriously compromise the regulatory framework and are detrimental to the interests of the investors. Such violators should be suitably penalized so as to demonstrate the enforcement as effective deterrence in such cases as envisaged in legislative intent of section 15HB of the SEBI Act, 1992.

b) In this regard, reliance is placed upon the order of the Hon'ble Supreme Court of India in the matter of Chairman, **SEBI Vs Shriram Mutual Fund** { [2006]5 SCC 361 } – wherein the Hon'ble Supreme Court of India held that "*In our considered opinion, penalty is attracted as soon as the contravention of the statutory obligation as contemplated by the Act and the Regulations is established and hence the intention of the parties committing such violation becomes wholly irrelevant…………...*"

c) In view of the above observations, it is alleged that the Noticees is liable for penalty under the provisions of Section 15HB of SEBI Act. The text of the said provisions are as under-

SEBI Act, 1992

Penalty for contravention where no separate penalty has been provided.

15HB: Whoever fails to comply with any provision of this Act, the rules or the regulations made or directions issued by the Board thereunder for which no separate penalty has been provided, shall be liable to a penalty which may extend to one crore rupees.

Issue (c): If so, what would be the monetary penalty that can be imposed upon the Noticees taking into consideration the factors mentioned in 15J of SEBI Act, 1992?

a) While determining the quantum of penalty under 15HB of the SEBI Act, 1992, it is important to consider the factors relevantly as stipulated in section 15J of the SEBI Act, 1992 which reads as under:-

SEBI Act, 1992
Factors to be taken into account by the adjudicating officer.

15J. *While adjudging quantum of penalty under section 15-I, the adjudicating officer shall have due regard to the following factors, namely:-*

a) *the amount of disproportionate gain or unfair advantage, wherever quantifiable, made as a result of the default;*

b) *the amount of loss caused to an investor or group of investors as a result of the default;*

c) *the repetitive nature of the default.*

b) In the instant matter, I note that the material made available on record has quantified the amount of disproportionate/ ill-gotten gains made by the Noticees and the loss suffered by investors as a result of the default committed by the Noticees. The purpose of disgorgement is to prevent unjust enrichment and thereby, to protect the integrity of the securities market. It is the fact that till date the Noticees have not complied with the obligation to make the disgorgement of such amount as already specified in the said order.

c) I am of the view that the entities violating the directions issued by SEBI seriously compromise the regulatory framework and are detrimental to the interest of the investors in the securities market. The interest of the investors and the orderly development of the securities market require that perpetrators of such activities should be suitably penalized. Such stark defiance displayed by the Noticees towards regulatory directions cannot be viewed lightly. The non-compliance of the Noticees with the SEBI directions has jeopardized the interests of the gullible investors. Therefore, I am of the view that this is a fit case to impose such penalty that commensurate with the gravity of the violations committed by the Noticees.

ORDER

12. After taking into consideration the facts and circumstances of the case, material/facts on record, submissions made by the Noticees and also the factors mentioned in the preceding paragraphs, I, in exercise of the powers conferred upon me under section 15-I of the SEBI Act, 1992 r/w rule 5 of the Adjudication Rules, 1995, hereby impose the following penalty on the Noticees under section 15HB of the SEBI Act, 1992, for the failure to comply with the directions issued by SEBI under sections 11(1), 11(4) and 11B of the SEBI Act, 1992 vide SEBI Order dated January 02, 2019.

Noticee No.	**Name of the Noticee**	**Penal Provisions**	**Penalty Amount (in Rs)**
1	Sanraa Media Ltd.		10,00,000
2	Mr. Annaswamy Venkatramani,		5,00,000
3	Mrs. Uma Karthikeyan		5,00,000
4	Mr. Sukumar Subramanian		5,00,000
5	Mr Rajeev Agarwal		5,00,000

Noticee No.	Name of the Noticee	Penal Provisions	Penalty Amount (in Rs)
6	Mr. Krishnan Rajagopal,	Section 15HB of SEBI Act	5,00,000
7	Mr. Rajendran Sivashankaran		5,00,000
8	Krishna Kumar Santhana Gopalan		5,00,000
9	Balachandran Thinniam Venkataraman		5,00,000

I am of the view that the said penalty is commensurate with the lapse/omission on the part of the Noticees.

13. The Noticees shall remit / pay the said amount of penalty within 45 days of receipt of this order through Demand Draft in favor of "SEBI -Penalties Remittable to Government of India", payable at Mumbai, or the online payment facility available on the website of SEBI, i.e., www.sebi.gov.in on the following path, by clicking on the payment link: ENFORCEMENT -> Orders -> Orders of AO -> PAY NOW. In case of any difficulties in payment of penalties, the Noticees may contact the support at portalhelp@sebi.gov.in.

14. The Noticees shall forward said Demand Draft or the details/confirmation of penalty so paid to the Division Chief, Enforcement Department-I, SEBI. The Noticees shall provide the following details while forwarding DD/payment information:

    a) Name and PAN of the entity (Noticee)

    b) Name of the case / matter

    c) Purpose of Payment –Payment of penalty under AO proceedings

    d) Bank Name and Account Number

    e) Transaction Number

15. In terms of the provision of rule 6 of the Adjudication Rules, 1995, a copies of this order are being sent to the Noticees and also to SEBI.

Place: Mumbai	**PRASANTA MAHAPATRA**
Date: June 28, 2022	**ADJUDICATING OFFICER**