



भारतीय प्रतिभूति
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Securities and Exchange
Board of India

By Speed Post AD/Email

CHIEF GENERAL MANAGER & ADJUDICATING OFFICER
ENQUIRIES AND ADJUDICATION DEPARTMENT - 5

EAD-5/MC/ST/ 16080 /2021
July 22, 2021

1) Rashilaben Kishorbhai Kadvani PAN: ACKPK8261D 801, Tulip Apartment Opp. St. Mary School, Kalawad Road, Rajkot, Gujarat - 360005	2) Girishkumar Lakhabhai Kadvani PAN: ADKPK1848F 902, Skyhill Apartment, Janki Marg, Jalaram 2, University Road, Rajkot, Gujarat – 360007 Email: girishkadvani@gmail.com
3) Ishan Kishor Kadvani PAN: ANOPK0087A 801, Tulip Apartment Opp. St. Mary School, Kalawad Road, Rajkot, Gujarat – 360005 Email: ishan.kadvani@gmail.com	4) Ameesh Ashok Kadvani PAN: AIYPK7209F B 202, Shanidhya Green Nana Mova Road, Near Speed Party Plot, Rajkot, Gujarat – 360004 Email: ameeekadvani@gmail.com
Ameesh Ashok Kadvani PAN: AIYPK7209F C/o Kadvani Forge Ltd. Niraj Apartment, 22, New Jagnath, Rajkot, Gujarat - 360001	5) Kishorkumar L Patel 17, Station Plot, Gondal Gujarat - 360311
6) Link Intime India Pvt. Ltd. PAN: AAACI4998N C 101, 247 Park, Lal Bahadur Shastri Rd, Surya Nagar, Vikhroli West, Mumbai – 400083 Email: linkcs@linkintime.co.in bn.ramakrishnan@linkintime.co.in	7) Atlanta Infrastructure and Finance Ltd. PAN: AACCK4042R Chaitanya Traders, Niraj Appt., 22, New Jagnath Plot, Mahakali Mandir Road, Rajkot, Gujarat – 360001 Email: dpstatement@yahoo.com
Atlanta Infrastructure and Finance Ltd. PAN: AACCK4042R 822, Star Chambers, Harihar Chowk, Rajkot, Gujarat – 360001 Email: atlantainfrain@yahoo.com kadvanisecurities@ymail.com	8) Presilco Impex Ltd. PAN: AACCP4844L 822, Star Chambers, Harihar Chowk, Sadar Bazar, Rajkot, Gujarat – 360001 Email: presilcoim@yahoo.com
9) Pari Stock Trading Pvt. Ltd.	Pari Stock Trading Pvt. Ltd.

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सेबी भवन, प्लॉट सं. सी 4-ए, "जी" ब्लॉक, बांद्रा कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व), मुंबई - 400 051.
दूरभाष : 2644 9950 / 4045 9950 (आई.वी.आर. एस.), 2644 9000 / 4045 9000 फैक्स : 2644 9019 से 2644 9022 वेब : www.sebi.gov.in

SEBI Bhavan, Plot No. C4-A, "G" Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.
Tel.: 2644 9950 / 4045 9950 (IVRS), 2644 9000 / 4045 9000 Fax : 2644 9019 to 2644 9022 Web : www.sebi.gov.in





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	PAN: AACCP5452E 351, PS Bhavan, Stock Exchange Building, Sadar bazar, Rajkot, Gujarat – 360001 Email: anilgandhi@yahoo.co.in		PAN: AACCP5452E 822, Star Chambers, Harihar Chowk, Sadar Bazar, Rajkot, Gujarat – 360001
10)	Pavan Anilbhai Gandhi PAN: AIZPG9121H C/702, Sadguru Vatika 2, Maruti Nagar, Rajkot, Gujarat – 360001 Email: pavan27887@gmail.com anilgandhi2002@yahoo.com		Pavan Anilbhai Gandhi PAN: AIZPG9121H 10, Station Plot, Gondal, Dist- Rajkot, Rajkot, Gujarat - 360001
	Pavan Anilbhai Gandhi PAN: AIZPG9121H Flat No.29, 5 th Floor, Hari Niwas C Road, Church Gate, Marine Lines, Mumbai - 400020		Pavan Anilbhai Gandhi PAN: AIZPG9121H Flat No.303, Cosmos Park, CHS MG Road, Borivili East, Mumbai - 400066
11)	Krishna Capshares Pvt. Ltd. PAN: AAACK8925B 7, A/B Panchratna Raiya Road, Rajkot, Gujarat – 360001 Email: krishnacapshares@outlook.com	12)	Atlanta Share Shopee Ltd. PAN: AAFCA0584K 633, P.J.Tower, Dalal Street, Fort, Mumbai -400001 Email: atlanta_969@yahoo.com
	Atlanta Share Shopee Ltd. PAN: AAFCA0584K 402, Siddhivinayak Apts., 5/11, New Jagnath Plot, Rajkot, Gujarat - 360001	13)	Ayodhyapati Inv. Pvt. Ltd. PAN: AABCA6007B 822, Star Chamber, Harihar Chowk, Rajkot, Gujarat – 360002 Email: ayodhyapatirajkot@yahoo.com
	Ayodhyapati Inv. Pvt. Ltd. PAN: AABCA6007B Shree Dutt Niwas, Kapuria Chowk, Gondal, Gujarat - 360311	14)	Anil Amrutlal Gandhi PAN: ACIPG8954B Gandhi House, Shantiniketan Soc -1, Kotecha Chowk, Kalawad Road, Rajkot, Gujarat – 360001 Email: anilgandhi2002@yahoo.com
	Anil Amrutlal Gandhi PAN: ACIPG8954B 10, Station plot, Gondal, Gujarat - 360311		Anil Amrutlal Gandhi PAN: ACIPG8954B C-702, Sadguru Vatika, Airport Road, Rajkot, Gujarat - 360001
15)	Om Education (IT) Pvt. Ltd. PAN: AAACO5614R 617, Star Plaza, Phuchhab Chowk, Rajkot, Gujarat – 360001	16)	Chintamani Shares & Broking Ltd. PAN: AACCC0441L 822, Star Chambers, Harihar





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	Email: omeducation@fastmail.com		Chowk, Rajkot, Gujarat – 360001 Email: chintamanishares@yahoo.co.in florida_abc@yahoo.com
	Chintamani Shares & Broking Ltd. PAN: AACCC0441L Ground Floor, 'Gandhi House', Kotecha Chowk, Behind Swami Vivekananda Statue, 1 Santi Niketan Soc., Rajkot, Gujarat - 360005	17)	Amrutlal Jivandas Gandhi PAN: AGGPG3301E 10, Station plot, Gondal, Gujarat – 360311 Email: anilgandhi2002@yahoo.com
	Amrutlal Jivandas Gandhi PAN: AGGPG3301E 822, Star Chamber, Harihar Chowk, Rajkot, Gujarat - 360001	18)	Pari Anil Gandhi PAN: BAHPG7804E C-702, Sadguru Vatika, Airport Road, Rajkot, Gujarat – 360001 Email: anilgandhi2002@yahoo.com
19)	Shailesh Mulraj Ved PAN: ABQPV7436E Flat No. 17, 2 nd Floor, G.K. Bhatia Chawl, 45, Vithaldas Road, Mumbai – 400002 Email: ved.shailesh@yahoo.in		Shailesh Mulraj Ved PAN: ABQPV7436E 45, G K Bhatia Building, Room No. 17, 2 nd Floor, Vithaldas Road, Mumbai - 400002
20)	Suresh V Mavani PAN: AAKPM0160F B-6/21, Mira Coop. Hsg. Ltd., Behind Hotel Amamr Palace, Mira Road €, Mumbai - 401107 Email: sureshmavani66@rediffmail.com suresh.mavani2@gmail.com venkyexports@yahoo.com	21)	Manish Kanakshi Ashar PAN: AEGPA1359E 193, 1 st Floor, Room No. 19, Lalji Dayal Bhatia Bldg., V P Road, Girgaon, Mumbai - 400004 Email: manishashar68@gmail.com ashar_manish@yahoo.com Email: manishashar68@gmail.com ashar_manish@yahoo.com

Show Cause Notice under Rule 4(1) of the SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 ('SEBI Adjudication Rules'), and Rule 4(1) of the Securities Contracts (Regulations) (Procedure for Holding Inquiry and Imposing Penalties) Rules, 2005, ('SCR Adjudication Rules'), in the matter of Atlanta Infrastructure and Finance Ltd.





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1. Securities and Exchange Board of India (hereinafter referred to as '**SEBI**') has initiated adjudication proceedings in the matter of Atlanta Infrastructure and Finance Ltd. (hereinafter referred to as '**Atlanta/ Scrip/ Company**') under section 15A(b), 15HA, 15HB of SEBI Act and Section 23E of Securities Contracts (Regulations) Act (hereinafter referred to as '**SC(R)A**') against Rashilaben Kishorbhai Kadvani (**Noticee-1**), Girishkumar Lakhabhai Kadvani (**Noticee-2**), Ishan kishor Kadvani (**Noticee-3**), Ameer Ashok Kadvani (**Noticee-4**), Kishorkumar L Patel (**Noticee-5**), Link Intime India Pvt. Ltd. (**Noticee-6**), Atlanta Infrastructure and Finance Ltd. (**Noticee-7**), Presilco Impex Ltd. (**Noticee-8**), Pari Stock Trading Pvt. Ltd. (**Noticee-9**), Pavan Anilbhai Gandhi (**Noticee-10**), Krishna Capshares Pvt. Ltd. (**Noticee-11**), Atlanta Share Shoppee Ltd. (**Noticee 12**), Ayodhyapati Inv. Pvt. Ltd. (**Noticee-13**), Anil Amrutlal Gandhi (**Noticee-14**), Om Education (IT) Pvt. Ltd. (**Noticee-15**), Chintamani Shares & Broking Ltd. (**Noticee-16**), Amrutlal Jivandas Gandhi (**Noticee-17**), Pari Anil Gandhi (**Noticee-18**), Shailesh Mulraj Ved (**Noticee-19**), Suresh V Mavani (**Noticee-20**), and Manish Kanakshi Ashar (**Noticee-21**) for the alleged violations of:

- i. Regulation 13(4A) read with Regulation 13(5) of SEBI (Prohibition of Insider Trading) Regulations 1992 (hereinafter referred to as "**PIT Regulations, 1992**") read with Regulation 12 of SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "**PIT Regulations, 2015**") by Noticees-1 to 5,
- ii. SEBI RTI Circular No.1(2000-2001) Dated May 9, 2001 by Noticee-6,
- iii. Section 21 of Securities Contracts (Regulations) Act, 1956 (hereinafter referred to as '**SC(R)A**') read with clause 35 of Listing Agreement, Section 12A(a),(b),(c) of the SEBI Act read with Regulation 3(a),(b),(c),(d) & 4(1) of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Markets) Regulations, 2003 (hereinafter referred to as "**PFUTP Regulations**") by Noticee-7,





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iv. Section 12A(a),(b),(c) of the SEBI Act, read with Regulation 3(a),(b),(c),(d) & 4(1) of the PFUTP Regulations by Noticees-8 to 21.

2. The undersigned was appointed as Adjudicating Officer *vide* Order dated March 18, 2021 to inquire into and adjudge under Sections 15A(b), 15HA, 15HB of SEBI Act and 23E of SC(R)A the aforesaid alleged violations against the Noticees-1 to 21. A copy of the communiqué dated March 24, 2021 appointing the undersigned as the Adjudicating Officer is enclosed herewith as **Annexure 1**.
3. Atlanta was formerly known as Kadvani Securities Ltd. and was an authorised Non-Banking Financial Services Company (NBFC). The Company changed its name to Atlanta Infrastructure and Finance Ltd. w.e.f. August 3, 2013. The main business activity of the Company is infrastructure and development of land. The company was incorporated in 1992 and listed on BSE w.e.f. June 07, 1995. The registered office address of the company is 822, Star Chambers, Harihar Chowk, Rajkot, Gujarat-360001.
4. The details of the directors of the company during the investigation period are as under -

DIN	Name	Designation	Appointment Date	End Date
02406252	Manish Kanakshi Ashar	Director	02/12/2008	-
01556518	Suresh V Mavani	Director	30/09/2008	-
00797245	Shailesh Mulraj Ved	Director	30/09/2008	27/03/2019
02258407	Bhavna Manish Ashar	Director	30/09/2014	-
NA	Ramesh L Patel*	Director	-	-
NA	Hirabhai B Makadia*	Director	-	-

(Source –Annual report of Atlanta for the years 2010-11, 2011-12, 2012-13 & 2013-14 and 2014-15, MCA website)

*As per BSE corporate announcement dated 17/10/2011(Annexure 3), resignation of Ramesh L Patel and Hirabhai B Makadia was passed in the AGM of the Company held on 30/09/2011.

5. SEBI conducted an investigation into trading of the scrip of Atlanta for suspected manipulation of the scrip price for the period August 2, 2010 to January 6, 2015 (hereinafter referred to as “**investigation period/ IP**”) and the investigation revealed the following alleged violations:





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Disclosure violations w.r.t change in shareholding of promoter/promoter group entities during IP:

6. The following are the transactions of promoters/promoter group in the scrip of Atlanta during the IP which were required to be disclosed under Regulation 13(4A) r/w 13(5) of PIT Regulations 1992:

Sr. No	Date of transaction(*)	Name of entity (PAN)	Holding before transaction (number of shares and %)	Acquired/disposal/pledge (number of shares)	Holding Post Transaction (number of shares and %)	Notional value for off-mkt/physical transfers as per closing price on BSE on date of transaction(Rs.)	Required Date of Disclosure to the Company and the Exchange	Date of receipt of disclosure by the exchange	Date of intimation to the company/ Date of reporting	Remarks , if any
1	28/06/2012	Rashilaben Kishorbhai Kadvani (ACKPK8261D)	123700 (1.17%)	123700 (Disposal) (1.17%)	0 (0.00%)	2913135	02/07/2012	Not disclosed	Cannot be determined	Off-market transfer of shares
2	28/06/2012	Girishkumar Lakhabhai Kadvani (ADKPK1848F)	146600 (1.39%)	146600 (Disposal) (1.39%)	0 (0.00%)	3452430	02/07/2012	Not disclosed	Cannot be determined	Off-market transfer of shares
3	28/06/2012	Ishan Kishor Kadvani (ANOPK0087A)	110800 (1.05%)	110800 (Disposal) (1.05%)	0 (0.00%)	2609340	02/07/2012	Not disclosed	Cannot be determined	Off-market transfer of shares
4	28/06/2012	Amee Ashok Kadvani (AIYPK7209F)	110800 (1.05%)	110800 (Disposal) (1.05%)	0 (0.00%)	2609340	02/07/2012	Not disclosed	Cannot be determined	Off-market transfer of shares
5	19/02/2014	Kishorkumar L Patel	10000 (0.09%)	10000 (0.09%)	0 (0.00%)	765000**	21/02/2014	Not disclosed	Cannot be determined	Physical transfer of shares
6	19/02/2014	Kishor L Kadvani	10000 (0.09%)	10000 (0.09%)	0 (0.00%)	765000**	21/02/2014	Not disclosed	Cannot be determined	Physical transfer of shares

*Date of transaction for physical transfers is taken as provided by RTA, for off-market demat transfers as provided by the depositories (CDSL/NSDL).

**Consideration as per share transfer form was Rs. 225000. As per closing price of Rs. 76.5 on the day of transaction (19/02/2014)(BSE price volume data), the notional value of shares was Rs. 765000(greater than Rs. 500000).





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7. The RTA of Atlanta, Noticee-6, provided details of promoter/promoter group of Atlanta during the IP and transactions in the physical shares of Atlanta. BSE, vide email dated November 27, 2020, had provided the copies of quarterly shareholding pattern submitted by Atlanta to the exchange during the IP. Vide email dated July 27, 2020, BSE provided the trades in the scrip of Atlanta during IP pertaining to the promoters/promoter group of the Company. Vide emails dated July 16, 2020 and July 17, 2020, CDSL and NSDL provided respectively the details of transactions in demat accounts of the promoter/promoter group of the Company during IP. Copies of emails of RTA, BSE and Depositories along with details are attached as **Annexure-2**.
8. As seen from the above table, Noticees-1 to 5, and Kishor L Kadvani were required to make disclosures of their change in shareholding of the Company within two working days of the transactions to the Company and the stock exchange as per Regulation 13(4A) read with 13(5) of PIT Regulations, 1992. However, from the disclosures, as submitted by BSE vide email dated June 09, 2020 (copy placed at **Annexure-3**), no such disclosure(s) was made. Kishor L Kadvani had passed away on June 27, 2012 as per death certificate from Rajkot Municipal Corporation submitted by Ishan Kishor Kadvani (Son of Kishor L Kadvani).
9. The Company was advised to provide all the disclosures pertaining to promoter/promoter group of the Company during the IP. However, the Company did not reply to the summons. Vide letters dated December 09, 2020, Noticees-1 to 5 were advised to provide details of their disclosures made to the Company and stock exchange in the scrip of Atlanta during the IP. The letters sent to Noticees-1 to 3 were delivered. However, no reply was received. The letters sent to Noticee-4 & 5 returned undelivered. Hence, the date of disclosure to the Company for the aforesaid transactions of the promoter/promoter group entities cannot be determined.





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10. In view thereof, **Noticees-1 to 5, by failing to make required disclosures, are alleged to have violated Regulation 13(4A) read with Regulation 13(5) of PIT Regulations, 1992 read with Regulation 12 of PIT Regulations, 2015.**

Role of Registrar to an issue and Share Transfer Agent (RTA) in the physical transfer of certain promoter/promoter group entities on 19/02/2014:

11. The RTA of Atlanta, Noticee-6 provided the scanned copies of physical share transfer forms pertaining to Noticee-5 and Kishor L Kadvani. The share transfer forms were for sale of 10,000 shares of Atlanta from the aforesaid promoter/promoter group entities to an entity namely Amit Shantilal Mehta on February 19, 2014.

12. Kishor L Kadvani had passed away on June 27, 2012 as per death certificate from Rajkot Municipal Corporation submitted by Ishan Kishor Kadvani.

13. Vide email dated December 28, 2020, Noticee-6 was advised to clarify as to how the shares got transferred from a person after his death. Vide email dated December 28, 2020, Noticee-6 inter-alia, submitted that as per the share transfer deed executed between the entities, and since the transferor's signature was not available in their records and as per the process they had sent a notice dated January 17, 2014 by registered post to transferor informing him about the transfer and in case he had any objection to the transfer then he had to send the objection in writing within 15 days from the date of the letter. Simultaneously, a letter was sent to the transferee intimating him that a precautionary notice had been sent to the transferor. Further, Noticee-6 submitted that, no objection was reported to them in response to the said notice and hence the transfers were carried out following normal procedure and the transfer was processed on February 19, 2014. At the time when the transfer was effected, they had not received any intimation about the death of the transferor





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Kishor L Kadvani. Noticee-6 did not submit any documentary evidence on whether the notices were delivered to the entities, stating the reason that the notices sent by registered post did not return undelivered to them by postal authorities. Further, Noticee-6 stated that the transferor's signature was not available. However, the share transfer forms were observed to have a signature of the transferor.

14. Further, summons dated January 04, 2021 and January 12, 2021 were sent to the transferee – Amit Shantilal Mehta. However, the summons remained unanswered.

15. In terms of Sr. no. 03 in Norms for objection of SEBI RTI Circular No. 1(2000-2001) dated May 09, 2001, in case of material difference in signature/s of transferor/s on Transfer Deed/s vis-à-vis specimen signatures recorded with the Company/RTA, the following procedure is to be followed by the Company/RTA:

"To send:

- 1. Objection memo along with documents as per General Guideline 18, in the prescribed format in original marking the reason as "material signature difference" to the transferee*
- 2. Simultaneously, a copy of the objection memo to the transferor/s with an advice to lodge documents as detailed hereunder to facilitate the Company/STA to take on record fresh specimen signature: 3.2.1 an affidavit with the Company/STA as per Annexure-07"*

16. Vide email dated January 27, 2021, Noticee-6 was advised to provide details of rules/regulations/SEBI circulars in compliance with which the aforesaid transfers of shares from Noticee-5 and Kishor L Kadvani was processed. Vide email dated January 28, 2020, Noticee-6 replied that prior to SEBI(LODR) Regulations, 2015 which was notified in September 2015, there was no prescribed procedure laid down under SEBI regulations to be followed by the Issuer Companies/RTAs where signatures were not available. They had followed the normal process of sending a notice to the transferor and a letter to the transferee and transferred the shares as they did not receive any objections within 15 days of the letter. The reply of Noticee-6 is not acceptable as the SEBI RTI Circular No. 1(2000-2001) dated May 09, 2001





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clearly lays down the process to be followed by the RTAs where there are issues with signatures. As a registered RTA, Noticee-6 should have followed the guidelines and formats laid down by SEBI. Copy of email correspondences between Noticee-6 and SEBI is attached as **Annexure-4**.

17. In view thereof, **Noticee-6 is alleged to have violated SEBI RTI Circular No. 1(2000-2001) dated May 09, 2001**

18. The shareholding pattern of the company during the investigation period as (obtained from BSE) is as follows:

Particular	Quarter ended June 2010			Quarter ended Sep 2010			Quarter ended Dec 2010		
	No. of shareholders	No. Of shares	%	No. of shareholders	No. Of shares	%	No. of shareholders	No. Of shares	%
Promoter and promoter group Holding	11	514700	17.07	11	514700	17.07*	11	514200	4.87
Non Promoter Holding	1601	2499700	82.93	1583	2499700*	82.93*	1629	10050200	95.13
Total share capital	1612	3014400	100.00	1594	3014400*	100.00	1640	10564400	100.00
Particular	Quarter ended Mar 2011			Quarter ended June 2011			Quarter ended Sep 2011		
	No. of shareholders	No. Of shares	%	No. of shareholders	No. Of shares	%	No. of shareholders	No. Of shares	%
Promoter and promoter group Holding	11	514200	4.87	11	508332	4.81	11	508332	4.81
Non Promoter Holding	1614	10050200	95.13	1612	10056068	95.19	1604	10056068	95.19
Total share capital	1625	10564400	100.00	1623	10564400	100.00	1615	10564400	100.00
Particular	Quarter ended Dec 2011			Quarter ended Mar 2012			Quarter ended June 2012		
	No. of shareholders	No. Of shares	%	No. of shareholders	No. Of shares	%	No. of shareholders	No. Of shares	%
Promoter and promoter group Holding	11	508332	4.81	11	508332	4.81	7	22300	0.21
Non Promoter Holding	1590	10056068	95.19	1585	10056068	95.19	1584	10542100	99.79
Total share capital	1601	10564400	100.00	1596	10564400	100.00	1591	10564400	100.00
Particular	Quarter ended Sep 2012			Quarter ended Dec 2012			Quarter ended Mar 2013		
	No. of shareholders	No. Of shares	%	No. of shareholders	No. Of shares	%	No. of shareholders	No. Of shares	%
Promoter and promoter group Holding	7	22300	0.21	7	22300	0.21	7	22300	0.20
Non Promoter Holding	1568	10542100	99.79	1555	10542100**	99.79	1480	11077700	99.80
Total share capital	1575	10564400	100.00	1562	10564400**	100.00	1487	11100000	100.00
Particular	Quarter ended June 2013			Quarter ended Sep 2013			Quarter ended Dec 2013		
	No. of shareholders	No. Of shares	%	No. of shareholders	No. Of shares	%	No. of shareholders	No. Of shares	%





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	No. of shareholders	No. Of shares	%	No. of shareholders	No. Of shares	%	No. of shareholders	No. Of shares	%
Promoter and promoter group Holding	7	22300	0.20	7	22300	0.20	7	22300	0.19
Non Promoter Holding	1489	11077700	99.80	1479	11077700	99.80	1474	11527700	99.81
Total share capital	1496	11100000	100.00	1486	11100000	100.00	1481	11550000	100.00
Particular	Quarter ended Mar 2014			Quarter ended June 2014			Quarter ended Sep 2014		
	No. of shareholders	No. Of shares	%	No. of shareholders	No. Of shares	%	No. of shareholders	No. Of shares	%
Promoter and promoter group Holding	7	223000***	0.19***	0	0	0.00	0	0	0.00
Non Promoter Holding	1487	115277000	99.81	1510	115500000	100.00	1531	115500000	100.00
Total share capital	1494	115500000	100.00	1510	115500000	100.00	1531	115500000	100.00
Particular	Quarter ended Dec 2014			Quarter ended Mar 2015					
	No. of shareholders	No. Of shares	%	No. of shareholders	No. Of shares	%	No. of shareholders	No. Of shares	%
Promoter and promoter group Holding	0	0	0.00	0	0	0.00			
Non Promoter Holding	1549	115500000	100.00	1558	115500000	100.00			
Total share capital	1549	115500000	100.00	1558	115500000	100.00			

19. As per the corporate announcement made by the company to BSE, the company had allotted 75,50,000 equity shares of Rs. 10/- each at par on preferential allotment basis to entities other than promoters on August 2, 2010. The total public shareholding of the Company for the quarter ended September 2010 should have been 1,00,49,700 shares(=24,99,700+75,50,000) and total shareholding of the Company should be 1,05,64,400(=30,14,400+75,50,000) shares, whereas it was disclosed as 24,99,700 and 30,14,400 respectively. Noticee-7 had submitted to BSE a wrong shareholding pattern for the quarter ended September 2010. Copy of corporate announcement and shareholding pattern extracted from the website of BSE are attached as **Annexure-5**.

20. Further, the company had allotted 5,35,600 equity shares to non-promoter entities on a preferential basis on October 03, 2012. The total public shareholding of the company for the quarter ending December 2012 should have been 1,10,77,700(=1,05,42,100+5,35,600) shares and total shareholding of the Company





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should be 1,11,00,000(=1,05,64,400+5,53,600) shares whereas it was disclosed as 1,05,42,100 and 1,05,64,400. Noticee-7 had submitted to BSE a wrong shareholding pattern for the quarter ended December 2012. Copy of application submitted to BSE for listing of shares and shareholding pattern extracted from the website of BSE are attached as **Annexure-6**.

21. The promoters/promoter group had all disposed-of their shares on February 19, 2014 as per information provided by Noticee-6. The total promoter/promoter group shareholding of Noticee-7 for the quarter ended March 2014 should have been zero. Noticee-7 had submitted to BSE a wrong shareholding pattern. Noticee-7 had submitted 2,23,000 shares as promoter shareholding to BSE for the quarter ended March 2014. Copy of email of Noticee-6 with data and shareholding pattern are attached as **Annexure-7**.

22. Noticee-7 is, therefore, alleged to have violated Section 21 of SC(R)A read with clause 35 of the Listing Agreement.

23. Further, the company had issued shares on a preferential basis to non-promoter entities on August 2, 2010, October 3, 2012 and December 20, 2013. Upon analysis of the bank account statements, MCA website, KYC details and replies from banks/entities, the following were observed:

i. Preferential allotment dated August 2, 2010:

It was observed from the documents provided by BSE, that Noticee-7 had designated the bank account - M/S KADVANI SECURITIES LTD.A/C PRE(Union Bank of India A/c no. 536901010050314) where all the allottees transferred the proceeds of the preferential allotment dated August 02, 2010.(This bank account is the "Designated bank account" of Noticee-7). Further from the designated bank account statement, it was observed that out of total issue proceeds of Rs. 7.55 crores, Noticee-7 transferred Rs. 7.55 crores





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to its another bank account – Atlanta Infrastructure and Finance Ltd.(Union Bank A/c no. 536901010050267) on 03/08/2010. It then transferred Rs. 4.29 crores to Noticee-12, Client A/c , Rs. 0.60 crores to Noticee-16, NSE F&O Client AC and Rs. 2.5 crores to another account of Noticee-7, Kadvani Securities Ltd.(Union Bank A/c no. 536903230000137) through various transactions in the month of August 2010. Rs. 2.50 crores was transferred from the account viz., Kadvani Securities Ltd.(Union Bank A/c no. 536903230000137) to the bank account - Atlanta Infrastructure and Finance Ltd.(Union Bank A/c no. 536901010050267) on 28/09/2010 as closure proceeds. From the bank account - Atlanta Infrastructure and Finance Ltd.(Union Bank A/c no. 536901010050267), Rs. 2.13 crores was transferred to Noticee-12, Client A/c on 28/09/2010.

Details of funding analysis are as follows-

- a) Noticee-8: Noticee-8 was allotted 5,00,000 shares in the preferential allotment and it had transferred Rs. 50,00,000/- from A/c no 536901010050129 (Union Bank) to the designated bank account of Atlanta on July 28, 2010. From the Bank statement, it was observed that it had received Rs. 47,52,000/- from Noticee-13 and Rs. 5,00,000/- from Noticee-14 on July 28, 2010. From Bank statement of Noticee-13, it was observed that it had received Rs. 47,50,000/- from Noticee-12, Client A/C(Union Bank A/c no. 536901010050221) on 28/07/2010. Noticee-12 was one of the transferees to whom Noticee-7 had transferred Rs. 6.42 crores during the month of August-September 2010 after receiving the preferential issue proceeds.
- b) From the bank statement of Noticee-14, it was observed that he had received Rs. 3,50,000/- from Noticee-10 and Rs. 1,55,000/- from Priti Anil Gandhi on 28/07/2010. Noticee-10 had received Rs. 3,51,000/- and Priti





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Anil Gandhi had received Rs. 1,60,000/- from Noticee-12 Client A/c on 28/07/2010.

- c) Considering that funds were transferred back to Noticee-12 after receiving the preferential allotment proceeds, it is alleged that Rs. 50,00,000/- of the preferential allotment money was actually routed by Noticee-7 itself through Noticee-10, 12, 13, 14 and Priti Anil Gandhi.
- d) Noticee-9: Noticee-9 was allotted 5,00,000 shares in the preferential allotment and it had transferred Rs. 50,00,000/- from A/c no 536901010050164 (Union Bank) to the designated bank account of Noticee-7 on 28/07/2010. From the Bank statement, it was observed that it had received Rs. 48,00,000/- from Noticee-12, Client A/c(Union Bank A/c 536901010050221) and Rs. 2,00,000/- from Noticee-13 on 28/07/2010.
- e) From the bank statement of Noticee-12- Client A/c, it was observed that it had received Rs. 1,00,00,000/- from Atlanta Share Shoppee Ltd. BSE Settlement A/c(Union Bank A/c 3179011011011746) on 28/07/2010. Further from the bank statement of Noticee-13, it was observed that it had received, Rs. 2,10,000/- from Noticee-8 on 28/07/2010.
- f) Noticee-10: Funds aggregating to Rs. 35 lakhs was actually routed by Noticee-7 itself through Noticee-12. Noticee-10 was allotted 3,50,000 shares in the preferential allotment and he had transferred Rs. 35,00,000/- from the a/c no 317901011011466 (Union Bank) to the designated bank account of Noticee-7 on July 26, 2010. From the analysis of his Bank statement, it was observed that he had received Rs.35,00,000/- from Noticee-12-BSE Client A/c(Union Bank A/c 317901011011747) on 26/07/2010.





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ii. Preferential allotment dated December 20, 2013:

It was observed from the documents provided by BSE, as per copy of board resolution of meeting of board of directors of the Company on December 20, 2013, Noticee-11 had been allotted 4,50,000 equity shares upon conversion of warrants into equity shares. Also, the Company had realized 25% upfront money amounting to Rs. 33,75,000/- at the time of issuance of warrants whereas rest 75% of the subscription amount was also received by the Company for the purpose of said conversion by December 20, 2013. It was observed that an amount equal to the balance amount(Rs. 1,01,25,000/-) was received in the bank account – Atlanta Infrastructure and Finance Ltd.(Union Bank A/c- 536901010050267) from Noticee-11 on 12/12/2013. The aforesaid bank account is the “Designated bank account” of Atlanta.

Details of funding analysis are as follows-

- a) Noticee-11: Noticee-11 was allotted 4,50,000 equity shares upon conversion of same number of warrants and it had transferred Rs. 1,01,25,000/-(75% of the total allotment money) from the a/c no 536901010050177 (Union Bank of India) to the designated bank account of Noticee-7 on 12/12/2013. The total amount of Rs. 1,01,25,000/- was transferred in three tranches and analysis is done separately for the three tranches as below:
- b) Tranche of Rs. 31,00,000: Noticee-11 had transferred Rs. 31,00,000/- from its a/c 536901010050177 (Union Bank of India) to the designated bank account of Noticee-7 on 12/12/2013. From the bank statement, it was observed that it had received Rs. 31,10,000/- from Noticee-10 on 12/12/2013. The balance in the bank account of Noticee-10 after transferring Rs. 31,10,000/- to Noticee-11 was Rs.12,98,816.43 Dr. Also, Noticee-10 had received Rs. 17,90,000/- from Noticee-13 on 12/12/2013 before transferring the funds to Noticee-11. From the bank statement of Noticee-13, it was observed that it had received Rs. 17,95,000/- from Noticee-15 on 12/12/2013.





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After receipt of Rs. 31,00,000/- from Noticee-11 on 12/12/2013, Noticee-7 had transferred Rs. 18,25,000/- to Noticee-16-NSE CM Client A/c(Union Bank 536901010050401) and Rs. 12,75,000/- to Noticee-16-NSE F&O Client A/c(Union Bank 536901010050400). After receipt of Rs. 18,25,000/-, from Noticee-16-NSE CM Client A/c Rs. 18,30,000/- was transferred to Noticee-16-NSE F&O Client A/c. Further, Rs. 31,00,000/- was transferred from Noticee-16-NSE F&O Client A/c to Noticee-15 on 12/12/2013.

- c) Tranche of Rs. 30,00,000: Noticee-11 had transferred Rs. 30,00,000/- from it's a/c 536901010050177 (Union Bank of India) to the designated bank account of Noticee-7 on 12/12/2013. From the bank statement, it was observed that it had received Rs. 30,00,000/- from Noticee-10 on 12/12/2013. Noticee-10 had received Rs. 17,90,000/- from Noticee-17 and Rs. 31,00,000/- from Noticee-13 on 12/12/2013 before transferring the funds to Noticee-11. From the bank statement of Noticee-13, it was observed that it had received Rs. 31,15,000/- from Noticee-15 on 12/12/2013. Noticee-15 had received Rs. 31,00,000/- from Noticee-16-NSE F&O Client A/c. The money transferred by Noticee-16-NSE F&O Client A/c to Noticee-15 was the same money as received by it during tranche (i). After receipt of Rs. 30,00,000/- from Noticee-11 on 12/12/2013, Noticee- 7 had transferred Rs. 25,50,000/- to Noticee-13 and and Rs. 4,50,000/- to Noticee-12-Client A/c(Union Bank 536901010050221). After receipt of Rs. 25,50,000/-, Noticee-13 had transferred Rs. 25,55,000/- to Noticee-17 on 12/12/2013. After receipt of Rs. 4,50,000/-, Noticee-12-Client A/c had transferred Rs. 4,25,000/- to Noticee-18 who in turn transferred Rs. 4,30,000/- to Noticee-17.
- d) Tranche of Rs. 40,25,000: Noticee-11 had transferred Rs. 40,25,000/- from it's a/c 536901010050177 (Union Bank of India) to the designated bank account of Noticee-7 on 12/12/2013. From the bank statement, it was observed that it had received Rs. 40,35,000/- from Noticee-10 on 12/12/2013.





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Noticee-10 had received Rs. 40,30,000/- from Noticee-17 on 12/12/2013 before transferring the funds to Noticee-11. From the bank statement of Noticee-17, it was observed that he had received Rs. 25,55,000/- from Noticee-13 and Rs. 4,30,000/- from Noticee-18 on 12/12/2013. The money transferred by Noticee-13 and Noticee-18 to Noticee-17 was the same money as received by them during tranche (ii). After receipt of Rs. 40,25,000/- from Noticee-11 on 12/12/2013, Noticee-7 had transferred Rs. 40,20,000/- to Noticee-13 and Noticee-13 had then transferred Rs. 40,30,000/- to Noticee-17 on 12/12/2013.

24. Considering the fact that the same money that was received by Noticee-7 in the first tranche was routed again in the second and third tranches on the same day, it is inferred that tranche (ii) and (iii) of the aforesaid allotment was not genuine and Noticee-7 had provided assistance for the same by acting as a conduit. Noticees 8 - 18 acted as a conduit for transfer of money. Also, it was observed that the other Noticees who were involved were closely related to each other as given in the below table:

S. no.	Name	Nature of relationship/connection
1	Om Education(IT) Pvt. Ltd.	• Common director – Suresh V Mavani (DIN:01556518) with Atlanta Infrastructure and Finance Ltd. during 2007-08.
2	Ayodhyapati Inv. Pvt. Ltd.	• Manoj Shashikant Gandhi(DIN:01667446) was also director of Pari Stock Trading Pvt. Ltd. Pari Stock Trading Pvt. Ltd. was one of preferential allottee of Atlanta during August 2010. • During 2010, Anil Amrutlal Gandhi(DIN:00101151) was the director of Ayodhyapati Inv. Pvt. Ltd. and Presilco Impex Ltd. Manish Kanakshi Ashar(DIN:02406252) – director of Atlanta Infrastructure and Finance Ltd. was also the director of Presilco Impex Ltd.
3	Pavan Anilbhai Gandhi (DIN:02007735)	• Was the director of Chintamani Shares & Broking Ltd. with Bhavna Manish Ashar(DIN:02258407). Bhavna Manish Ashar was the wife of Manish Kanakshi Ashar(Director of Atlanta Infrastructure and Finance Ltd.) and had the same address as Manish Kanakshi Ashar.
4	Krishna Capshares Pvt. Ltd.	• Common director – Shailesh Mulraj Ved(DIN:00797245) with Atlanta Infrastructure and Finance Ltd. from 2008 till June 2013.
5	Chintamani Shares & Broking Ltd.	• Related to Pavan Anilbhai Gandhi as mentioned in S.no.3.
6	Amrutlal Jivandas	• Was common director with Pavan Anilbhai Gandhi(S. no.3) in





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S. no.	Name	Nature of relationship/connection
	Gandhi (DIN: 00101241)	Atlanta Procon Pvt. Ltd. • Paternal grandfather of Pavan Anilbhai Gandhi
7	Atlanta Share Shoppee Ltd.	• Pavan Anilbhai Gandhi(S.no. 3) was director
8	Pari Anil Gandhi (DIN:08016615)	• She was the sister of Pavan Anilbhai Gandhi(S.no. 3) • Same address with Pavan Anilbhai Gandhi- C 702, Sadguru Vatika,2 , Maruti Nagar, Airport Road, Rajkot

25. Copies of documents evidencing the connection between the above entities are attached as **Annexure-8**. Vide various emails and letter dated January 25, 2021(Copies placed at **Annexure-9**), the aforesaid allottees and the conduit entities were advised to provide reason for the corresponding transactions done. However, no reply was given by any of the entity except Noticee-10.

26. The replies received from Noticee 10 are given in the table below. No reply has been received from other Noticees:

Name of entity	Reply received	Reply
Pavan Anilbhai Gandhi	Email dated 18/12/2020	- Received Rs. 17,90,000/- and Rs. 31,00,000/- from Ayodhyapati Investment Pvt. Ltd. on 12/12/2013 as return of loan. - Paid Rs. 31,10,000/-, 30,00,000/- and 40,35,000/- to Krishna Capshares Pvt. Ltd. on 12/12/2013 as return of loan. - Received Rs. 17,90,000/- and Rs. 40,30,000/- from Amrutlal Jivandas Gandhi as short term loan. - No supporting documents were submitted w.r.t the aforesaid transactions.

27. Despite seeking relevant supporting documents like MOUs/agreements etc. for their transactions, Noticee 10 did not submit any supporting documents. The contention of Noticee 10 that money was transferred for loans is not acceptable as the amount of money transferred by the entities involved closely matched the amounts they received previously. This shows that the money was received by the allottee from other entities for the purpose of preferential allotment only. There was no loan document/evidence submitted by the entities for the loan taken.

28. In view thereof, **Noticees-7 to 18 are alleged to have violated Section 12A(a),(b),(c) of SEBI Act, read with Regulation 3(a),(b),(c),(d) & 4(1) of PFUTP Regulations.**





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Role of directors of Atlanta Infrastructure and Finance Ltd. in the preferential allotment funding process

29. Preferential allotment dated August 02, 2010:

As per documents provided by BSE, the resolution for preferential allotment dated August 02, 2010 was passed by the shareholders of the Company at the Annual General Meeting of the Company held on July 21, 2010. It was observed from the annual report of the Company that the following were the directors of the Company during 2010-11:

DIN	Name	Designation	Appointment Date	End Date
02406252	Manish Kanakshi Ashar	Independent, non-executive director	02/12/2008	-
01556518	Suresh V Mavani	Independent, non-executive director	30/09/2008	-
00797245	Shailesh Mulraj Ved	Whole time director	30/09/2008	27/03/2019
NA	Ramesh L Patel*	Independent, non-executive director	-	-
NA	Hirabhai B Makadia*	Independent, non-executive director	-	-

*As per BSE corporate announcement dated 17/10/2011, resignation of Ramesh L Patel and Hirabhai B Makadia was passed in the AGM of the Company held on 30/09/2011.

- Noticee-19 was the whole time director of Atlanta during the year 2010-11 and hence, responsible for the management of the affairs of the Company. He was actively involved in the activities of the Company. His role during 2010-11 in the Company is as follows:
- Noticee-19 signed resolution dated July 21, 2010 passed by the shareholders of the Company to issue and allot 75,50,000 equity shares on a preferential basis.
- Noticee-19 was authorized signatory in the designated bank account of Atlanta where the preferential allotment money was credited – Union Bank A/c no. 536901010050314 for FY 2010-11.
- Noticee-19 signed the balance sheet, profit and loss account, cash flow statement and director's report in the annual report of Atlanta for the FY 2010-11. The annual report of Atlanta for FY 2010-11 had mentioned that the Company during the financial year 2010-11 had issued capital by way





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of preferential allotment of Rs. 75.50 million divided into 7.55 million equity shares of Rs. 10 each fully paid up.

v. Noticee-19 signed the annual return filed with MCA for FY 2010-11.

30. Noticee-20 was an independent director of Atlanta during FY 2010-11. However, he was actively involved in the activities of the Company during 2010-11 as listed below:

- i. Noticee-20 was member of Audit Committee and Chairman of shareholders/investor grievance committee of the Company for FY 2010-11 and attended all 8 board meetings, all 7 audit committee meetings and the only shareholders/investors grievance committee meeting during the year 2010-11.
- ii. As per copy of resolution passed at the meeting of the board of directors of Atlanta held on August 02, 2010 for allotment of 75,50,000 shares on a preferential basis, Noticee-20 along with Noticee-19 were authorized by the board of directors of the Company to file application to BSE for permission to enlist the issue of 75,50,000 equity shares for dealing on the Bombay Stock Exchange.

31. Noticee-21 was an independent director of Atlanta during FY 2010-11. However, he was actively involved in the activities of the Company during 2010-11 in the Company as listed below:

- i. Noticee-21 was authorized signatory in the designated bank account of Atlanta where the preferential allotment money was credited – Union Bank A/c no. 536901010050314 for FY 2010-11.
- ii. Noticee-21 signed the balance sheet, profit and loss account, cash flow statement and director's report in the annual report of Atlanta for the FY 2010-11. The annual report of Atlanta for FY 2010-11 had mentioned that the Company during the financial year 2010-11 had issued capital by way





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of preferential allotment of Rs. 75.50 million divided into 7.55 million equity shares of Rs. 10 each fully paid up.

- iii. Noticee-21 signed the annual return filed with MCA for FY 2010-11.
- iv. Noticee-21 was Chairman of Audit Committee and member of shareholders/investor grievance committee of the Company for FY 2010-11 and attended all 8 board meetings, all 7 audit committee meetings and the only shareholders/investors grievance committee meeting during the year 2010-11.

32. Other two independent directors – Ramesh L Patel and Hirabhai B Makadia, had attended the seven board meetings out of the eight held during the year 2010-11.

33. Preferential allotment dated December 20, 2013

As per documents provided by BSE, the resolution for conversion of warrants into equity shares by the warrant holder–Noticee-11, was passed by the board of the directors of the Company on December 20, 2013. It was observed from the annual report of the Company, that the following were the directors of the Company during 2013-14:

DIN	Name	Designation	Appointment Date	End Date
02406252	Manish Kanakshi Ashar	Independent, non-executive director	02/12/2008	-
01556518	Suresh V Mavani	Independent, non-executive director	30/09/2008	-
00797245	Shailesh Mulraj Ved	Managing director	30/09/2008	27/03/2019

34. Noticee-19 was the Managing director of Atlanta during the year 2013-14 and hence, responsible for the management of the affairs of the Company. He was actively involved in the activities of the Company. His role during 2013-14 in the Company is listed below:

- i. As per resolution passed by the board of directors of the Company held on December 20, 2013 for conversion of warrants into equity shares, Noticee-19 was authorized by the board to take, perform, execute further





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steps, acts, deeds and matters as may be necessary to give effect to the resolution.

- ii. Noticee-19 was authorized signatory in the designated bank account of Atlanta where the preferential allotment money was credited – Union Bank A/c no. 536901010050267 for FY 2013-14.
- iii. Noticee-19 certified the financial statements of the Company in the annual report of Atlanta for the FY 2013-14. The Director's report in the annual report of Atlanta for FY 2013-14 had mentioned that equity shares resulted out of conversion of 4,50,000 warrants. The Director's report was certified by Noticee-19.
- iv. Noticee-19 signed the annual return filed with MCA for FY 2013-14.
- v. As per scanned copies of cheques provided by Union Bank, Noticee-19 had signed the cheques for the transactions of the Company on 12/12/2013.
- vi. Noticee-19 was member of Audit Committee of the Company for FY 2013-14 and attended all 5 board meetings, all 4 audit committee meetings during the year 2013-14.

35. Noticee-20 was an independent director of Atlanta during FY 2013-14. However, he was actively involved in the activities of the Company during 2013-14 as listed below:

- i. Noticee-20 was Chairman of Audit Committee, remuneration committee and shareholder's committee of the Company for FY 2013-14 and attended all 5 board meetings, all 4 audit committee meetings during the year 2013-14.
- ii. Noticee-20 was authorized signatory in the designated bank account of Atlanta where the preferential allotment money was credited – Union Bank A/c no. 536901010050267 for FY 2013-14.
- iii. Noticee-20 signed the annual return filed with MCA for FY 2013-14.





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36. Noticee-21 was an independent director of Atlanta during FY 2013-14. However, he was actively involved in the activities of the Company during 2013-14 in the Company as listed below:

- i. Noticee-21 was member of Audit Committee, shareholders/investor grievance committee of the Company for FY 2013-14 and attended all 5 board meetings, all 4 audit committee meetings during the year 2013-14.

37. Copies of Annual Reports, Board Minutes, Account Opening Forms, etc., in respect of the above are attached as **Annexure-10**. Vide emails dated January 22, 2021, Noticee-21 and Noticee-20 and vide letter dated January 25, 2021, Noticee-19 were advised to provide comments regarding their involvement in the day to day affairs of the Company and their alleged involvement in the fraudulent act done by the Company during FY 2010-11 and 2013-14. The emails and letter were delivered. However, no reply has been received in this regard.

38. As per annual reports, it was also noted that during 2010-11, Noticee-19 was the Compliance Officer. There was no designated Company Secretary/Compliance Officer of the Company during 2013-14 which indicates that the legal and regulatory compliances of the Company were being handled by the directors themselves.

39. In view of the above, **Noticees-19 to 21 are alleged to have violated Section 12A(a),(b),(c) of SEBI Act, 1992 read with Regulation 3(a),(b),(c),(d) & 4(1) of PFUTP Regulations 2003.**

40. The aforesaid regulations are reproduced as under;

PIT Regulations, 1992

Disclosure of interest or holding by directors and officers and substantial shareholders in a listed companies - Initial Disclosure.





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13(4)- Any person who is a director or officer of a listed company, shall disclose to the company and the stock exchange where the securities are listed in Form D, the total number of shares or voting rights held and change in shareholding or voting rights, if there has been a change in such holdings of such person and his dependents (as defined by the company) from the last disclosure made under sub-regulation (2) or under this sub-regulation, and the change exceeds Rs. 5 lakh in value or 25,000 shares or 1% of total shareholding or voting rights, whichever is lower.

(5) The disclosure mentioned in sub-regulations (3) and (4) shall be made within two working days of :

- (a) the receipts of intimation of allotment of shares, or
- (b) the acquisition or sale of shares or voting rights, as the case may be.

PIT Regulations, 2015

Repeal and Savings.

12. (1) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 are hereby repealed.

(2) Notwithstanding such repeal,—

(a) the previous operation of the repealed regulations or anything duly done or suffered thereunder, any right, privilege, obligation or liability acquired, accrued or incurred under the repealed regulations, any penalty, forfeiture or punishment incurred in respect of any offence committed against the repealed regulations, or any investigation, legal proceeding or remedy in respect of any such right, privilege, obligation, liability, penalty, forfeiture or punishment as aforesaid, shall remain unaffected as if the repealed regulations had never been repealed; and

(b) anything done or any action taken or purported to have been done or taken including any adjudication, enquiry or investigation commenced or





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show-cause notice issued under the repealed regulations prior to such repeal, shall be deemed to have been done or taken under the corresponding provisions of these regulations;

(3) After the repeal of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, any reference thereto in any other regulations made, guidelines or circulars issued thereunder by the Board shall be deemed to be a reference to the corresponding provisions of these regulations

SEBI RTI Circular No. 1(2000-2001) dated May 09, 2001

Norms for Objection-

S. N.	Reason for Objection	Procedure to be followed by Cos./ STAs
3	Material difference in signature/s of transferor/s on Transfer Deed/s vis-avis specimen signatures recorded with the Company/ STA	To send: 1. Objection memo along with documents as per General guideline 18, in the prescribed format in original marking the reason as "material signature difference" to the transferee 2. Simultaneously, a copy of the objection memo to the transferor/s with an advice to lodge documents as detailed hereunder to facilitate the Company/STA to take on record fresh specimen signature: 3.2.1 an affidavit with the Company / STA as per Annexure-07





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		OR 3.2.2 Where the signature difference is due to old age / sickness, to lodge an affidavit as per Annexure-07 supported with a medical certificate obtained from a registered medical practitioner. Note : Procedure under 3.2 .1 and 3.2.2 above shall apply for recording fresh specimen signature for entire holding under a folio.
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SCRA-

Conditions for listing.

21. Where securities are listed on the application of any person in any recognised stock exchange, such person shall comply with the conditions of the listing agreement with that stock exchange.

Listing Agreement:

35 – “The company agrees to file with the exchange the following details, separately for each class of equity shares/security in the formats specified in this clause, in compliance with the following timelines, namely :-

- One day prior to listing of its securities on the stock exchanges.
- On a quarterly basis, within 21 days from the end of each quarter.
- Within 10 days of any capital restructuring of the company resulting in a change exceeding +/-2% of the total paid-up share capital”

(I)(a) Statement showing Shareholding Pattern

SEBI Act-





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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;

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





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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 manipulative, fraudulent or an unfair trade practice in securities markets.

Explanation.— For the removal of doubts, it is clarified that any act of diversion, misutilisation or siphoning off of assets or earnings of a company whose securities are listed or any concealment of such act or any device, scheme or artifice to manipulate the books of accounts or financial statement of such a company that would directly or indirectly manipulate the price of securities of that company shall be and shall always be deemed to have been considered as manipulative, fraudulent and an unfair trade practice in the securities market.

41. The aforesaid alleged violations, if established, make the Noticees-1 to 5 liable for monetary penalty under section 15A(b) of the SEBI Act, Noticee-6 under Section 15HB of the SEBI Act, Noticee-7 under Section 23E of the SC(R)A and Section 15HA of the SEBI Act, and Noticees-8 to 21 under Section 15HA of the SEBI Act, which read as follows:

SEBI Act:

Penalty for failure to furnish information, return, etc.

15A. *If any person, who is required under this Act or any rules or regulations made thereunder,—*

(b) to file any return or furnish any information, books or other documents within the time specified therefor in the regulations, fails to file return or furnish the same within the time specified therefor in the regulations, he shall





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be liable to a penalty of one lakh rupees for each day during which such failure continues or one crore rupees, whichever is less;

Penalty for fraudulent and unfair trade practices.

15HA. *If any person indulges in fraudulent and unfair trade practices relating to securities, he shall be liable to a penalty "twenty-five crore rupees or three times the amount of profits made out of such failure, whichever is higher.*

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.*

SCRA-

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 not exceeding twenty-five crore rupees.*

42. You are, therefore, called upon to show cause as to why an inquiry should not be held against you in terms of Rule 4 of the SEBI Adjudication Rules and SCR Adjudication Rules read with Section 15 I of the SEBI Act and 23 I of SC(R)A; and why penalty should not be imposed under Section 15A(b), 15HA, 15HB of the SEBI Act and Section 23E of the SC(R)A for the aforesaid alleged violations.

43. Your reply, if any, should reach the undersigned or through email at maninderc@sebi.gov.in and srinivasant@sebi.gov.in, within 14 days from the date





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of receipt of this Notice, failing which, it shall be presumed that you have no reply to submit and the matter would be further proceeded with on the basis of the evidence available on record in terms of sub-rule (7) of Rule (4) of the Adjudication Rules. You may also indicate whether you desire a personal hearing in the matter.

44. Further, you are required to keep the undersigned informed about the change in your correspondence address, if any, till the conclusion of the proceedings. You are also required to submit a photocopy of your PAN card and contact details viz. Telephone numbers / Fax numbers / e-mail IDs and details of contact persons for records.
45. You may also note that a settlement mechanism is provided under the SEBI (Settlement Proceedings) Regulations, 2018. If you wish to opt for the settlement process, you may apply for the same in the manner given in the aforesaid regulations under intimation to the undersigned.


MANINDER CHEEMA
ADJUDICATING OFFICER

**MANINDER
R CHEEMA**

Digitally signed by
MANINDER CHEEMA
Date: 2021.07.23
16:26:35 +05'30'

Enclosure: Documents relied upon are as follows:-

1. Annexure – 1 - Copy of communiqué dated March 24, 2021
2. Annexure – 2 – Copy of emails of RTA, BSE and Depositories along with details
3. Annexure – 3 – Copy of BSE email dated June 09, 2020
4. Annexure – 4 – Copy of email correspondences between Noticee-6 and SEBI
5. Annexure – 5 – Copy of corporate announcement and shareholding pattern extracted from the website of BSE
6. Annexure – 6 – Copy of application submitted to BSE for listing of shares and shareholding pattern extracted from the website of BSE
7. Annexure – 7 – Copy of email of Noticee-6 and shareholding pattern extracted from BSE
8. Annexure - 8 – Copies of documents evidencing the connection between entities
9. Annexure - 9 – Copy of emails and letter dated January 25, 2021
10. Annexure -10 - Copies of Annual Reports, Board Minutes, Account Opening Forms, etc.