

BEFORE THE ADJUDICATING OFFICER

SECURITIES AND EXCHANGE BOARD OF INDIA

[ADJUDICATION ORDER NO. BM/AO/8-125/2013]

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

In the matter of Bank of Rajasthan Ltd

Against the following entities

	NAME	PAN
1.	Pravin Kumar Tayal	AAEPT9210B
2.	Sanjaykumar Rampratap Tayal	AAEPT9209L
3.	Saurabh Pravin Tayal	AABPT2950R
4.	Navin Kumar Tayal	AABPT2833K
5.	21st Century Entertainment Pvt. Ltd	AAACZ1383L
6.	Ahmednagar Investments Pvt. Ltd	AADCA9872E
7.	Cumballa Hill Property Developers Pvt. Ltd	AAACC2276M
8.	Cyber Infosystem and Technologies Ltd	AABCC2176K
9.	Cyber Info Zeeboomba Com Ltd	AABCC7400L
10.	EDC Securities Pvt. Ltd.	AAACE9165D
11.	Giriganga Investments Pvt. Ltd	AABCG8691L
12.	Global Softech Pvt. Ltd	AABCG1089R
13.	Sumandar Property Developers Pvt. Ltd	AAACS9998N
14.	Sovotex Textile Pvt. Ltd	AAACS6456P
15.	Ginger Clothing Pvt. Ltd	AABCG7928H
16.	Eskay K 'n' IT (India) Ltd	AABCS1363G
17.	Jaybharat Textiles and Real Estate Ltd	AAACJ5959L
18.	Krishna Knitwear Technology Ltd	AAACK4721H
19.	KSL and Industries Ltd	AAACK4722E
20.	Megna Developers Pvt. Ltd	AAECM7768A
21.	Praneta Properties Pvt. Ltd	AAECP0073B
22.	Praneta Realty Pvt. Ltd	AAECP0070C
23.	Jayshree Petrochemicals Pvt.Ltd	AAACJ0934B
24.	K-Lifestyle and Industries Ltd	AABCS1364B
25.	Hotline Textile and Infrastructure Pvt. Ltd	AABCH7815A
26.	Jyotsana Developers Pvt. Ltd	AABCJ7204K
27.	Narayan Ramchandra Ghumatkar	AKKPG0652L

	NAME	PAN
28.	Ajay Ramesh Gupta	ACBPG2280P
29.	Mahendra Kumar Gopi Krishna Aggarwal	AAFPA6311D
30.	Kulwinder Kumar Nayyar	AASPN4833F
31.	Deepak Mathur	AUFPM9766N
32.	Sanjay Ankush Sadrekar	BFXPS6479C
33.	Shivpratap Sitaram Jolly	ABCPJ9345C
34.	Jagdish Tamboli	NA
35.	Jodharam Dungaram Dhaka	AKLPD3255F
36.	Aim Multitrade Company Pvt Ltd	AAGCA6820M
37.	Akshar Mercantile Pvt Ltd	AAGCA5378L
38.	Anoop Multitrade Pvt. Ltd.	AAGCA5306A
39.	Anshul Mercantile Pvt. Ltd	AAGCA5310E
40.	Beta Trading Pvt. Ltd	AADCB2320G
41.	Everframe Trading Company Pvt. Ltd.	NA
42.	Highzone Trading Company Pvt. Ltd	NA
43.	Hiren Trading Company Pvt. Ltd	AABCH9499Q
44.	Inorbit Trading Company Pvt Ltd	AABCI4237M
45.	Laksh Mercantile Pvt.Ltd	AABCL3880B
46.	Madan Multitrade Pvt Ltd	AAFPM2183C
47.	Maginot Trading Company Pvt. Ltd	NA
48.	Montreal Trading Company Pvt. Ltd	NA
49.	Newtree Mercantile Company Pvt. Ltd	NA
50.	Niti Mercantile Company Pvt Ltd	AACCN6445P
51.	Palaash Construction Pvt Ltd	AAECP3872G
52.	Prajay Trading Company Pvt. Ltd	AAECP4636J
53.	Real Star Trading Company Pvt. Ltd	NA
54.	Sarveshwara Trading Company Pvt Ltd	AALCS1723J
55.	Sea View Trading Company Pvt. Ltd	NA
56.	Seaview Multitrade Company Pvt. Ltd.	AALCS4105L
57.	Skyview Trading Company Pvt. Ltd	AALCS4103N
58.	Starview Constructions Pvt. Ltd	NA
59.	Starview Mercantile Company Pvt. Ltd	AAJCS3372B
60.	Sulochana Mercantile Pvt. Ltd	AALCS4107J
61.	Superhouse Trading Company Pvt. Ltd	NA
62.	Topcare Constructions Pvt. Ltd	NA
63.	Topcare Trading Company Pvt. Ltd	NA
64.	Vinay Mercantile Pvt Ltd	AACCV5597L
65.	Watergate Mercantile Company Pvt. Ltd	NA
66.	Colorshop Trading Company Pvt. Ltd	NA
67.	Geonet Trading Company Pvt. Ltd	NA
68.	Girish Chand Yadav	ABKPY8316C
69.	Infinite Mercantile Company Pvt. Ltd	NA
70.	Punit Mercantile Pvt Ltd	AAECP3875G
71.	Sangeeta Jairam Sawant	BOFPS1458J
72.	Superfine Trading Company Pvt. Ltd	NA
73.	Acrow Constructions Pvt Ltd	AAGCA2721D
74.	Acrow Realcon Pvt Ltd	AAGCA4035L

	NAME	PAN
75.	Allcon Estate Pvt. Ltd	AAGCA2387R
76.	Alpha (India) Properties Ltd	AAFCA8789C
77.	Avera Engineering Pvt.Ltd	AAGCA2682M
78.	Avera Machinery Pvt.Ltd	AAGCA2681J
79.	Avera Properties Pvt.Ltd	AAGCA2390G
80.	Avon Realcon Pvt. Ltd	AAGCA4032P
81.	Axtel Properties Pvt Ltd	AAGCA4033N
82.	Badal Realty Pvt. Ltd	AADCB0972C
83.	Bodal Conpro Pvt.Ltd	AADCB0973D
84.	Capman Conpr Pvt. Ltd	AADCC0449B
85.	Charms Holding Pvt. Ltd	AACCC9761F
86.	Conart Conpro Pvt. Ltd	AADCC0517C
87.	Cubex Constructions Pvt Ltd	AADCC1068N
88.	Elpro Machinery Pvt. Ltd	AABCE7495B
89.	Everlon Estate Pvt. Ltd	AABCE7403R
90.	Everlone Machinery Pvt. Ltd	AABCE7494A
91.	Expro Constructions Pvt. Ltd	AABCE7940B
92.	Hanuman Cultivation Pvt. Ltd	AACCH0995A
93.	Hikal Pro-Estate Pvt Ltd	AABCH8815L
94.	Jyoti Harvesting Pvt Ltd	AACJ0622N
95.	Omkar Cultivators Pvt Ltd	AABCO0810A
96.	Siddhi Cultivation Pvt. Ltd	AAMCS3193B
97.	Sukh-Suvidha Real Estate Ltd	AAKCS1430P
98.	Uday Plantation Pvt. Ltd	AABCU0192M
99.	Shreenath Harvesting Pvt. Ltd	AAMCS3192A
100.	Bajrang Farming Pvt. Ltd	AADCB5530A
101.	Cranes Real Estate Pvt. Ltd	AADCC1763G
102.	Ennore Procon Pvt. Ltd	AABCE7402Q
103.	Karan Conpro Pvt. Ltd.	AADCK0504B
104.	Calcom Realty Pvt. Ltd	AADCC1764B
105.	Axon Realpro Pvt. Ltd	AAGCA2391H
106.	Ador Construction Pvt. Ltd	AAGCA2386Q
107.	Anil Kumar Dubey	AIBPD9829P
108.	Avery Procon Pvt.Ltd	AAGCA2559M
109.	Dulron Procon Pvt Ltd	AACCD5830E
110.	Elnet Conpro Pvt. Ltd	AABCE7401P
111.	Envair Realty Pvt. Ltd	AABCE7461R
112.	Kanishka Infrastructure Pvt. Ltd	AADCK0691B
113.	Ennor Engineering Pvt. Ltd	AABCE7493H
114.	Carnet Estates Pvt. Ltd	AADCC1069P
115.	Amex Infrastructure Pvt. Ltd	AAGCA4036K
116.	Cupid Estatecon Pvt. Ltd	AADCC1421B
117.	Shankar Commodities Pvt. Ltd	AAMCS3887N
118.	Brescon Infra Pvt. Ltd	AADCB1048H

FACTS OF THE CASE IN BRIEF

1. Securities and Exchange Board of India (hereinafter referred to as '**SEBI**') conducted an investigation into the affairs of Bank of Rajasthan Ltd. (hereinafter referred to as '**BoR**') during the period June 2007 to December 2009 (hereinafter referred to as the '**investigation period**'). Investigations revealed that the promoters of BoR led by Mr. Pravin Kumar Tayal, along with some companies that were connected to Mr. Pravin Kumar Tayal and/ or his relatives, by way of their continuous disclosure, publicly announced that their stake had come down from 44.18% as on quarter ending June 2007 to 28.61% as on quarter ending December 2009. However, though as per disclosure their holding seemed to have reduced, investigation observed that in reality the holding of the promoters actually increased with the active collusion of front entities who were alleged to be the persons acting in concert (PACs). Thus, it was observed that the shareholding of the promoters of BoR alongwith entities who were alleged to be PACs had increased from 46.80% in June 2007 to 63.15% in December 2009. Investigations identified four groups, namely, Promoter Group (as defined in para 19 below), Tayal Group (as defined in para 20 below), Yadav Group (as defined in para 21 below) and Silvassa Group (as defined in para 22 below). It was alleged that while the Promoter Group conveyed the impression that they were reducing their shareholding, they did not dilute their controlling stake in BoR. On the contrary they had actually increased their holding in a deceptive manner with the active collusion of their PACs, that is, the Tayal Group, the Silvassa Group and the Yadav Group.
2. In view of the above it was alleged that the Promoter Group companies and directors thereof, the Tayal Group companies and directors thereof, the Silvassa Group entities and the Yadav Group entities (hereinafter collectively referred to as 'the Noticees'), through the above actions violated the following regulations:

Noticee No. as per page 1-3	Names	Violation of SEBI Act /Rules /Reg.
1-118	All Noticees named in Page 1-3	Regulation 3 (a), (b), (c) and (d) as well as 4 (1),(2) (f) of SEBI ((Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003

		(hereinafter referred to as 'PFUTP Regulations') read with section 12A (a), (b) and (c) of SEBI Act, 1992 (hereinafter referred to as the 'SEBI Act')
5-15	21st Century Entertainment Pvt. Ltd., Ahmednagar Investments Pvt. Ltd., Cumballa Hill Property Developers Pvt. Ltd., Cyber Infosystem and Technologies Ltd., Cyber Info Zeeboomba Com Ltd., EDC Securities Pvt. Ltd., Giriganga Investments Pvt. Ltd., Global Softech Pvt. Ltd., Sumandar Property Developers Pvt. Ltd., Sovotex Textile Pvt. Ltd., Ginger Clothing Pvt. Ltd	Regulation 8 (2) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as 'SAST Regulations')
38,44, 46, 70	Inorbit Trading Co. Pvt. Ltd., Anoop Multitrade Pvt. Ltd., Madan Multitrade Pvt Ltd, Punit Mercantile Pvt Ltd	Regulation 11 (1) of SAST Regulations
38, 39, 40, 44, 46, 51, 54, 59, 70, 109	Anoop Multitrade Pvt. Ltd., Inorbit Trading Company Pvt. Ltd., Starview Mercantile Company Pvt. Ltd., Madan Multitrade Pvt. Ltd., Anshul Mercantile Pvt. Ltd., Palaash Construction Pvt. Ltd., Sarveshwara Trading Company Pvt. Ltd., Punit Mercantile Pvt. Ltd., Beta Trading Pvt. Ltd. and Dulron Procon Pvt. Ltd.	Regulation 11 (2) of SAST Regulations
36-65, 73-105	Aim Multitrade Company Pvt Ltd, Akshar Mercantile Pvt Ltd, Anoop Multitrade Pvt. Ltd, Anshul Mercantile Pvt. Ltd, Beta Trading Pvt. Ltd, Everframe Trading Company Pvt. Ltd, Highzone Trading Company Pvt. Ltd, Hiren Trading Company Pvt. Ltd., Inorbit Trading Company Pvt Ltd, Laksh Mercantile Pvt.Ltd, Madan Multitrade Pvt Ltd, Maginot Trading Company Pvt. Ltd, Montreal Trading Company Pvt. Ltd, Newtree Mercantile Company Pvt. Ltd, Niti Mercantile Company Pvt Ltd, Palaash Construction Pvt Ltd, Prajay Trading Company Pvt. Ltd, Real Star Trading Company Pvt. Ltd, Sarveshwara Trading Company Pvt Ltd, Sea View Trading Company Pvt. Ltd, Seaview Multitrade Company Pvt. Ltd, Skyview Trading Company Pvt. Ltd, Starview Constructions Pvt. Ltd, Starview Mercantile Company Pvt. Ltd, Sulochana Mercantile Pvt. Ltd, Superhouse Trading Company Pvt. Ltd, Topcare Constructions Pvt. Ltd, Topcare Trading Company Pvt. Ltd, Vinay Mercantile Pvt Ltd, Watergate Mercantile Company Pvt. Ltd, 92. Acrow Constructions Pvt Ltd, Acrow Realcon Pvt Ltd,	Section 11 (C) (2) and (3) of SEBI Act.

	Allcon Estate Pvt. Ltd, Alpha (India) Properties Ltd, Avera Engineering Pvt.Ltd, Avera Machinery Pvt.Ltd, Avera Properties Pvt.Ltd, Avon Realcon Pvt. Ltd, Axtel Properties Pvt Ltd, Badal Realty Pvt. Ltd, Bodal Conpro Pvt.Ltd, Capman Conpr Pvt. Ltd, Charms Holding Pvt. Ltd, Conart Conpro Pvt. Ltd, Cubex Constructions Pvt Ltd, Elpro Machinery Pvt. Ltd, Everlon Estate Pvt. Ltd, Everlone Machinery Pvt. Ltd, Expro Constructions Pvt. Ltd, Hanuman Cultivation Pvt. Ltd, Hikal Pro-Estate Pvt Ltd, Jyoti Harvesting Pvt Ltd, Omkar Cultivators Pvt Ltd, Siddhi Cultivation Pvt. Ltd, Sukh-Suvidha Real Estate Ltd, Uday Plantation Pvt. Ltd, Shreenath Harvesting Pvt. Ltd, Bajrang Farming Pvt. Ltd, Cranes Real Estate Pvt. Ltd, Ennore Procon Pvt. Ltd, Karan Conpro Pvt. Ltd, Calcom Realty Pvt. Ltd, Axon Realpro Pvt. Ltd	
1-14, 16-22	21st Century Entertainment Pvt. Ltd., Ahmednagar Investments Pvt. Ltd , Cumballa Hill Property Developers Pvt. Ltd., Cyber Infosystem and Technologies Ltd. , Cyber Info Zeeboomba Com Ltd., EDC Securities Pvt. Ltd., Giriganga Investments Pvt. Ltd., Global Softech Pvt. Ltd., Sumandar Property Developers Pvt. Ltd., Sovotex Textile Pvt. Ltd., Pravin Kumar Tayal, Sanjaykumar Rampratap Tayal, Saurabh Pravin Tayal, Eskay K 'n' IT (India) Ltd, Jaybharat Textiles and Real Estate Ltd, Krishna Knitwear Technology Ltd, KSL and Industries Ltd, Megna Developers Pvt.. Ltd, Praneta Properties Pvt. Ltd, Praneta Realty Pvt. Ltd, Navin Kumar Tayal	Section 11 (C) (2), (3) and (5) of SEBI Act.

Consequently, the above violations make the Noticees liable for monetary penalty under section 15HA, 15H(ii), 15A(a) and 15A (b) of the SEBI Act.

APPOINTMENT OF ADJUDICATING OFFICER

- I was appointed as the Adjudicating Officer, vide order dated January 25, 2012, under Section 15 I of the SEBI Act read with Rule 3 of SEBI (Procedure for Holding Inquiry and Imposing Penalty by Adjudicating Officer) Rules, 1995 (hereinafter referred to as the '**Rules**') to inquire into and adjudge under Sections 15HA, 15H(ii), 15A(a) and 15A (b) of the SEBI Act for the alleged violations committed by the Noticees.

SHOW CAUSE NOTICE, HEARING AND REPLY

4. Accordingly, Show Cause Notices (SCNs) were issued to the abovenamed Noticees under Rule 4 of the Rules. The Noticees were asked to show cause as to why an inquiry should not be held against them and penalty not be imposed under Sections 15HA, 15H(ii), 15A(a) and 15A (b) of the SEBI Act for the alleged violations specified in the SCNs. Details of the SCNs issued are as follows:

Noticee No.	Date of SCN	Details of Delivery
1-3, 27	June 18, 2012 and November 29, 2012 (Noticee No.3)	Delivered
4	June 8, 2012, July 5, 2012 and July 9, 2012	Delivered
5-14	June 6, 2012	Delivered
15	May 16, 2012	Delivered
16-22	June 8, 2012 and July 5, 2012	Delivered
23-26	July 5, 2012	Delivered
28-32	June 8, 2012, July 5, 2012 and July 9, 2012	Delivered
33-35	July 6, 2012	Delivered (Noticee No.33, 35) Published(Noticee No.34)
36-38, 41-50, 52-53, 55-58, 60-65, 70	June 12, 2012	Affixed (Noticee No. 37, 41,63,64,70) Published (Noticee No.36, 38,42-50,52,53,55-58,60-62,65)
39-40, 51, 54, 59,	June 11, 2012	Affixed (Noticee No.39, 40, 51,54) Published (Noticee No.59)
66-69, 71-72	June 8, 2012	Affixed (Noticee No. 66,68,69,72) Delivered (Noticee No.67, 71)
73-105	June 22, 2012	Delivered
109	July 5, 2012	Delivered
106-108, 110-118	June 27, 2012	Delivered

5. As seen in the above table, in case of SCNs that could not be delivered, an attempt was made to have the same affixed at the last known address of the respective Noticees. While some SCNs were affixed, for those SCNs that could not be affixed a newspaper advertisement was

issued on October 26, 2012 in the 'Times of India' regarding the undelivered SCN. The advertisement informed the Noticees that the SCNs had been made available on the SEBI website. Further, dates of hearing were also provided when the Noticees or their authorised representative/s could appear before me and avail an opportunity for personal hearing. However, no reply was received from the Noticees where the SCN was published/ affixed as per the table above, as well as from Sangeeta Sawant and Geonet Trading Co. Pvt. Ltd. Apart from these, all the Noticees have replied to the SCN. The submissions of the Noticees in the aforementioned replies, in brief, are as follows:

6. Tayal Group Companies and Promoter Group Companies: The submissions of the Promoter Group and Tayal Group companies were similar, and are summarized below:

- i. *The SCN has sought to create new levels of connectivity or association between different entities/ individuals by introducing concepts like 'connected entities', 'Tayal Group', 'Tayal Companies', 'Tayal family', 'Krishna Group', 'Silvassa Group', 'Yadav Group Companies' and so on, which are not envisaged by the SAST Regulations. The only concepts envisaged by the SAST Regulations are 'promoter', 'promoter group', 'acquirer' and 'person acting in concert'.*
- ii. *The SCN seeks to draw an erroneous analogy between independent factors and transactions. Inference drawn on the basis of separate financial transactions or off market transfer of shares to correlate persons will be in contradiction of the SAST Regulations. Immaterial linkages/ connections on the basis of independent transactions of fund transfers, on market and off market transfer of shares do not fall within the SAST Regulations. Classification of entities on the basis of 'common directors', 'common address', is completely erroneous.*
- iii. *The term 'persons acting in concert' includes only those entities/ individuals who co operate to acquire shares/ voting rights/ control of a target company with a pre-decided common objective or purpose, evidenced by an agreement or understanding, of substantial acquisition of shares/ voting rights/ gaining control over the target company.*
- iv. *The concept of control has been clearly defined to include the right to appoint majority of directors or to control the management or policy decisions.*
- v. *'Fraud', under PFUTP Regulations, read with the definition of 'dealing in securities', is restricted to transactions of sale/ purchase with the intent of inducing a third party to deal in securities. No act/ omission of the Noticees can be termed as 'fraudulent'. Further, a person cannot be said to have committed fraud unless his acts/ omissions have been conducted with the intention to induce another person to deal in securities*
- vi. *The Promoter Group companies made off market transfer of shares to comply with RBI Guidelines.*

- vii. *Alleged third party payments made by Promter/ Tayal Group Noticees to brokers on behalf of third parties were by way of genuine business transactions and not to facilitate the purchase of shares of BoR.*
- viii. *Fund transfers were made by Promter/ Tayal Group companies to other companies against amounts due to them, and were genuine business transactions.*
- ix. *With regard to the summons issued to the Noticees, the Noticees have submitted that he had sought time for submitting information/ comments and to present themselves in person.*

7. **Navin Tayal, Pravin Tayal, Saurabh Tayal and Sanjay Tayal (Tayal family):** Made submissions similar to the Promoter and Tayal Group companies, and also stated that transactions undertaken by the companies in which they were directors were genuine business transactions, against adequate consideration or in settlement of dues.

8. **Other Directors of Promoter/ Tayal Group Companies.** The other directors of the Promoter Group companies and Tayal Group companies submitted that the transactions of fund transfer/ off market transfer of shares of BoR/ third party payments to brokers were made in the ordinary course of business and against previous dues. The directors have submitted that the transactions entered into by the respective companies in which they were directors were genuine business transactions. Their further submissions, in brief, are as follows:

<u>Name</u>	<u>Director of (as per SCN)</u>	<u>Reply</u>
Narayan Ramchandra Ghumatkar	<ul style="list-style-type: none"> • 21st Century Entertainment Pvt. Ltd. • Ahmednagar Investments Pvt. Ltd. • Cumballa Hill Property Developers Pvt. Ltd. • Cyber Info Zeeboomba.com Ltd. • EDC Securities Pvt. Ltd. • Giriganga Investment Pvt. Ltd. • Global Softech Pvt. Ltd. • Sumander Property Developers Pvt. Ltd. 	<p>The Noticee was not looking into the day to day conduct of the companies.</p> <p>Off market transfers were made by these companies to comply with RBI directions</p> <p>Payments made by these companies were due to genuine business transactions.</p>
Shivpratap Sitaram Jolly	K-Lifestyle and Industries Ltd (K Lifestyle)	<p>The Noticee was the MD of K Lifestyle during the Investigation Period</p> <p>K lifestyle made payments to brokers on behalf of parties to whom it owed money.</p> <p>The Noticee was not associated with any of the promoter</p>

		companies.
Jodharam Dungaram Dhaka	Jayshree Petrochemicals Pvt. Ltd. (Jayshree)	The Noticee denies that Jayshree was a Tayal Group company. No relation in the SCN with any Silvassa/ Yadav Group company, except off market transfers, is shown. Off Market transfers of shares of BoR by Jayshree was in the ordinary course of business.
Ajay Ramesh Gupta	-Eskay K 'n'IT (India) Ltd (Eskay) -KSL and Industries Ltd (KSL) -Krishna Knitwear Technology -K-Lifestyle and Industries Ltd.	The Noticee was a Non- executive independent director of Eskay and other companies during the investigation period. The Noticee was MD of KSL from May 22, 2008- April 28, 2012, and currently is a non executive director of KSL.
Mahendra Kumar Gopi Krishna Aggarwal	Jaybharat Textile and Real Estate Ltd (Jaybharat)	The Noticee was the MD of Jaybharat during investigation period. Payments were made by Jaybharat to settle credit balances.
Kulwinder Kumar Nayyar	Jaybharat Textile and Real Estate Ltd (Jaybharat) K-Lifestyle and Industries Ltd. (K Lifestyle) Hotline Textile and Infrastructure Pvt. Ltd (Hotline)	The Noticee was appointed as a non executive independent director of Jaybharat only on November 4, 2011, much after the violations. The Noticee was a non executive independent of K- Lifestyle.
Deepak Mathur	Krishna Knitwear Technology Ltd (Krishna Knitwear)	The Noticee was the MD of Krishna Knitwear from Jan 14, 2008, and had resigned on November 19, 2011. Krishna Knitwear was not holding any shares of BoR.
Sanjay Ankush Sadrekar	Praneta Realty Pvt. Ltd.(Praneta Realty) Jyotsana Developers Pvt. Ltd. (Jyotsana)	The Noticee was a non executive director in Praneta Realty. Off market transfers made by Praneta Realty were against consideration, and is shown in the audited annual accounts of Praneta Realty.
Jagdish Tamboli	Jyotsana Developers Pvt. Ltd.	No reply received.

I note that Jagdish Tamboli did not appear for the personal hearing granted to him vide the newspaper advertisement published in the Times of India on October 26, 2012. No reply has been submitted by him till date. In view of the same, having complied with the principles of natural justice, I am proceeding *ex parte* in the matter against Jagdish Tamboli.

9. **Silvassa Group Companies.** The replies of the Silvassa Group entities are summarised below.

- i. *The Silvassa Group entities deny that they were a part of any group, or that they were involved in the scheme of manipulation.*
- ii. *The Silvassa Group entities have stated that they had separate and distinct offices, and having a common office address is not illegal.*
- iii. *These entities have also stated that sharing a common director is not out of the ordinary.*
- iv. *Shares of BoR purchased/ sold by them in the off market were in the normal course of business, and against/ for consideration.*
- v. *The entities that made payments directly to brokers on behalf of other entities (for purchase of shares of BoR) did so against credit balances.*
- vi. *Similarly, entities who purchased shares of BoR and payments to brokers were made on their behalf by third parties, have submitted that this was against their debit balances.*

10. **Yadav Group Companies**

I note that none of the Yadav Group entities have submitted their replies. In the case of Yadav Group entities where SCN's were returned undelivered, the SCN's were made available on the SEBI Website. The SCNs were also published/ affixed. In the case of Sangeeta Sawant and Geonet Trading Company Ltd., though the SCNs were delivered, the entities have failed to submit their reply till date. Reminder letters dated November 1, 2013 were also sent to these two entities. While the reminder letter was delivered to Geonet Trading Company Ltd., Sangeeta Sawant refused to take delivery of the letter, and also refused to accept delivery of the hearing notice sent to her thereafter. Hearing notice sent to Geonet Trading Company Ltd. was also returned undelivered. An attempt was made to affix the same, but the same was not permitted by Geonet Trading Company Ltd. and Sangeeta Sawant. None of the Yadav Group entities appeared for the personal hearings granted to them vide the newspaper advertisement published in the Times of India on October 26, 2012. In view of the same, having complied with the principles of natural justice, I am proceeding *ex parte* in the matter against the Yadav Group entities.

11. Thereafter, with respect to the Noticees other than the Yadav Group entities and Jagdish Tamboli, opportunities of personal hearing were granted before me. The Promoter Group companies appeared for the hearing on January 4, 2013, the Tayal Group companies appeared before me on December 5, 2012 and January 4, 2013, and the directors of the Promoter and Tayal Group companies were granted hearings on January 4, 2013 and January 8, 2013. On the scheduled dates, Shri SK Jain, the authorized representative of the aforementioned Noticees appeared before me and made submissions on their behalf, reiterating the submission made earlier in the replies to the SCNs. The Silvassa Group entities were granted opportunities of personal hearing on January 15, 2013 and January 23, 2013, when Shri SK Jain, the authorized representative of the Silvassa Group entities, along with Mr. Atul Singh, Advocate, appeared for the hearings, and made submissions before me on behalf of the Noticees and reiterated the submission made in the replies to the SCNs. At the time of the hearings, the Noticees were advised to submit documentary evidence in regard of:

- The consideration received/ paid for the off market transfers of shares as depicted in para 26 and 27 below. It was submitted that the shares were transferred against amounts due, and the Noticees undertook to submit Ledger accounts, authenticated by auditors.
- Similarly, with regard to the third party payments to brokers as elaborated in para 29 below, it was submitted by the Noticees that these were genuine business transactions, and in settlement of previous dues. The Noticees further undertook to submit Ledger accounts showing the same, authenticated by auditors.
- Further, it was submitted that the fund transfers by Promoter and Tayal Group companies to Yadav Group companies as depicted in para 30 below were against amounts due, and the Noticees further undertook to submit Ledger accounts showing the same, authenticated by auditors.
- Lastly, with respect to the charge of non compliance of summons, the Noticees submitted that they had responded to the summons seeking time to comply with the summons. During the hearing, the Noticees admitted that the information/documents were not submitted in compliance with the summons even after seeking time.

The ledgers in respect of the transactions as stated above were submitted by the Noticees subsequent to the hearing.

12. While the proceedings were in progress, 21st Century Entertainment Pvt. Ltd., Ahmednagar Investments Pvt. Ltd, Cumballa Hill Property Developers Pvt. Ltd., Cyber Infosystem and

Technologies Ltd., Cyber Info Zeeboomba.Com Ltd., EDC Securities Pvt. Ltd., Global Softech Pvt. Ltd., Giriganga Investments Pvt. Ltd, Sumandar Property Developers Pvt. Ltd., Sovotex Textile Pvt. Ltd, Ginger Clothing Pvt. Ltd, Sanjay Tayal, Pravin Tayal, Saurabh Tayal, Eskay K 'n' IT (India) Ltd., Krishna Knitwear Technology Ltd, Jaybharat Textiles and Real Estate Ltd., KSL and Industries Ltd., Navin Tayal, K-Lifestyle and Industries Ltd and Megna Developers Pvt Ltd had submitted applications for settlement of the proceedings through consent order. However, the applications for settlement were rejected, and the same was communicated to the respective Noticees. Hence, the proceedings kept in abeyance were commenced against the Noticees.

CONSIDERATION OF ISSUES AND FINDINGS

13. I have examined the SCNs, the replies of the Noticees and the documents available on record. I observe that the allegation in the SCNs is that the promoters of BoR and their PACs, by their act of concealment of correct disclosure, defrauded the investors of BoR and the market at large. Investigation alleged that the Promoter Group of BoR alongwith some companies which were belonging to the Tayal Group transferred shares in the off-market to entities, who were identified by investigation as Yadav Group and Silvassa Group. Further, fund movements were observed between the entities. Certain entities belonging to the Tayal, Silvassa and Yadav Groups were also seen to have purchased shares of BoR on market. These entities had received funds from Promoter/ Tayal Group companies. Third party payments were also made to brokers on behalf of the Noticees belonging to the Tayal, Silvassa and Yadav Groups purchasing shares of BoR on market.

14. Now, the issues that arise for consideration in the present case are :
 - a. Whether the Promoter Group, Tayal Group, Silvassa Group and Yadav Group were related and were PACs
 - b. Whether there were wrong disclosures of shareholding pattern and consequent violation of Section 12 A (a), (b) and (c) of the SEBI Act and Regulation 3(a), 3(b), 3(c), 3(d), 4(1) and 4(2)(f) of the PFUTP Regulations?
 - c. Whether there was a violation of Regulation 8(2) of the SAST Regulations?
 - d. Whether there was a violation of Regulation 11 (1) of the SAST Regulations?
 - e. Whether there was a violation of Regulation 11 (2) of the SAST Regulations?

- f. Whether there was a violation of Section 11 C (2), (3) and (5) of the SEBI Act?
 - g. Do the violations, if any, on the part of the Noticees attract monetary penalty under Sections 15HA, 15H(ii), 15A(a) and 15A (b) of the SEBI Act?
 - h. If so, what would be the monetary penalty that can be imposed taking into consideration the factors mentioned in Section 15J of the SEBI Act?
15. I will first deal with whether the Promoter Group, Tayal Group, Silvassa Group and Yadav Group were related and were PACs, and the alleged charges of PFUTP Regulation against Noticee No's 1-118.
16. Before moving forward, it will be appropriate to refer to the relevant provisions of the SEBI Act and PFUTP Regulations, which read as under:

PFUTP Regulations

Prohibition of certain dealings in securities

3. 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 thereunder;*
- (c) *employ any device, scheme or artifice to defraud in connection with dealing in or issue of securities which are listed or proposed to be listed on a recognized stock exchange;*
- (d) *engage in any act, practice, course of business which operates or would operate as fraud or deceit upon any person in connection with any dealing in or issue of securities which are listed or proposed to be listed on a recognized stock exchange in contravention of the provisions of the Act or the rules and the regulations made thereunder.*

4. Prohibition of manipulative, fraudulent and unfair trade practices

- (1) *Without prejudice to the provisions of regulation 3, no person shall indulge in a fraudulent or an unfair trade practice in securities.*
- (2) *Dealing in securities shall be deemed to be a fraudulent or an unfair trade practice if it involves fraud and may include all or any of the following, namely :—*
 - (f) *publishing or causing to publish or reporting or causing to report by a person dealing in securities any information which is not true or which he does not believe to be true prior to or in the course of dealing in securities.*

SEBI Act

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

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

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

17. In order to comply with the RBI Guidelines on Ownership and Governance in Private Sector Banks issued on February 28, 2005, the Promoters of BoR had sold their stake in BoR to reduce the stake of majority group shareholders. The shareholding of the promoters of BoR was examined for each quarter from June 2007 to December 2009. It was observed that the promoter's holding in BoR as disclosed publicly on the stock exchange website and in accordance with the listing agreement, appears to be declining as given in Table below:

Promoter's shareholding as disclosed

Sr.	Promoter Entity	% Shareholding for quarter ending											
		Jun 2007	Sep 2007	Dec 2007	Mar 2008	Jun 2008	Sep 2008	Dec 2008	Mar 2009	Jun 2009	Sep 2009	Dec 2009	
1.	21st Century Entertainment Pvt. Ltd.	4.73	4.73	4.73	4.73	4.73	4.73	4.73	4.66	4.66	4.66	4.66	
2.	Ahmednagar Investments Pvt. Ltd.	2.97	2.76	1.86	1.86	1.86	1.86	1.86	1.78	1.78	1.78	1.78	
3.	Cumballa Hill Property Developers Pvt. Ltd.	3.9	3.9	3.9	3.9	3.9	3.9	3.9	3.86	3.86	3.86	3.86	
4.	Cyber Info Zeeboomba.com. Ltd.	4.03	4.03	4.03	4.03	4.03	4.03	4.03	3.96	3.96	3.96	3.96	
5.	Cyber Infosystem and Technologies Ltd.	4.64	4.64	4.64	4.64	4.64	4.64	4.64	4.59	4.59	4.59	4.59	
6.	Pravin Kumar Tayal	0	0	0	0	0	0	0	0	0	0	0	
7.	EDC Securities Pvt. Ltd.	4.53	4.53	4.53	4.53	4.53	4.53	4.53	4.45	4.45	4.45	4.45	

Sr.	Promoter Entity	% Shareholding for quarter ending										
		Jun 2007	Sep 2007	Dec 2007	Mar 2008	Jun 2008	Sep 2008	Dec 2008	Mar 2009	Jun 2009	Sep 2009	Dec 2009
8.	Ginger Clothing Pvt. Ltd.	3.72	3.72	3.72	3.72	3.72	3.72	3.72	0.62	0	0	0
9.	Giriganga Investments Pvt. Ltd.	2.66	2.66	1.7	1.7	1.7	1.7	1.7	1.65	1.65	1.65	1.65
10.	Global Softech Pvt. Ltd.	4.63	4.63	4.63	0	0	0	0	0	0	0	0
11.	Sovotex Textiles Pvt. Ltd.	4.65	4.65	4.65	4.65	4.65	4.65	4.65	4.65	1.94	0	0
12.	Sumander Property Development Pvt. Ltd.	3.72	3.72	3.72	3.72	3.72	3.72	3.72	3.66	3.66	3.66	3.66
<i>Total</i>		<i>44.18</i>	<i>43.97</i>	<i>42.11</i>	<i>37.48</i>	<i>37.48</i>	<i>37.48</i>	<i>37.48</i>	<i>33.88</i>	<i>30.55</i>	<i>28.61</i>	<i>28.61</i>

18. It was alleged that the Promoter Group along with the companies related to Tayal Group transferred shares to Yadav Group and Silvassa Group and acted in concert and were thus PACs. These groups, as identified by investigation, comprised of the following entities:

19. Promoter Group

As per the information given by BoR to the Bombay Stock Exchange (BSE) the *Promoter and Promoter Group* of BoR include the following:

SI No.	Company
i.	21 st Century Entertainment Pvt. Ltd.
ii.	Ahmednagar Investments Pvt. Ltd.
iii.	Cumballa Hill Property Developers Pvt. Ltd.
iv.	Cyber Info Zeeboomba.com Ltd.
v.	Cyber Infosystem & Technologies Ltd.
vi.	EDC Securities Pvt. Ltd.
vii.	Giriganga Investment Pvt. Ltd.
viii.	Global Softech Pvt. Ltd.
ix.	Sumander Property Developers Pvt. Ltd.
x.	Ginger Clothing Pvt. Ltd.
xi.	Sovotex Textile Pvt. Ltd.

20. Tayal Group

Pravin Tayal, also named as a Promoter of BoR in the disclosure made to BSE, along with his brothers, namely Sanjay Tayal and Navin Tayal, and his son, Saurabh Tayal (hereinafter collectively referred to as the 'Tayal family') promoted the following companies, which are referred to as the 'Tayal Group' companies:

Sl No.	Company
i.	Jaybharat Textile and Real Estate Ltd - a listed company
ii.	Eskay K 'n'IT (India) Ltd - a listed company
iii.	KSL and Industries Ltd - a listed company
iv.	Krishna Knitwear Technology Ltd – unlisted company
v.	Jayshree Petrochemicals Pvt. Ltd.
vi.	Megna Developers Pvt. Ltd.
vii.	Praneta Properties Pvt. Ltd.
viii.	Praneta Reality Pvt. Ltd.
ix.	K-Lifestyle and Industries Ltd (previously known as Krishna Lifestyle Technologies Ltd) - a listed company
x.	Hotline Textile and Infrastructure Pvt. Ltd.
xi.	Jyotsana Developers Pvt. Ltd.

21. Yadav Group

Yadav Group comprised the following entities:

Sr.No	Name of the entities	Address
1.	Beta Trading Pvt Ltd	Block No-2, 3rd Floor, Abbas Manzil,Opp. Cigaratte Factory, Chakala , Andheri (E),Mumbai - 400099
2.	Vinay Mercantile Pvt Ltd	
3.	Akshar Mercantile Pvt Ltd	305, 3rd Floor Trinity Co-op. Housing Society Ltd. A. P. Market, S G Gaikwad Marg, Dhobi Talao, Mumbai – 400 002.
4.	Anshul Mercantile Pvt Ltd	
5.	Punit Mercantile Pvt Ltd	
6.	Palaash Construction Pvt Ltd	
7.	Sarveshwara Trading Company Pvt Ltd	
8.	Aim Multitrade Company Pvt Ltd	H-157, Dr Babasaheb Ambedkar Nagar,S M Road, Kokari Agar, Sion Koliwada, Mumbai - 40003
9.	Anoop Multitrade Pvt Ltd	
10.	Watergate Mercantile Company P Ltd	
11.	Highzone Trading Company Pvt Ltd	
12.	Hiren Trading Company Pvt Ltd	
13.	Inorbit Trading Company Pvt Ltd	
14.	Laksh Mercantile Pvt Ltd	
15.	Madan Multitrade Pvt Ltd	
16.	Superhouse Trading Company Pvt Ltd	
17.	Montreal Trading Company P Ltd	
18.	Newtree Mercantile Co P Ltd	
19.	Niti Mercantile Company Pvt Ltd	
20.	Prajay Trading Company Pvt Ltd	
21.	Real Star Trading Company P Ltd	
22.	Sea View Trading Company P Ltd	
23.	Seaview Multitrade Company Pvt Ltd	

Sr.No	Name of the entities	Address	
24.	Skyview Trading Company Pvt Ltd		
25.	Starview Constructions Pvt Ltd		
26.	Starview Mercantile Co Pvt Ltd		
27.	Sulochana Mercantile Pvt Ltd		
28.	Topcare Constructions Pvt Ltd		
29.	Colorshop Trading Company Pvt Ltd		
30.	Maginot Trading Company Pvt Ltd		58 - Maharashtra Bhavan, 4th Flr., Bora Masjid Street, Fort, Mumbai- 400001
31.	Everframe Trading Company P Ltd		
32.	Infinite Mercantile Company Pvt Ltd		
33.	Superfine Trading Company Pvt Ltd		
34.	Topcare Trading Company Pvt Ltd		
35.	Geonet Trading Company Pvt Ltd	635, 6th Floor, Laxmi Plaza Laxmi Industrial Estate New Link Road Andheri (W), Mumbai – 400 053	

It was further observed that all the companies named in the table above, apart from Colorshop Trading Company Pvt Ltd, Superfine Trading Company Pvt Ltd, Infinite Mercantile Company Pvt Ltd, Maginot Trading Company Pvt Ltd and Geonet Trading Company Pvt Ltd were found to have two common directors, namely Girish Chand Yadav and Sangeeta Sawant. Further, these companies had common addresses as illustrated in the table above.

22. Silvassa Group

The entities that are referred to as the 'Silvassa Group' are as follows:

Sr.No	Name of the entities	Sr.No	Names of the entities
1	Acrow Constructions Pvt Ltd	24	Jyoti Harvesting Pvt Ltd
2	Acrow Realcon Pvt Ltd	25	Omkar Cultivators Pvt Ltd
3	Allcon Estate Pvt Ltd	26	Siddhi Cultivation Pvt Ltd
4	Avera Engineering Pvt Ltd	27	Uday Plantation Pvt Ltd
5	Avera Machinery Pvt Ltd	28	Ennore Procon Pvt. Ltd.
6	Avera Properties Pvt Ltd	29	Karan Conpro Pvt. Ltd.
7	Avery Procon Pvt Ltd	30	Shankar Commodities Pvt. Ltd.
8	Avon Realcon Pvt Ltd	31	Shreenath Harvesting Pvt. Ltd.
9	Axon Realpro Pvt Ltd	32	Bajrang Farming Pvt. Ltd.
10	Axtel Properties Pvt Ltd	33	Ennor Engineering Pvt. Ltd.
11	Badal Realty Pvt Ltd	34	Carnet Estates Pvt. Ltd.
12	Bodal Conpro Pvt Ltd	35	Amex Infrastructure Pvt. Ltd.
13	Capman Conpro Pvt Ltd	36	Ador Construction Pvt Ltd
14	Charms Holding Pvt Ltd	37	Kanishka Infrastructure Pvt Ltd

15	Cubex Constructions Pvt Ltd	38	Conart Conpro Pvt Ltd
16	Dulron Procon Pvt Ltd	39	Calcom Realty Pvt. Ltd.
17	Elpro Machinery Pvt Ltd	40	Alpha (India) Properties Ltd
18	Envair Realty Pvt Ltd	41	Elnet Conpro Pvt Ltd
19	Everlon Estate Pvt Ltd	42	Cupid Estatecon Pvt. Ltd.
20	Everlone Machinery Pvt Ltd	43	Sukh-Suvidha Real Estate Ltd
21	Expro Constructions Pvt Ltd	44	Cranes Real Estate Pvt. Ltd.
22	Hanuman Cultivation Pvt Ltd	45	Anil Kumar Dubey (director in 2 Tayal Group companies and 3 Silvassa Group companies, details given in para 25 below)
23	Hikal Pro-Estate Pvt Ltd		

(i) These companies were found to have had the following addresses.

- a. Entity No. 1-35: Flat No.xxx, Silver Park, Plot No. 5 of Survey No. 6, Vanmali Park, Silvassa-Khanvel Main Raod, Samarvani, Silvassa – 396230 or
- b. Entity No. 36-39: H.No. xxx/x, Survey No. 75/3P, Tokarkhada, Silvassa-Khanvel Main Road, Samarvani, Silvassa – 396230 or
- c. Entities No. 40-44: Flat No. xxx, Gurudev Complex phase - I /II /III, Silvassa - 396230

(ii) Investigation revealed that the first address given above, were the residences of employees of Krishna Mill, which is owned by Krishna Knitwear Technologies Ltd, a Tayal Group company . Further, the third address given above at Gurudev Complex, were also found to be residential flats used as the Guest House of Krishna Mill. Further, these companies also shared common directors as illustrated at the table in para 25 below. During the course of the personal hearing, this was brought to the attention of the Noticees, and they were asked to submit their comments on the same. The Silvassa Group entities whose address was at Gurudev Complex or Silver Park have submitted that they had a separate and distinct registered office, and are unable to offer any comments on the same. In this regard, Krishna Knitwear Technology Ltd. also submitted that it was unable to offer any comments.

Connection *inter-se* between/ among the groups

23. I observe that the above four groups were interconnected with each other on the basis of common address, directors, transfer of shares and transfer of funds as detailed below:

I. Through common directorship and address

24. The Tayal Group companies were found to be connected with the Promoter Group companies on the basis of common corporate addresses, besides the connection established on the basis of the Tayal family. Moreover, the Tayal Group companies were seen to be connected with each other on the basis of common directors, common registered addresses and common corporate addresses.

Name of Tayal Group company	Name of Promoter Group Company	Connection
Jaybharat Textile & Real Estate Ltd KSL & Industries Ltd. K-Lifestyle & Industries Ltd. Krishna Knitwear Technology Ltd. Jayashree Petrochemicals Pvt. Ltd. Megna Developers Pvt. Ltd. Praneta Properties Pvt. Ltd.	21 st Century Entertainment Pvt. Ltd. Ahmednagar Investments Pvt. Ltd. Cumballa Hill Property Developers Pvt. Ltd. Cyber Info Zeeboomba .com Pvt. Ltd. Cyber Infosystem & Technologies Pvt. Ltd. EDC Securities Pvt. Ltd. Giriganga Investments Pvt. Ltd. Global Softech Ltd. Sovotex Textile Pvt. Ltd. Sumander Property Developers Pvt. Ltd.	<u>Common corporate address at</u> 11/12 Raghuvanshi Mills Compound ,Senapati Bapat Marg Lower Parel, Mumbai
Jayashree Petrochemicals Pvt. Ltd. Megna Developers Pvt. Ltd. Praneta Properties Pvt. Ltd. Praneta Reality Pvt. Ltd.		<u>Common registered address at</u> Unit No 34-A, Second Floor Arsiwala Building Wode House Road, Colaba
	21 st Century Entertainment Pvt. Ltd. Global Softech Ltd	<u>Common registered address at</u> HB / 10 , Gurudev Complex , IInd Phase , Silvassa
Eskay K 'N' IT (India) Ltd. KSL & Industries Ltd.	Ginger Clothing Pvt. Ltd.	<u>Common corporate address at</u> 396 Veer Savarkar Marg, Prbhadevi, Mumbai-400025
KSL & Industries Ltd Jaybharat Textile & Real Estate Ltd		<u>Common Director/s-</u> Saurabh Tayal
Eskay K 'N' IT (India) Ltd. K-Lifestyle & Industries Ltd.	Sovotex Textile Pvt. Ltd.	<u>Common Director/s-</u> Navim Tayal
Krishna Knitwear Technology Ltd.	21 st Century Entertainment Pvt. Ltd. Ahmednagar Investments Pvt. Ltd. Global Softech Ltd.	<u>Common Director/s-</u> Sanjay Tayal
	21 st Century Entertainment Pvt. Ltd. Cumballa Hill Property Developers Pvt. Ltd. Cyber Info Zeeboomba .com Pvt. Ltd. EDC Securities Pvt. Ltd. Sumander Property Developers Pvt. Ltd. Ahmednagar Investments Pvt. Ltd. (apart from Pravin Tayal)	<u>Common Director/s-</u> Pravin Rampratap Tayal, Ghumatkar Narayan, Jodharam Dungaram Dhaka

Name of Tayal Group company	Name of Promoter Group Company	Connection
Megna Developers Pvt. Ltd. Praneta Properties Pvt. Ltd. Praneta Reality Pvt. Ltd. Jyotsana Developers Pvt. Ltd.		Common Director/s- Jagdish Tamboli, Sanjay Ankush Sadrekar

25. Further, certain Tayal, Promoter and Silvassa Group companies were seen to share common addresses and directors.

i) Details of the common directors and common addresses of the Promoter, Tayal and Silvassa Groups are as given below:

Tayal /Promoter Group Entities	Silvassa Group entities	Connection/ Relation
21 st Century Entertainment Ltd. (Promoter Group entity)	Alpha (India) Properties Ltd.	Common Address at H/B-10, Gurudev Complex, Phase II, Silvassa
	Elnet Conpro Pvt. Ltd.	
	Sukh-Suvidha Real Estate Ltd	
	Global Softech Pvt. Ltd.	
Jaybharat Textile and Real Estate Ltd. (Tayal Group entity)	Acrow Constructions Pvt Ltd	Common Director- Shri Mahendra Kumar Gopi Krishna Agarwal was a director in 1 Tayal Group company and 11 Silvassa Group companies
	Badal Realty Pvt Ltd	
	Bodal Conpro Pvt Ltd	
	Charms Holding Pvt Ltd	
	Everlon Estate Pvt Ltd	
	Jyoti Harvesting Pvt Ltd	
	Omkar Cultivators Pvt Ltd	
	Siddhi Cultivation Pvt Ltd	
	Uday Plantation Pvt Ltd	
	Allcon Estate Pvt Ltd	
	Conart Conpro Pvt Ltd	
Megna Developers Pvt Ltd (Tayal Group entity)	Acrow Realcon Pvt Ltd	Common Director- Shri Sanjay Ankush Sadrekar was a director in 3 Tayal Group companies and 15 Silvassa Group companies
	Avera Machinery Pvt Ltd	
	Avon Realcon Pvt Ltd	
	Axon Realpro Pvt Ltd	
Praneta Properties Pvt Ltd	Axtel Properties Pvt Ltd	

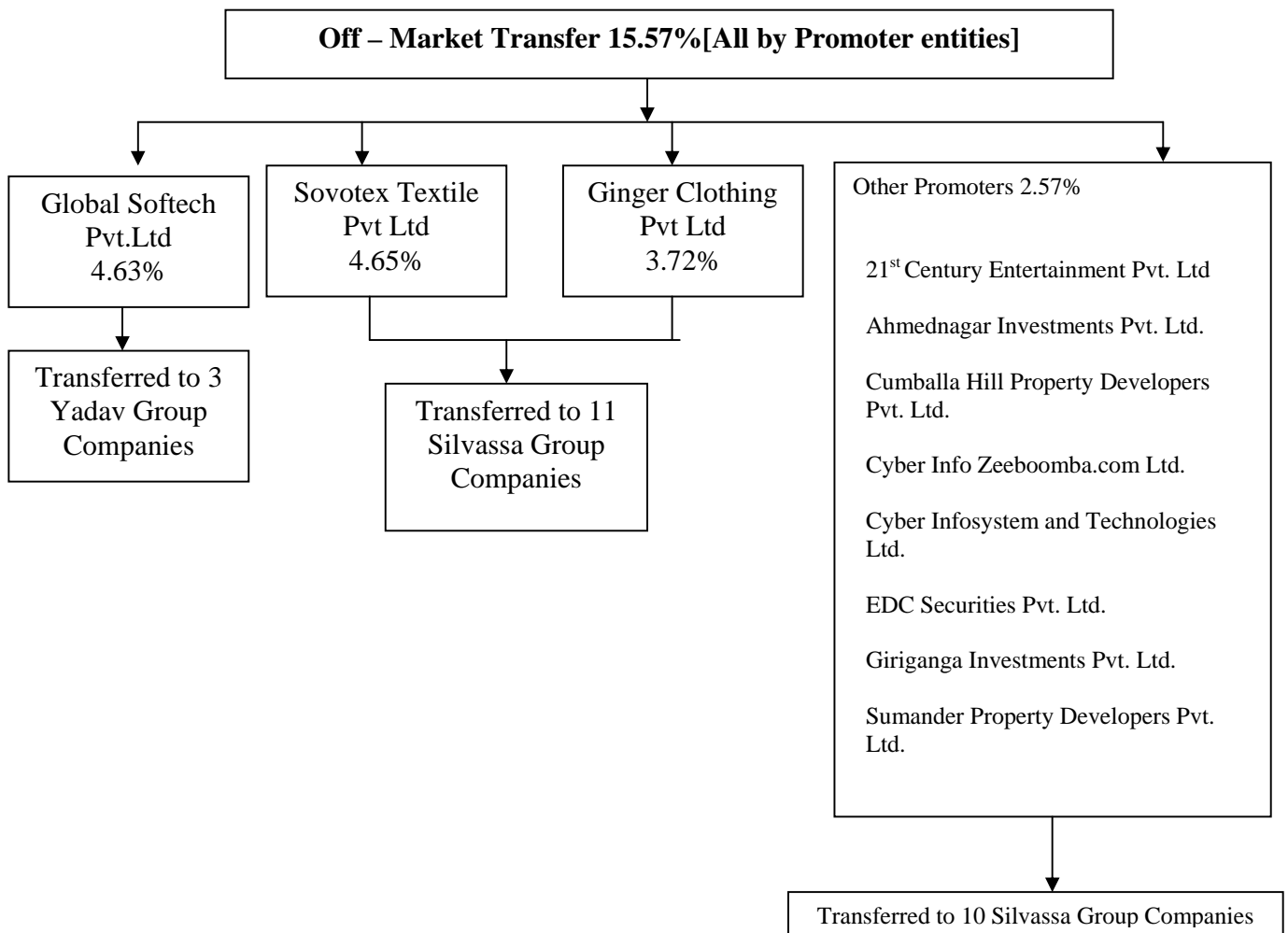
(Tayal Group entity)	Capman Conpro Pvt Ltd	
	Cubex Constructions Pvt Ltd	
	Elpro Machinery Pvt Ltd	
	Everlon Estate Pvt Ltd	
	Everlone Machinery Pvt Ltd	
Praneta Realty Pvt Ltd (Tayal Group entity)	Expro Constructions Pvt Ltd	
	Hikal Pro-Estate Pvt Ltd	
	Allcon Estate Pvt Ltd	
	Conart Conpro Pvt Ltd	
Krishna Knitwear Technologies Ltd (Tayal Group entity)	Avera Engineering Pvt Ltd	
	Avera Machinery Pvt Ltd	
	Avera Properties Pvt Ltd	
	Elnet Conpro Pvt Ltd	
	Elpro Machinery Pvt Ltd	
	Envair Realty Pvt Ltd	
	Everlone Machinery Pvt Ltd	
Ahmednagar Investments Pvt. Ltd. (Promoter Group entity)	Avon Realcon Pvt Ltd	Common Director- Dinesh Jain was a director in 2 Promoter Group companies and 6 Silvassa Group companies
Giriganga Investments Pvt. Ltd. (Promoter Group entity)	Axtel Properties Pvt Ltd	
	Capman Conpro Pvt Ltd	
	Charms Holding Pvt Ltd	
	Sukh-Suvidha Real Estate Ltd	
	Alpha (India) Properties Ltd	
Jaybharat Textile and Real Estates Ltd. (Tayal Group entity)	Avery Procon Pvt. Ltd.	Common Director- Anil Kumar Dubey was a director in in 2 Tayal Group companies and 3 Silvassa Group companies
KSL & Industries Ltd. (Tayal Group entity)	Dulron Procon Pvt. Ltd.	
		Kanishka Infrastructure Pvt. Ltd.

- ii) Apart from those mentioned in the table above, many of the Silvassa Group companies also had common directors with other companies in the same group. Details are as given below:

Sr. No.	Name of the Directors	Name of the companies of Silvassa Group
1.	Premsagar Vishwanath Tiwari	Acrow Constructions Pvt Ltd.
		Cubex Constructions Pvt Ltd
		Expro Constructions Pvt Ltd
		Hikal Pro-Estate Pvt Ltd
2.	Arun Kumar Gupteshwar Pandey	Acrow Realcon Pvt Ltd
		Badal Realty Private Ltd
		Capman Conpro Private Ltd
		Charms Holding Private Limited
3.	Madhusudan Dinabandh	Avera Properties Private Limited
		Axon Realpro Private Limited
		Bodal Conpro Private Ltd
		Hanuman Cultivation Private Limited
4.	Chandrashekhar Pandey	Avery Procon Pvt Ltd
		Dulron Procon Pvt Ltd
		Envair Realty Private Limited
		Kanishka Infrastructure Private Limited
5.	Nitish Jayram Nayak	Charms Holding Private Limited
		Sukh-Suvidha Real Estate Ltd
		Alpha (India) Properties Ltd
		Hikal Pro-Estate Pvt Ltd
6.	Jayeshkumar Nanalal Ghadiyali	Elnet Conpro Private Limited
		Hanuman Cultivation Private Limited
		Jyoti Harvesting Pvt Ltd
		Omkar Cultivators Pvt Ltd
		Siddhi Cultivation Private Limited
		Uday Plantation Private Limited
7.	Harbinder Kumar	Sukh-Suvidha Real Estate Ltd
		Alpha (India) Properties Ltd

II. Through Transfer of shares

Investigation observed that the shares of BoR, sold by the Promoter Group entities were bought by companies of Yadav and Sivassa Group which were found to be related. The flow of shares can be illustrated as below:



26. From the above it can be observed that the shares were transferred mainly by three Promoter Group entities Global Softech Pvt Ltd, Sovotex Textile Pvt. Ltd. and Ginger Clothing Pvt. Ltd. Details of the same are as given below:

- a. **Global Softech Pvt. Ltd.**, a Promoter Group company, as shown above, held a total of 62,26,800 shares (4.63%) as on November 3, 2007. It transferred all the shares in off-market to Yadav Group entities on March 25, 2008 and March 26,2008.

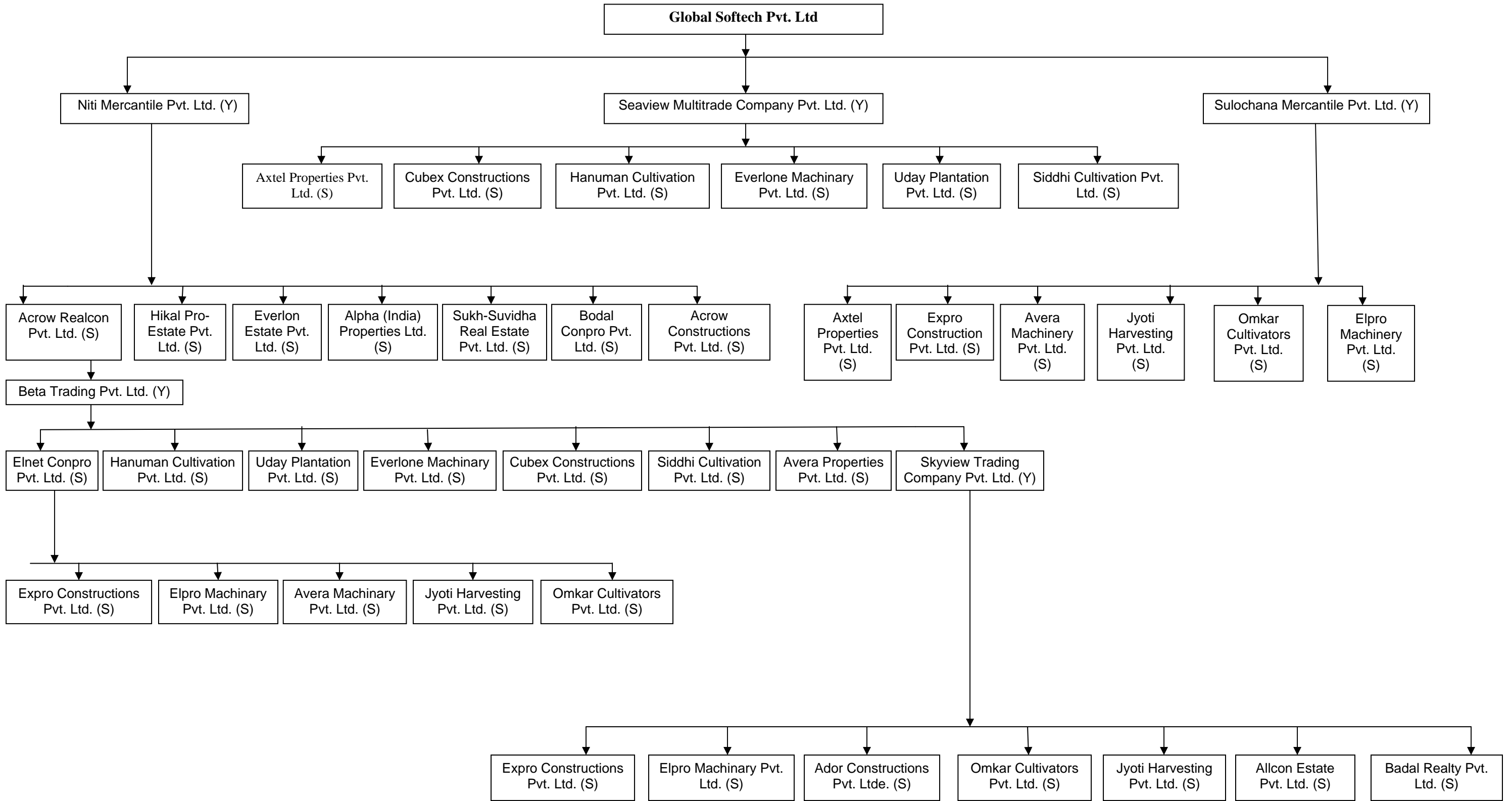
Sr. No.	Name of entities to whom transferred	No of shares transferred
1	Niti Mercantile Company Pvt. Ltd.	22,76,898
2	Seaview Multitrade Company Pvt. Ltd.	14,75,649
3	Sulochana Mercantile Pvt. Ltd.	24,74,253
	Total	62,26,800

- i. Further it was observed that the Yadav Group entities (Y) subsequently transferred 62,26,800 shares of BoR thus received by them to certain Silvassa Group entities (S) in off-market. There were also a few instances wherein shares were sold by one Yadav Group company to another company of the same group, but ultimately the shares were transferred to Silvassa Group companies. Details of the same are as follows:

FROM				TO				
Name	No. of Shares	Name	No. of Shares	Name	No. of Shares	Name	No. of Shares	
Niti Mercantile Pvt. Ltd. (a Yadav Group company)	955820	Acrow Realcon Pvt. Ltd. (S)	280980	Beta Trading Pvt. Ltd. (a Yadav Group company)	1325000	Elnet Conpro Pvt. Ltd. (S)	253743	Expro Constructions Pvt. Ltd. (S)
						Elpro Machinery Pvt. Ltd. (S)	285093	Elpro Machinery Pvt. Ltd. (S)
						Avera Machinery Pvt. Ltd. (S)	215000	Avera Machinery Pvt. Ltd. (S)
						Jyoti Harvesting Pvt. Ltd. (S)	390101	Jyoti Harvesting Pvt. Ltd. (S)
						Omkar Cultivators Pvt. Ltd. (S)	446063	Omkar Cultivators Pvt. Ltd. (S)
					175325	Hanuman Cultivation Pvt. Ltd. (S)		
					285980	Uday Plantation Pvt. Ltd (S)		
					240807	Everlone Machinery Pvt. Ltd. (S)		
					391410	Cubex Constructions Pvt. Ltd. (S)		
					351322	Siddhi Cultivation Pvt. Ltd. (S)		
30350	Avera Properties Pvt. Ltd. (S)							

							278251	Expro Constructions Pvt. Ltd. (S)
							187231	Elpro Machinery Pvt. Ltd. (S)
					1170317	Skyview Trading Company Pvt. Ltd (a Yadav Group company)	160537	Ador Constructions Pvt. Ltd. (S)
							245970	Omkar Cultivators Pvt. Ltd. (S)
							456501	Jyoti Harvesting Pvt. Ltd. (S)
							360950	Allcon Estate Pvt. Ltd. (S)
							95551	Badal Realty Pvt. Ltd. (S)
	306290	Hikal Pro-Estate Pvt. Ltd. (S)						
	209050	Everlon Estate Pvt. Ltd. (S)						
	323789	Alpha (India) Properties Ltd. (S)						
	289756	Sukh-Suvidha Real Estate Pvt. Ltd. (S)						
	221952	Bodal Conpro Pvt. Ltd. (S)						
	234456	Acrow Constructions Pvt. Ltd. (S)						
Seaview Multitrade Company Pvt. Ltd (a Yadav Group company)	150000	Axtel Properties Pvt. Ltd. (S)						
	316078	Cubex Constructions Pvt. Ltd. (S)						
	517208	Hanuman Cultivation Pvt. Ltd. (S)						
	209316	Everlone Machinery Pvt. Ltd. (S)						
	322744	Uday Plantation Pvt. Ltd. (S)						
	225432	Siddhi Cultivation Pvt. Ltd. (S)						
Sulochana Mercantile Pvt. Ltd. (a Yadav Group company)	1153105	Axtel Properties Pvt. Ltd. (S)						
	412658	Expro Construction Pvt. Ltd. (S)						
	363245	Avera Machinery Pvt. Ltd. (S)						
	261822	Jyoti Harvesting Pvt. Ltd. (S)						
	196875	Expro Constructions Pvt. Ltd. (S)						
	177568	Omkar Cultivators Pvt. Ltd (S)						
	370084	Elpro Machinery Pvt. Ltd. (S)						

ii. The above is represented in a pictorial form below:



(S) refers to Silvassa Group, (Y) refers to Yadav Group

- b. **Sovotex Textile Pvt. Ltd.**, wherein Shri Navin Kumar Tayal was appointed as authorized person to execute share market deals on behalf of the company, held 75 lakh shares (4.65%) in physical form. Out of 75 lakh shares, 71.05 lakh were transferred to the six Silvassa Group entities mentioned below:

Sr. No.	Name of entities (transferee)	No of shares (in lakh)	Consideration amount (Rs. In lakh)
1	Shreenath Harvesting Pvt. Ltd.	12.50	387.50
2	Bajrang Farming Pvt. Ltd.	15.62	484.22
3	Ennor Engineering Pvt. Ltd.	15.63	484.53
4	Carnet Estates Pvt. Ltd.	12.50	387.50
5	Amex Infrastructure Pvt. Ltd.	04.80	148.80
6	Cranes Real Estate Pvt. Ltd.	10.00	310.00
	Total	71.05	2,202.55

- c. **Ginger Clothing Pvt. Ltd.** held 60 lakh shares (3.72%) in physical form. It transferred all the shares in off-market to the five Silvassa Group entities named below:

Sr. No.	Name of entities (transferee)	No of shares (in lakh)	Consideration amount (Rs. In lakh)
1	Ennore Procon Pvt. Ltd.	12.48	399.36
2	Cupid Estatecon Pvt. Ltd.	12.61	403.52
3	Karan Conpro Pvt. Ltd.	12.44	398.08
4	Calcom Realty Pvt. Ltd.	12.47	399.04
5	Shankar Commodities Pvt. Ltd.	10.00	310.00
	Total	60.00	1,910.00

It was observed that Global Softech Pvt. Ltd., Sovotex Textile Pvt. Ltd. and Ginger Clothing Pvt. Ltd. had transferred more than 1.9 crore shares in off-market to Silvassa Group companies and some Yadav Group companies which collectively accounted for 13% reduction in the shareholding of the Promoter Group.

- d. Promoter Group entities other than those mentioned above, reduced their holdings collectively by 2.57% by transferring shares to Silvassa Group. Details are as follows:

Sr.No	Promoter entity	Shares Transferred		Name of the transferee	Mode of transfer
		Numbers	% to the total capital		
1	21 st Century Entertainment Pvt. Ltd	103258	0.07	Bodal Conpro Pvt. Ltd.	Off-market
2	Ahmednagar Investments Pvt. Ltd.	1566097	1.19	Dulron Procon Pvt. Ltd. Capman Conpro Pvt. Ltd.	1346097 shares trf. through off-market and 220000 shares sold in market.
3	Cumballa Hill Property Developers Pvt. Ltd.	78450	0.04	Capman Conpro Pvt. Ltd.	Off-market
4	Cyber Info Zeeboomba.com Ltd.	109363	0.07	Badal Realty Pvt. Ltd.	Off-market
5	Cyber Infosystem and Technologies Ltd.	88985	0.05	Capman Conpro Pvt. Ltd.	Off-market
6	EDC Securities Pvt. Ltd.	115260	0.08	Badal Realty Pvt. Ltd.	Off-market
7	Giriganga Investments Pvt. Ltd.	1370799	1.01	Dulron Procon Pvt. Ltd. Badal Realty Pvt. Ltd.	Off-market
8	Sumander Property Developers Pvt. Ltd.	98763	0.06	Bodal Conpro Pvt. Ltd.	Off-market
	Total	3530975	2.57		

27. Apart from the above, shares were transferred in the off market between Tayal, Silvassa and Yadav Group companies as well. Details of the same are given below:

Taval to Yadav

Sellers	Buyers	No. Of Shares
Jayshree Petro Chemicals Pvt Ltd (T)	Madan Multitrade Pvt Ltd (Y) Punit Mercantile Pvt Ltd (Y)	28088 280889
Megna Developers P Ltd (T)	Madan Multitrade Pvt Ltd (Y)	974738
Praneta Properties Pvt Ltd (T)	Prajay Trading Company Pvt Ltd (Y)	614000
Praneta Realty Pvt Ltd (T)	Prajay Trading Company Pvt Ltd (Y)	702000
	Total	2599715

Taval to Silvassa

Sellers	Buyers	No. Of Shares
Praneta Properties Pvt Ltd (T)	Alpha (India) Properties Ltd (S) Charms Holding Pvt Ltd (S)	1029224 529018
Praneta Realty Pvt Ltd (T)	Charms Holding Pvt Ltd (S) Sukh-Suvidha Real Estate Ltd (S)	447081 1107900
	Total	3113223

Tayal to Tayal

Sellers	Buyers	No. Of Shares
Megna Developers P Ltd (T)	Praneta Properties Pvt Ltd (T)	111641

Silvassa to Yadav

Sellers	Buyers	No. Of Shares
Anil Kumar Dubey (S)	Akshar Mercantile Pvt Ltd (Y)	142000
Avery Procon Pvt Ltd (S)	Punit Mercantile Pvt Ltd (Y)	50328
Axon Realpro Pvt Ltd (S)	Akshar Mercantile Pvt Ltd (Y) Punit Mercantile Pvt Ltd (Y)	45094 922858
Dulron Procon Pvt Ltd (S)	Laksh Mercantile Pvt Ltd (Y)	1250000
	Total	2410280

Silvassa to Tayal

Sellers	Buyers	No. Of Shares
Avery Procon Pvt Ltd (S)	Praneta Properties Pvt Ltd (T)	11042
Axon Realpro Pvt Ltd (S)	Praneta Properties Pvt Ltd (T)	692352
	Praneta Realty Pvt Ltd (T)	857648
	Total	1561042

Silvassa to Silvassa

Sellers	Buyers	No. Of Shares
Kanishka Infrastructure Pvt Ltd (S)	Avera Machinery Pvt Ltd (S)	268559
	Elpro Machinery Pvt Ltd (S)	439702
	Expro Constructions Pvt Ltd (S)	366358
	Jyoti Harvesting Pvt Ltd (S)	256790
	Omkar Cultivators Pvt Ltd (S)	231789
	Total	1563198

Yadav to Silvasaa

Sellers	Buyers	No. Of Shares
Aim Multitrade Company Pvt Ltd (Y)	Ador Construction Pvt Ltd (S)	90336
	Badal Realty Pvt Ltd (S)	284735
	Hikal Pro-Estate Pvt Ltd (S)	315265
	Uday Plantation Pvt Ltd (S)	31791
Akshar Mercantile Pvt Ltd (Y)	Ador Construction Pvt Ltd (S)	230055
	Avon Realcon Pvt Ltd (S)	200505
	Badal Realty Pvt Ltd (S)	193468
	Bodal Conpro Pvt Ltd (S)	215343
	Capman Conpro Pvt Ltd (S)	175960
	Charms Holding Pvt Ltd (S)	299967
	Conart Conpro Pvt Ltd (S)	245033
Anoop Multitrade Pvt Ltd (Y)	Avon Realcon Pvt Ltd (S)	770002
	Cubex Constructions Pvt Ltd (S)	204060
	Envair Realty Pvt Ltd (S)	1236900
	Hanuman Cultivation Pvt Ltd (S)	298030
	Kanishka Infrastructure Pvt Ltd (S)	594905
	Siddhi Cultivation Pvt Ltd (S)	89435
Anshul Mercantile Pvt Ltd (Y)	Uday Plantation Pvt Ltd (S)	215872
	Ador Construction Pvt Ltd (S)	725590
	Avera Engineering Pvt Ltd (S)	1310273
	Conart Conpro Pvt Ltd (S)	305404
	Cubex Constructions Pvt Ltd (S)	109030
	Everlone Machinery Pvt Ltd (S)	199629
	Hanuman Cultivation Pvt Ltd (S)	199650
	Siddhi Cultivation Pvt Ltd (S)	251993
Uday Plantation Pvt Ltd (S)	85066	
Hiren Trading Company Pvt Ltd (Y)	Acrow Constructions Pvt Ltd (S)	485663
	Alpha (India) Properties Ltd (S)	236950
	Conart Conpro Pvt Ltd (S)	222400
	Hikal Pro-Estate Pvt Ltd (S)	298760
	Sukh-Suvidha Real Estate Ltd (S)	234765
Inorbit Trading Company Pvt Ltd (Y)	Cubex Constructions Pvt Ltd (S)	82333
	Everlone Machinery Pvt Ltd (S)	441070
	Hanuman Cultivation Pvt Ltd (S)	418959

	Siddhi Cultivation Pvt Ltd (S)	286045
	Uday Plantation Pvt Ltd (S)	125332
Laksh Mercantile Pvt Ltd (Y)	Allcon Estate Pvt Ltd (S)	233090
	Avera Machinery Pvt Ltd (S)	175989
	Badal Realty Pvt Ltd (S)	283780
	Capman Conpro Pvt Ltd (S)	193513
	Everlon Estate Pvt Ltd (S)	298333
	Hikal Pro-Estate Pvt Ltd (S)	315295
Madan Multitrade Pvt Ltd (Y)	Ador Construction Pvt Ltd (S)	293482
	Avon Realcon Pvt Ltd (S)	234671
	Bodal Conpro Pvt Ltd (S)	123790
	Capman Conpro Pvt Ltd (S)	175363
	Everlon Estate Pvt Ltd (S)	834019
	Kanishka Infrastructure Pvt Ltd (S)	707760
Palaash Construction Pvt Ltd (Y)	Everlone Machinery Pvt Ltd (S)	268880
	Siddhi Cultivation Pvt Ltd (S)	327308
	Uday Plantation Pvt Ltd (S)	333215
Prajay Trading Company Pvt Ltd (Y)	Acrow Constructions Pvt Ltd (S)	715223
	Ador Construction Pvt Ltd (S)	264252
	Expro Constructions Pvt Ltd (S)	275960
	Hikal Pro-Estate Pvt Ltd (S)	323765
Punit Mercantile Pvt Ltd (Y)	Allcon Estate Pvt Ltd (S)	845550
	Avon Realcon Pvt Ltd (S)	292128
	Badal Realty Pvt Ltd (S)	193030
	Charms Holding Pvt Ltd (S)	80000
	Conart Conpro Pvt Ltd (S)	215000
Sarveshwara Trading Company Pvt Ltd (Y)	Avera Machinery Pvt Ltd (S)	243761
	Avon Realcon Pvt Ltd (S)	130785
	Badal Realty Pvt Ltd (S)	186321
	Bodal Conpro Pvt Ltd (S)	383117
	Capman Conpro Pvt Ltd (S)	105779
	Charms Holding Pvt Ltd (S)	103468
	Conart Conpro Pvt Ltd (S)	111215
	Jyoti Harvesting Pvt Ltd (S)	130335
	Omkar Cultivators Pvt Ltd (S)	168790
Vinay Mercantile Pvt Ltd (Y)	Acrow Realcon Pvt Ltd (S)	280980
	Allcon Estate Pvt Ltd (S)	132544
	Avera Machinery Pvt Ltd (S)	289456
	Elpro Machinery Pvt Ltd (S)	267890
	Everlon Estate Pvt Ltd (S)	125784
	Expro Constructions Pvt Ltd (S)	188990
	Jyoti Harvesting Pvt Ltd (S)	290336
	Omkar Cultivators Pvt Ltd (S)	265000
	Total	23118521

Yadav to Yadav

Sellers	Buyers	No. Of Shares
Akshar Mercantile Pvt Ltd (Y)	Sarveshwara Trading Company Pvt Ltd (Y)	412000
Anoop Multitrade Pvt Ltd (Y)	Anshul Mercantile Pvt Ltd (Y)	1467259
Anshul Mercantile Pvt Ltd (Y)	Aim Multitrade Company Pvt Ltd (Y)	607750
	Hiren Trading Company Pvt Ltd (Y)	1232115
	Skyview Trading Company Pvt Ltd (Y)	100000

Punit Mercantile Pvt Ltd (Y)	Aim Multitrade Company Pvt Ltd (Y)	50000
	Inorbit Trading Co Pvt Ltd (Y)	300000
	Palaash Construction Pvt Ltd (Y)	239268
Starview Mercantile Co Pvt Ltd (Y)	Anoop Multitrade Pvt Ltd (Y)	55962
	Beta Trading Pvt Ltd (Y)	1540529
	Vinay Mercantile Pvt Ltd (Y)	1580980
	Total	7585863

(P) refers to Promoter Group (Y) refers to Yadav Group, (S) refers to Silvassa Group and (T) refers to Tayal Group

III. Through Transfer of Funds

28. Apart from the off market transfers, certain Tayal, Yadav and Silvassa Group entities also purchased shares of BoR in market transactions. The payments for these market purchases were made by Promoter/Tayal/ Silvassa Group either directly to the brokers or through the layering of funds within the groups.

29. Details of direct payment to brokers by the Promoter Group, Tayal Group and Silvassa Group entities are as follows:

Parties who made third party payments	Group	Amount Rs. (in lakh)	Entity/ Client on behalf of whom payments were made to Brokers	Name of the broker	Total net obligation to broker Amount Rs. (in lakh)
Cyber Infosystems and Technologies Ltd.	Promoter	300.00	Starview Mercantile Company Pvt. Ltd. (Yadav)	Finquest Securities Pvt. Ltd. [Member BSE]	4650.09
Axon Realpro Pvt. Ltd.	Silvassa	100.00			
K-Lifestyle and Industries Ltd. (previously known as Krishna Lifestyle Technologies Ltd.)	Tayal	100.00			
NA		90.00			
		Total 590.00			
K-Lifestyle and Industries Ltd. (Previously known as Krishna Lifestyle Technologies Ltd.)	Tayal	200.00	Palaash Construction Pvt. Ltd. (Yadav)	Finquest Securities Pvt. Ltd. [Member BSE]	1665.33
Krishna Knitwear Technology Ltd.	Tayal	72.50			
		Total 272.50			
Krishna Knitwear Technology Ltd.	Tayal	300.00	Anoop Multitrade Pvt. Ltd. (Yadav)	Finquest Securities Pvt. Ltd. [Member BSE]	5116.37
Megna Developers Pvt. Ltd.	Tayal	200.00			
Cyber Infosystems and Technologies Ltd.	Promoter	250.00			
Cyberinfo Zeeboomba .com Ltd.	Promoter	33.15			
		Total 783.15			
NA		150.00	Axon Realpro Pvt. Ltd. (Silvassa)	Finquest Securities Pvt. Ltd. [Member BSE] [Member NSE]	1327.93
NA		115.00			
K-Lifestyle and Industries Ltd. (previously known as Krishna Lifestyle Technologies Ltd.)	Tayal	1500.00			
		Total 1765.00			
NA		8.50	Anshul Mercantile Pvt. Ltd. (Yadav)	R.R.Chokhani Stock Brokers Pvt. Ltd. [Member BSE]	6781.01
NA		13.32			
NA		112.78			

NA		400.00			
NA		200.00			
NA		50.00			
NA		9.00			
Cyber Infosystems and Technologies Ltd.	Promoter	270.00			
Krishna Knitwear Technology Ltd.	Tayal	330.70			
Hotline Textile and Infrastructure Pvt. Ltd.	Tayal	285.00			
KSL and Industries Ltd.	Tayal	25.00			
Cyberinfo Zeeboomba .com Ltd.	Promoter	55.00			
21 st Century Entertainment Pvt. Ltd.	Promoter	95.00			
		Total 1854.30			
NA		2.22	Avery Procon Pvt. Ltd. (Silvassa)	R.R.Chokhani Stock Brokers Pvt. Ltd. [Member BSE]	76.46
Eskay K 'n' IT India Ltd.	Tayal	23.13			
		Total 25.35			
Krishna Knitwear Technology Ltd.	Tayal	150.00	Beta Trading Pvt. Ltd. (Yadav)	R.R.Chokhani Stock Brokers Pvt. Ltd. [Member BSE]	1926.35
Brescon Infra Pvt. Ltd.	Silvassa	100.00			
Jyotsana Developers Pvt. Ltd.	Tayal	26.00			
Hotline Textile and Infrastructure Pvt. Ltd.	Tayal	7.01			
NA		150.00			
NA		150.00			
NA		100.00			
NA		100.00			
		Total 783.01			
Eskay K 'n' IT India Ltd.	Tayal	14.98	Megna Developers Pvt. Ltd. (Tayal)	R.R.Chokhani Stock Brokers Pvt. Ltd. [Member BSE]	938.04
K-Lifestyle and Industries Ltd. (previously known as Krishna Lifestyle Technologies Ltd.)	Tayal	75.00			
NA		100.00			
NA		75.00			
		Total 264.98			
21 st Century Entertainment Ltd.	Promoter	15.85	Madan Multitrade Pvt. Ltd. (Yadav)	Angel Broking Ltd [previously known as Angel Capital and Debt Market Ltd.] [Member NSE]	592.84
		Total 15.85			
21 st Century Entertainment Pvt. Ltd.	Promoter	7.73	Punit Mercantile Pvt. Ltd. (Yadav)	Angel Broking Ltd [previously known as Angel Capital and Debt Market Ltd.] [Member BSE]	402.38
NA		14.49		[Member NSE]	
		Total 22.22			
Brescon Infra Pvt. Ltd.	Silvassa	389.00	Avera Properties Pvt. Ltd. (Silvassa)	Senator Securities Pvt. Ltd. [Member BSE] [Member NSE]	983.24
		Total 389.00			

30. The details of fund transfers made by Promoter/Tayal Group to Yadav Group entities are as follows:

Source of Funds	Amount (Rs/ Crore)	Entities the funds were layered through	Amount (Rs/ Crore)	Entities the funds were layered through	Amount (Rs/ Crore)	Yadav Group	
Cyber Infosys & Technologies Ltd. (P)	0.55	direct			0.55	Anshul Mercantile Company Pvt Ltd.	
	0.40	direct			0.40	Palaash Constructions Company Pvt Ltd.	
Eskay K 'N' IT (India) Ltd (T)	1.27	Seaview Trading Company Pvt Ltd.	1.27	Topcare Trading Company P. Ltd.	0.59	Anshul Mercantile Company Pvt Ltd.	
	1.08	Watergate Mercantile Company Pvt Ltd.	1.08	Topcare Constructions Pvt Ltd.	0.59		
	0.97	direct			0.97		
	0.78	Montreal Trading Company P Ltd	0.78	Geonet Trading Company Pvt Ltd	0.19	Inorbit Trading Company Pvt Ltd.	
	0.87	Realstar Trading Company Pvt Ltd.	0.87	Newtree Mercantile Company Pvt Ltd.	0.86	Palaash Constructions Company Pvt. Ltd.	
	1.01	Superhouse trading Company Pvt Ltd.	1.04	Highzone Trading Company Pvt Ltd.	0.58		
	0.54	Montreal Trading Company P Ltd	0.54	Geonet Trading Company Pvt Ltd	0.53	Starview Mercantile Company Pvt Ltd.	
	0.96	Superhouse trading Company Pvt Ltd.	0.96	Highzone Trading Company Pvt Ltd.	0.95		
	1.23	Starview Mercantile Company Pvt Ltd.	1.23	Colorshop Trading Co. P Ltd.	0.61		
Global Softech Ltd. (P)	6.94	Montreal Trading Company P Ltd	0.99	Highzone Trading Company Pvt Ltd.	0.70	Beta Trading Company Pvt Ltd.	
	5.46	Akshar Mercantile Pvt Ltd.	0.83	Sarveshwara Trading Company Pvt. Ltd.	0.28		
			0.99	Vinay Mercantile Pvt Ltd	0.32		
	3.53	direct			3.53		
	6.19	Madan Multitrade Pvt Ltd.	0.79	Geonet Trading Company Pvt Ltd	0.50	Anshul Mercantile Company Pvt Ltd.	
	6.95	Superfine Trading Company Pvt Ltd.	0.99	Topcare Trading Company Pvt Ltd.	0.70		
	6.95	Watergate Mercantile Company Pvt Ltd.	0.98	Geonet Trading Company Pvt Ltd	0.65		
	5.38	Vinay Mercantile Pvt Ltd	0.96	Anoop Multitrade Pvt Ltd.	0.96		
	5.21	Madan Multitrade Pvt Ltd.	0.96	Colorshop Trading Co. P Ltd.	1.31	Palaash Constructions Company Pvt Ltd.	
			0.73	Starview Constructions P. Ltd.	0.82		
		7.01	Superhouse trading Company Pvt Ltd.	0.98	Beta Trading Company Pvt Ltd.		1.22
				0.87	Geonet Trading Company Pvt Ltd		
				0.86	Sarveshwara Trading Company Pvt. Ltd.		0.90
0.95	Topcare						
			NA	0.89			
Jaybharat Textiles & Real Estate Ltd.(T)	0.77	Realstar Trading Company Pvt Ltd.	0.77	Newtree Mercantile Company Pvt Ltd.	1.03	Anoop Multitrade Company Pvt Ltd.	
	0.79	Superhouse trading Company Pvt Ltd.	1.28	Highzone Trading Company Pvt Ltd.	0.69		
	0.30	Seaview Trading Company Pvt Ltd.	0.87	Topcare Trading Company P. Ltd.	0.70		
Krishna Knitwear Technologies Ltd. (T)	4.43	Seaview Trading Company Pvt Ltd.	0.90	NA	0.90	Beta Trading Company Pvt Ltd.	
	1.04	Montreal Trading Company P Ltd	1.04	Geonet Trading Company Pvt Ltd	0.47	Anshul Mercantile Company Pvt Ltd.	

Source of Funds	Amount (Rs/ Crore)	Entities the funds were layered through	Amount (Rs/ Crore)	Entities the funds were layered through	Amount (Rs/ Crore)	Yadav Group
	1.04	Infinite Mercantile Company Pvt Ltd.		NA	1.04	Palaash Constructions Company Pvt Ltd.
	1.08	Watergate Mercantile Company Pvt Ltd.	1.08	Topcare Constructions Pvt Ltd.	0.31	
	0.74	Superhouse trading Company Pvt Ltd.	0.74	Highzone Trading Company Pvt Ltd.	0.69	Starview Mercantile Company Pvt Ltd.
	0.52	Montreal Trading Company P Ltd	0.52	Geonet Trading Company Pvt Ltd	0.52	
KSL & industries Ltd. (T)	0.58	Infinite Mercantile Company Pvt Ltd.	0.58	Everframe Trading Company Pvt. Ltd.	0.57	Anoop Multitrade Company Pvt Ltd.
	2.21	Realstar Trading Company Pvt Ltd.	2.21	Newtree Mercantile Company Pvt Ltd.	2.18	
	1.44	Seaview Trading Company Pvt Ltd.	1.44	Topcare Trading Company P. Ltd.	1.43	
	0.46	Superhouse trading Company Pvt Ltd.	0.46	Highzone Trading Company Pvt Ltd.	0.46	
	0.70	Watergate Mercantile Company Pvt Ltd.	0.70	Topcare Constructions Pvt Ltd.	0.70	
	1.68	Superfine Trading Company Pvt Ltd.	1.68	Maginot Trading Company Pvt. Ltd	1.43	
	0.62	Starview Mercantile Company Pvt. Ltd.	0.63	Colorshop Trading Co. P Ltd.	0.62	

(P) refers to Promoter Group and (T) refers to Tayal Group

31. The Yadav Group entities that received funds from Promoter Group and Tayal Group companies were found to have purchased shares of BoR in the market. Details of the same are as follows:

Sr. No.	Name of entity	Buy (no. of shares)
1.	Anoop Multitrade Private Limited	5378191
2.	Anshul Mercantile Private Limited	6445382
3.	Beta Trading Private Limited	2154193
4.	Inorbit Trading Company Pvt Ltd	2174154
5.	Palaash construction Pvt Ltd	1793965
6.	Starview Mercantile Co Pvt Ltd	5087160
7.	Sarveshwara Trading Company Pvt Ltd	729876
8.	Akshar Mercantile Pvt Ltd	816500
9.	Madan Multitrade Pvt Ltd	598263

32. Thus the flow of funds and shares among the above four groups are as summarized below:

GROUPS		Transfer of shares	Transfer of funds		
From	To		Third Party Payments to Brokers (A) Rs/ crore	Fund Transfers (B) Rs/ crore	Total (A + B) Rs/ crore
Promoter	Yadav	62,26,800	10.27	54.57	64.84
	Silvassa	1,66,35,975	-	-	-
Tayal	Yadav	25,99,715	16.96	27.11	44.07

	Silvassa	31,13,223	15.23	-	15.23
Silvassa	Yadav	26,91,260	2.00	-	2.00
Yadav	Silvassa	3,49,20,954	-	-	--

33. Apart from the common directorship and common address among the groups as mentioned in para 24 and 25, the above transfer of funds as well as off market transfer of shares brings out the inter-relationship of the groups and thus, it can be concluded that all the four groups acted in concert for the common objective of the promoters holding control of BoR, and were PACs in terms of Regulation 2 (1) (e) of SAST Regulations, 1997.

34. Consequent to the transfers of the shares by the promoters to the entities who were related to the promoters and were the PACs the holdings of the promoters and their PACs are illustrated in the following table for the period from June 2007 to December 2009.

Entity	% shareholding for quarter ending										
	Jun 2007	Sep 2007	Dec 2007	Mar 2008	Jun 2008	Sep 2008	Dec 2008	Mar 2009	Jun 2009	Sep 2009	Dec 2009
Promoters (12 entities)	44.18	43.97	42.11	37.48	37.48	37.48	37.48	33.88	30.55	28.61	28.61
Tayal (4 entities)	2.09	3.11	2.91	2.91	1.93	1.93	1.93	0.00	0.00	0.00	0.00
Yadav (19 entities)	0.0	0.94	11.69	17.73	16.06	15.89	15.04	12.87	12.87	8.18	0.0
Silvassa (45 entities)	0.53	3.29	1.86	1.86	6.46	6.46	6.46	14.16	17.50	25.65	34.54
Total Actual	46.80	51.31	58.57	59.98	61.93	61.76	60.91	60.91	60.92	62.44	63.15
Disclosed to stock exchange	44.18	43.97	42.11	37.48	37.48	37.48	37.48	33.88	30.55	28.61	28.61

35. As can be seen from the above table the shareholding of the promoters and PACs increased from 46.80% to 63.15% whereas the disclosure which was made to the stock exchange was shown as reduced from 44.18% to 28.61%. Thus, wrong disclosures were made to the stock exchange.

36. The Noticees have submitted that immaterial linkages/ connections on the basis of independent transactions of fund transfers, on market and off market transfer of shares do not fall within the SAST Regulations. I am not inclined to agree with this submission. There is a plethora of case law that illustrates that connection/ relations can be established on the basis of such factors. For instance, in the matter of *Classic Credit Ltd. Vs. SEBI* (SAT Appeal no. 76/ 2003, Order dated January 9, 2007), wherein the Hon'ble SAT upheld the Order of the Adjudicating Officer. The SAT observed that

"It is clear from the reply filed by Classic that it did not dispute that the directors of some of the companies were same and that the companies operate from proximate addresses and the their shareholders are common. According to Classic these were not per se conclusive of the fact that the entities were acting together for a common purpose. On a consideration of of the material produced by the parties, the adjudicating officer came to a conclusion that all charges leveled against Classic...stood established..."

37. Further, in the case *Classic Credit Ltd. Vs. SEBI* (SAT Appeal no. 68/ 2003, Order dated December 8, 2006), the Hon'ble SAT held that

"... the adjudicating officer clarified and pointed out to the counsel that all the appellants had been acting in concert with each other and that the basis for such an observation was their constitutions, their shareholding pattern, their directors and the common addresses which they all had... No fault can, thus, be found with the action of the adjudicating officer."

38. Further, I note that in the matter *Classic Credit Ltd. Vs. SEBI* (SAT Appeal no. 68/ 2003, Order dated December 8, 2006), the Hon'ble SAT held that

" the adjudicating officer clarified and pointed out to the counsel that all the appellants had been acting in concert with each other and that the basis for such an observation was their constitutions, their shareholding pattern, their directors and the common addresses which they all had... the appellants failed to produce any material on the record to show that they were not linked with each other or that Ketan Parekh was not dealing with them. They produced no material to show that they were not acting in concert with each other. The adjudicating officer was right in not accepting a mere denial on the part of the appellants ..."

I note that the Noticees have not submitted any material in support of their contention that they were not linked with each other.

39. In view of the above, I find that connections/ relations have been established on the basis of common directors, common addresses, fund transfers, off market transfer of shares, and the submission of the Noticees is devoid of merit. Accordingly, I hold that the Promoter, Tayal, Yadav and Silvassa group were PACs.

40. I note that the Noticees have submitted that 'Fraud', under PFUTP Regulations, read with the definition of 'dealing in securities', is restricted to transactions of sale/ purchase with

the intent of inducing a third party to deal in securities, and there has not been any act/ omission that can be termed as 'fraudulent'. Further, a person cannot be said to have committed fraud unless his acts/ omissions have been conducted with the intention to induce another person to deal in securities. Once again, I find that the argument put forth by the Noticees is untenable. The definition of 'fraud' under the PFUTP Regulations is a broad definition. Moreover it is an inclusive definition, and is not restrictive. The requirement of intention does not exist in the PFUTP Regulations, 2003. Under the said Regulations, if the fact of manipulation is established, it will necessarily follow that the investors in the market had been induced to buy or sell. No further proof is required in the matter. The same was held in the case *Ketan Parekh Vs. SEBI* (Sat Appeal no. 2/2004, Order dated July 14, 2006).

41. Further, I find that the PFUTP Regulations prohibit a person from employing any manipulative or deceptive device in connection with the purchase or sale of securities or engaging in any act which operates as fraud or deceit upon any person in connection with dealing in securities. The Noticees, that is, promoters and their PACs by their act of concealment of correct disclosure to the market created an artifice and their act culminated in a fraud on the investor and the securities market. They reported their holdings to the company and in turn to the Stock Exchanges which were not true and they were aware of it being not true. Such disclosures have the effect of inducing general investors to purchase or sell shares. Thus the disclosures made by them were in the nature of fraud on investors dealing in the shares of BoR. Hence it is not necessary for one to have dealt in securities to attract the PFUTP Regulations; it would be enough if one has committed the fraud which has the potential to induce others to deal in securities. In the facts and circumstances of the case and the material discussed above, I find that the charges made in the show cause notice are established.

42. The Noticees belonging to the Promoter Group have also submitted that they had made off market transfers to comply with the RBI guideline. It is intriguing to note that all the Promoter Group Noticees had transferred shares in off market to Silvassa/ Yadav Group companies and around the same time. This cannot be a mere coincidence. It cannot be argued that these transfers were made in order to comply with the guidelines of RBI. Rather, these transfers were meant to give an illusion of compliance with RBI guidelines, whilst retaining hold over BoR.

43. Further, the Noticees have submitted running ledger accounts of entities to/ from whom they made/ received fund transfers or off market transfers of shares of BoR, or on whose behalf they made payments to brokers or who made payments to brokers on their behalf. I note that such adjustments occurred only during the investigation period. Further, the regular business activity of the Promoter Group companies is not the purchase and sale of shares, but during the investigation period, dues were being settled via the medium of off market transfers of BoR shares. Furthermore, even where dues of entities were settled by payment to brokers on their behalf, I observe that the payments were for purchase of shares of BoR. What is striking is that even with regard to fund transfers to entities, investigations revealed that entities receiving funds from Promoter/ Tayal Group companies made purchases of BoR shares on the market. This can in no way be a coincidence and given this perspective looks like transactions were made in this fashion to evade detection and to give an impression of legitimacy.
44. As demonstrated above, it is evident that the Noticees, that is, the Promoter Group, Tayal Group, Yadav Group and Silvassa Group were PACs and the Promoter Group and Tayal Group transferred shares to their PACs and there was the common objective of acquisition of shares and holding control over BoR. The holding of the Promoter Group through their PACs thus have gone up from 46.80% in June 2007 to 63.15% in December 2009, whereas they have shown decline in their holding from 44.18% as on quarter ending June 2007 to 28.61% in December 2009 to the BSE. Thus wrong disclosures were made to the exchange with respect to the holding of the Promoter Group. By giving such wrong and misleading information the promoters, alongwith the PACs, have perpetuated a fraud on the gullible investors. I am of the view that in cases such as this, wherein several entities operate together, it is essential to keep in mind the whole scheme of manipulation. It will be incorrect to rely solely on individuals roles, as each individual forms a part of the larger scheme of manipulation.
45. While this being so, the picture now emerges that the group entities transferred the shares in market and off market among themselves to depict a *prima-facie* impression that the shareholding had been dispersed over a larger number of shareholders whereas in effect the Promoter Group entities continued to hold, indirectly, the entire stake that was stated falsely to have been dispersed. This modus operandi of disclosing one thing to the market when actually the fact on the ground remaining quite to the contrary has, in my opinion, had an adverse impact on the investing populace by providing them wrong information and consequently inducing investors to believe in a position which was false.

46. From the above consideration of facts and submissions in the matter, I find that the Promoter Group of BoR, by their act of concealment of correct disclosure to the market perpetrated a fraud on the investor and securities market. Their reported holdings to BoR and in turn to the Stock Exchanges were not true and they were aware of it being not true. They employed the device to have a control over BoR without disclosing it to the market. True and faithful disclosure is a pre-requisite for a disclosure based regime where investors take informed decisions. Concealment of any such vital information or not furnishing material information is a fraud on the investors.

47. I observe from the submissions of Saurabh Tayal, Pravin Tayal, Sanjay Tayal and Naveen Tayal that the Promoter Group companies and Tayal Promoter Group companies were mainly controlled by them. Details of the same are as follows:

Sl No.	Name	Director of	Companies managed	Group
1.	Pravin Tayal	<ul style="list-style-type: none"> • 21st Century Entertainment Pvt. Ltd. • Cumballa Hill Property Developers Pvt. Ltd. • Cyber Info Zeeboomba.com Ltd. • EDC Securities Pvt. Ltd. • Sumander Property Developers Pvt. Ltd. 	<ul style="list-style-type: none"> • 21st Century Entertainment Pvt. Ltd. • Cumballa Hill Property Developers Pvt. Ltd. • Cyber Info Zeeboomba.com Ltd. • EDC Securities Pvt. Ltd. • Sumander Property Developers Pvt. Ltd. • Giriganga Investments Pvt. Ltd. 	Promoter Group Companies
2.	Sanjay Tayal	<ul style="list-style-type: none"> • 21st Century Entertainment Pvt. Ltd. • Ahmednagar Investments Pvt. Ltd. • Global Softech Pvt. Ltd. 	<ul style="list-style-type: none"> • Ginger Enterprises Ltd. • Sovotex Textiles Pvt. Ltd. • Ahmednagar Investments Pvt. Ltd. • Global Softech Pvt. Ltd. • Cyber Infosystems and Technologies Pvt. Ltd. 	Promoter Group Companies
3.	Saurabh Tayal	<ul style="list-style-type: none"> • Jaybharat Textile and Real Estate Ltd • KSL and Industries Ltd 	<ul style="list-style-type: none"> • Jaybharat Textile and Real Estate Ltd • KSL and Industries Ltd 	Tayal Group Companies
4.	Navin Tayal	<ul style="list-style-type: none"> • Eskay K 'n'IT (India) Ltd • Krishna Knitwear Technology Ltd • K-Lifestyle and Industries Ltd. • Hotline Textile and Infrastructure Pvt. Ltd. 	<ul style="list-style-type: none"> • Eskay K 'n'IT (India) Ltd • K-Lifestyle and Industries Ltd. • Hotline Textile and Infrastructure Pvt. Ltd. 	Tayal Group Companies

48. Hence, Saurabh Tayal, Pravin Tayal, Sanjay Tayal and Naveen Tayal were persons who were controlling the Promoter Group and Tayal Group companies and were thus the main persons in execution of the game plan as elaborated above. They being the mastermind behind the above scheme, their act of manipulation as established above becomes more onerous. Further, Sovotex Textile Pvt. Ltd., wherein Shri Navin Kumar Tayal was appointed as the authorized person to execute share market deals on behalf of the

company, held 75 lakh shares (4.65%) in physical form. Out of 75 lakh shares, 71.05 lakh were transferred to six Silvassa Group entities as noted earlier.

49. From the replies of the other directors, I note that Ajay Ramesh Gupta has submitted that he was an independent director of Eskay K'nit(India) Ltd and K- Lifestyle and Industries Ltd. However, I note that he was the Managing Director of KSL and Industries Ltd., during which time the company made payments to brokers on behalf of purchases by Anshul Mercantile, as noted above, and hence liable for the acts of the company. Moreover, he was also a director of Krishna Knitwear Technology Ltd, which was an unlisted company during the investigation period. Further, Kulwinder Kumar Nayyar has submitted that he was appointed as a non-executive independent director of Jaybharat Textile and Real Estate Ltd only after the investigation period was over. Nevertheless, Kulwinder Kumar Nayyar was a director in other Tayal Group companies, including Hotline Textile and Infrastructure Pvt. Ltd., a private limited, during the investigation period, as noted above, and was thus responsible for the acts and omissions of the companies where he was a director during the investigation period. Similarly, Narayan R. Ghumatkar, Jodharam Dhaka, Jagdish Tamboli and Sanjay Ankush Sadrekar were directors of private limited companies that had only a few directors on their boards. For instance, in Jyotsana Developers Pvt. Ltd., Jagdish Tamboli and Sanjay Ankush Sadrekar are the only directors of the company as per the details available on the website of the Ministry of Corporate Affairs (MCA). Similarly, Cumballa Hill Property Developers Pvt. Ltd., of which Narayan Ghumatkar was a director, and Jayshree Petrochemicals Pvt. Ltd where Jodharam Dhaka was a director, had only two members on their respective boards. In such a scenario, it is difficult to accept the contention that these directors knew nothing of the goings-on in the companies of which they were directors. Further, Shivpratap Sitaram Jolly, Mahendra Kumar Gopi Krishna Aggarwal and Deepak Mathur were the Managing Directors (MDs) of the companies named in the table at para 8 above, and must be held responsible for the conduct of the companies.
50. A company acts through its board of directors. The directors should be responsible for the acts of omission and commission of the company. Thus, the directors of these companies, being in charge of the affairs of the companies, were responsible for the acts and omissions thereof. Thus, the above directors of the Noticee companies cannot escape their liability in the matter.

51. With respect to Sangeeta Sawant, director of 30 Yadav Group companies, I note that during the investigations she had stated that she did not know the whereabouts of the companies of which she is a director. She had also admitted that in anticipation of some benefit, she had signed the documents provided for forming these companies. Moreover, the SCN was delivered to her address at 2/6, Rajaram Yadav Chawl, Utkarsh Nagar, YP Road, Bhandup (W), Mumbai-400078. However, thereafter she refused to accept delivery of letters, including letter of reminder and hearing notice. In such a scenario, I have no choice but to view her willful non cooperation as an implied acquiescence of the charges against her. Further, I note that the Hon'ble SAT, in the matter *Classic Credit Vs. SEBI (December 8, 2006)* observed that

"...the appellants did not file any reply to the 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."

In respect of Girish Chand Yadav, the other director of 30 Yadav Group companies, the SCN was published as noted earlier but no reply has been received till date. In view of the same, Sangeeta Sawant along with Girish Chand Yadav, being directors of 30 Yadav Group companies that were instrumental in the scheme of manipulation cannot shy away from their responsibility, and have to be held liable for the transactions entered into by the companies in which they were directors.

52. In view of the above facts I am of the opinion that charges of violation of the provisions of Section 12 A (a), (b) and (c) of the SEBI Act and Regulation 3(a), 3(b), 3(c), 3(d), 4(1) and 4(2)(f) of the PFUTP Regulations against Noticee No's 1-118, stand established.

53. I will now deal with the issue of violation of Regulation 8(2) of the SAST Regulations by Noticee No's 5-15, which reads as under:

8. Continual Disclosures

(2) A promoter or every person having control over a company shall, within 21 days from the financial year ending March 31, as well as the record date of the company for the purposes of declaration of dividend, disclose the number and percentage of shares or voting rights held by him and by persons acting in concert with him, in that company to the company.

54. From the above discussion, I note that it is established that the Promoters of BoR, alongwith their PACs, had retained control over the company. As noted earlier, their reported holdings to the company and in turn to the Stock Exchanges were not true and they were aware of it being not true. They employed the device to have a control over BoR without disclosing it to the market. In view of the same, I find that the Noticee No's

5-15, who were the promoters of the company, violated Regulation 8(2) of the SAST Regulations.

55. I shall now consider the issue of whether Noticee No's 38, 44, 46 and 70 violated Regulation 11 (1) of the SAST Regulations. The relevant Regulation reads as under:

Consolidation of Holdings

11(1). No acquirer who, together with persons acting in concert with him, has acquired, in accordance with the provisions of law, 15 per cent or more but less than fifty five per cent (55%) of the shares or voting rights in a company, shall acquire, either by himself or through or with persons acting in concert with him, additional shares or voting rights entitling him to exercise more than 5% of the voting rights, in any financial year ending on 31st March unless such acquirer makes a public announcement to acquire shares in accordance with the regulations.

56. I note that during the investigation it was observed that the Promoters of BoR along with their PACs were holding 46.80% on June 30, 2007 and the holding increased to 59.05% as on March 31, 2008. It was alleged that on October 4, 2007 the prescribed limit of 5% was breached by further acquisition. Four Yadav Group companies, namely Anoop Multitrade Pvt. Ltd., Inorbit Trading Company Pvt. Ltd., Madan Multitrade Pvt. Ltd. and Punit Mercantile Pvt. Ltd. acquired shares on October 4, 2007 and thereby crossed 5% limit. By acquiring more than 5% shares of issued capital in one financial year without giving Public Announcement, the aforesaid 4 entities were alleged to have violated Regulation 11 (1) of the SAST Regulations.
57. From the details available on record, I note that these four Noticees, between October 1, 2007 and October 4, 2007 acquired shares of BoR as follows:

Name	Total no. of Shares Purchased
Inorbit Trading Co. Pvt. Ltd.	81016
Anoop Multitrade Pvt. Ltd.	48186
Madan Multitrade Pvt Ltd	56000
Punit Mercantile Pvt Ltd	22000
Total	207202

58. The holding of the promoters and PACs increased from 46.80% on June 30, 2007 to 59.05% on March 31, 2008. On March 31, 2008, the holding of the Promoters alongwith their PACs was 59.98% I find that there has been increase in the shareholding by more than 5% during the financial year April 1, 2007 to March 31, 2008. It has been alleged that the 5% limit has been breached by the four entities as given in the table above. From

the above table, I note that these four Yadav Group companies acquired a total of 207202 shares of BoR between October 1, 2007 to October 4, 2007. This amounts to less than 0.50% of BoR shares. There is no information on record to show that the four entities acquired shares which breached 5% limit as alleged during the financial year April 1, 2007 to March 31, 2008. In view of the same, I find that the allegation of violation of Regulation 11 (1) of the SAST Regulations by Noticee No's 38, 44, 46 and 70, does not stand established.

59. The next issue is whether Noticee No's 38, 39, 40, 44, 46, 51, 54, 59, 70, 109 violated Regulation 11 (2) of the SAST Regulations. The relevant Regulation is produced below:

Consolidation of Holdings

11(1). No acquirer ...

11 (2). No acquirer, who together with persons acting in concert with him holds, fifty-five per cent (55%) or more but less than seventy-five per cent (75%) of the shares or voting rights in a target company, shall acquire either by himself or through 1[or with] persons acting in concert with him any additional shares 2[entitling him to exercise voting rights] or voting rights therein, unless he makes a public announcement to acquire shares in accordance with these Regulations:

Provided that in a case where the target company had obtained listing of its shares by making an offer of at least ten per cent (10%) of issue size to the public in terms of clause (b) of sub-rule (2) of rule 19 of the Securities Contracts (Regulation) Rules, 1957, or in terms of any relaxation granted from strict enforcement of the said rule, this sub-regulation shall apply as if for the words and figures _seventy-five per cent (75%)', the words and figures _ninety per cent (90%)' were substituted.]

Provided further that such acquirer may, 4[notwithstanding the acquisition made under regulation 10 or sub-regulation (1) of regulation 11,] without making a public announcement under these Regulations, acquire, either by himself or through or with persons acting in concert with him, additional shares or voting rights entitling him upto five per cent. (5%) voting rights in the target company subject to the following:-

- (i) the acquisition is made through open market purchase in normal segment on the stock exchange but not through bulk deal /block deal/ negotiated deal/ preferential allotment; or the increase in the shareholding or voting rights of the acquirer is pursuant to a buy back of shares by the target company;*
- (ii) the post acquisition shareholding of the acquirer together with persons acting in concert with him shall not increase beyond seventy five per*

60. I note that on November 9, 2007 the Promoters and PACs held a total of 54.99% in BoR shares, that is, 5,91,47,665 shares. Thereafter, nine Yadav Group companies, namely, Anoop Multitrade Pvt. Ltd., Inorbit Trading Company Pvt. Ltd., Starview Mercantile

Company Pvt. Ltd., Madan Multitrade Pvt. Ltd., Anshul Mercantile Pvt. Ltd., Palaash Construction Pvt. Ltd., Sarveshwara Trading Company Pvt. Ltd., Punit Mercantile Pvt. Ltd. and Beta Trading Pvt. Ltd., along with Dulron Procon Pvt. Ltd., a Silvassa Group company, purchased shares after the combined total holding of the Promoters and PACs crossed the 55%, from November 12, 2007 to December 31, 2009 when the holdings of the Promoters and PACs reached 63.15%.

61. I note that as per Regulation 11(2) of the SAST Regulations, no acquisition of *any additional shares* after the collective holding of PACs has reached 55% can be made without making an open offer.
62. However, in this case, the afore named nine Yadav Group entities acting with another Silvassa Group entity under the garb of being separate entities acquired several shares after the collective shareholding of the Promoters and their PACs had reached 55%. The total acquisitions of these entities, that is, Noticee No's 38, 39, 40, 44, 46, 51, 54, 59, 70, 109 after the 55% threshold was breached is given below:

Name	Total no. of shares purchased after the PAC's total holding crossed 55% (between November 12, 2007 and December 31, 2009)	% to total issued capital of BoR on December 31, 2009 (16,13,50,093 shares) (rounded off)
Holding of the PACS as on November 9, 2007	5,91,47,665	
Anoop Multitrade Pvt. Ltd.	908801	0.56
Anshul Mercantile Pvt. Ltd.	4290505	2.65
Beta Trading Pvt Ltd	2154193	1.33
Dulron Procon Pvt Ltd	36420	0.02
Inorbit Trading Co Pvt. Ltd.	798582	0.49
Madan Multitrade Pvt Ltd.	170432	0.10
Palaash Construction Pvt Ltd.	1793965	1.11
Sarveshwara Trading Company Pvt Ltd.	729876	0.45
Starview Mercantile Company Pvt. Ltd.	724850	0.44
Punit Mercantile Pvt Ltd	96787	0.05
Increase in holding after the 55%	11704411	7.2

63. It can be seen from above that the above ten entities who were part of the PACs acquired shares and as a result of such acquisition the holdings of PACs increased from 55% to 63.18% as on October 6, 2009. As per Regulation 11(2) *No acquirer, who together with persons acting in concert with him holds, fifty-five per cent (55%) or more but less than seventy-five per cent (75%) of the shares or voting rights in a target company, shall acquire either by himself or through [or with] persons acting in concert with him any*

additional shares [entitling him to exercise voting rights] or voting rights therein, unless he makes a public announcement to acquire shares in accordance with these Regulations.

64. It is given to understand that the Banking law states that no person can exercise more than 10% of the voting rights irrespective of the quantum of the shareholding garnered by them. However, as demonstrated herein above, in order to get around this ceiling on voting rights, an appearance of dispersion of shareholding amongst the entities was made with the depiction of acquisition of holding by these entities so as to enable the entities to each exercise voting rights in potential breach of the banking provisions. The above entities who were PACs were willing participants in such machinations and were controlled by the same intent.
65. Investigation observed that the above acquirers who were the PACs did not make any Public Announcement as required under the SAST Regulations. By acquiring shares more than 55% and more of shares without giving Public Announcement, I find that the aforementioned Noticees i.e. Noticee No's 38, 39, 40, 44, 46, 51, 54, 59, 70, 109 have violated Regulation 11 (2) of the SAST Regulations.
66. Coming to the next issue of non compliance of summons, that is, whether Noticee No's 1-14, and 16-22 violated Section 11 C (2), (3) and (5) of the SEBI Act and whether Noticee No's 36-65, and 73-105 violated Section 11 C (2) and(3) of the SEBI Act, before moving forward, it will be appropriate to refer to the relevant Section of the SEBI Act, which reads as under:

Investigation.

IIC.

(2) Without prejudice to the provisions of sections 235 to 241 of the Companies Act, 1956(1 of 1956), it shall be the duty of every manager, managing director, officer and other employee of the company and every intermediary referred to in section 12 or every person associated with the securities market to preserve and to produce to the Investigating Authority or any person authorised by it in this behalf, all the books, registers, other documents and record of, or relating to, the company or, as the case may be, of or relating to, the intermediary or such person, which are in their custody or power.

(3) The Investigating Authority may require any intermediary or any person associated with securities market in any manner to furnish such information to, or produce such books, or registers, or other documents, or record before it or any person authorised by it in this behalf as it may consider necessary if the furnishing of such information or the production of such books, or registers, or other documents, or record is relevant or necessary for the purposes of its investigation.

(4) ...

(5) Any person, directed to make an investigation under sub-section (1), may examine on oath, any manager, managing director, officer and other employee of any intermediary or any person associated with securities market in any manner, in relation to the affairs of his business and may administer an oath accordingly and for that purpose may require any of those persons to appear before it personally.

67. I note that during investigation, the Investigating Authority, SEBI (hereinafter referred to as 'IA') issued summons to the Noticees seeking certain details pertaining to its trading in the scrip of BoR.
68. The IA vide the above summonses sought details such as shares traded during the period April 2007 to March 2010 with photocopies of demat statements for the aforementioned period, details of bank statements from where funds were utilized to buy/ sell shares of BoR and so on.
69. I note that Noticees had duly acknowledged the receipt of the summonses and the same has also been admitted by the Noticees. The Noticees have submitted that they had sought time for submitting information/ comments and to present themselves in person. During the hearing Noticees submitted copies of letters acknowledged by SEBI wherein they had sought time for submission of information. I note that in reply to the summons the Noticee No's No's 1-14, 16-22, 36-65, and 73-105 all gave similar reply seeking time to submit information in compliance with summons and seeking extension of time for appearance before IA. Admittedly Noticees did not submit the information/documents even though they sought time to do so.
70. The Noticees were further informed of consequential proceedings of Adjudication and Prosecution under the SEBI Act which may follow as a result of non-compliance with the said summonses. I find that the Noticees were under an obligation to provide the information as sought by IA after the time sought by them which they failed to do.
71. I am of the view that it is the duty, responsibility and obligation of every person from whom information is sought to fully co-operate with IA and promptly produce all documents, records, information, etc., to the IA. If persons are allowed to flout the summonses issued to them during the course of the investigation, SEBI, as the watchdog of the securities market, will not be able to discharge its statutory obligations in protecting the interests of the investors and safeguarding the integrity of the securities market. Thus, as the Noticees did not provide the information, the same thwarted the attempts of SEBI

to effectively gather vital evidence for the timely conclusion of the investigation proceedings.

72. In the light of the above, I hold that the Noticee No's 1-14, and 16-22 violated Section 11 C (2), (3) and (5) of the SEBI Act and Noticee No's 36-65, and 73-105 violated Section 11 C (2) and (3) of the SEBI Act.
73. I have also perused the order dated January 07, 2009 of SAT in Appeal No. 106 of 2006 DKG Buildcon Pvt. Ltd. V SEBI, the SAT has stated inter-alia, that” *By not responding to the summons, the representative(s) of the appellant did not appear before the investigating officer as a result whereof their statements could not be recorded. This obviously, hampered the investigations....*”
74. The Hon'ble SAT in Appeal No.95/04 in Mayfair Paper & Board Pvt. Ltd. V SEBI held that *“failure to furnish information to the Investigating Authority of SEBI shall attract the penalty prescribed under section 15A of the SEBI Act”*.
75. Further, The Hon'ble Supreme Court of India in the matter of *SEBI Vs. Shri Ram Mutual Fund* [2006] 68 SCL 216(SC) 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.”*
76. Thus, in view of the violation of Section 12 A (a), (b) and (c) of the SEBI Act and Regulation 3(a), 3(b), 3(c), 3(d), 4(1) and 4(2)(f) of the PFUTP Regulations, Regulation 8 (2) and 11(2) of the SAST Regulations, as well as Section 11 C (2), (3) and (5) of the SEBI Act, the Noticees are liable for monetary penalty under 15HA, 15H(ii), 15A(a) and 15A (b) of SEBI Act which read as follows:

15HA. Penalty for fraudulent and unfair trade practices.-

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

15A. Penalty for failure to furnish information, return, etc.

If any person, who is required under this Act or any rules or regulations made thereunder,-

- (a) to furnish any document, return or report to the Board, fails to furnish the same, he shall be liable to a penalty of one lakh rupees for each day during which such failure continues or one crore rupees, whichever is less;*
- (b) To file any return or furnish any information, books or other documents within the time specified therefore in the regulations, fails to file return furnish the same within the time specified therefore in the regulations, he shall be liable to a penalty of one lakh rupees for each day during which such failure continues or one crore rupees, whichever is less;*

15H. Penalty for non-disclosure of acquisition of shares and take-overs.

If any person, who is required under this Act or any rules or regulations made thereunder, fails to,-

- (ii) make a public announcement to acquire shares at a minimum price; 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.*

77. While determining the quantum of penalty under Sections 15HA, 15H(ii), 15A(a) and 15A (b) of the SEBI Act, 1992 it is important to consider the factors stipulated in Section 15J of SEBI Act, 1992 which reads as under:-

15J Factors to be taken into account by the adjudicating officer:

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.”*

78. It is difficult, in cases of such nature, to quantify exactly the disproportionate gains or unfair advantage enjoyed by an entity and the consequent losses suffered by the investors. I have noted that the investigation report also does not dwell on the extent of specific gains made by the Noticees. However the manipulations as elaborated above are a threat to the safety and integrity of market and thus loss to the investors to that extent. I observe that the game plan of the Noticees continued for over a period of more than two years and hence was of a repetitive nature.

79. While it has been concluded hereinabove that certain Noticees, as named above, have violated the provisions of 11 (2) of the SAST Regulations, the consequences thereon for such violations ought to follow. However, in this instant case, the target company, that is, BoR, has already been merged with another entity and the company has ceased to exist. Given these peculiar circumstances, the issue is being considered a fit case of imposing a monetary penalty.

ORDER

80. After taking into consideration all the facts and circumstances of the case, I impose a penalty as given against the name of the Noticees in the table below.

	NAME	U/S 15HA (₹)	U/S 15 A (a) (₹)	U/S 15A(b) (₹)	Total (₹)	Total (in words) (Rupees)
1.	Pravin Kumar Tayal	4,00,00,000	1,00,00,000	-	5,00,00,000	Five Crore
2.	Sanjaykumar Rampratap Tayal	4,00,00,000	1,00,00,000	-	5,00,00,000	Five Crore
3.	Saurabh Pravin Tayal	4,00,00,000	1,00,00,000	-	5,00,00,000	Five Crore
4.	Navin Kumar Tayal	4,00,00,000	1,00,00,000	-	5,00,00,000	Five Crore
5.	21st Century Entertainment Pvt. Ltd	10,00,000	3,00,000	5,00,000	18,00,000	Eighteen Lakh
6.	Ahmednagar Investments Pvt. Ltd	10,00,000	3,00,000	5,00,000	18,00,000	Eighteen Lakh
7.	Cumballa Hill Property Developers Pvt. Ltd	10,00,000	3,00,000	5,00,000	18,00,000	Eighteen Lakh
8.	Cyber Infosystem and Technologies Ltd	10,00,000	3,00,000	5,00,000	18,00,000	Eighteen Lakh
9.	Cyber Info Zeeboomba Com Ltd	10,00,000	3,00,000	5,00,000	18,00,000	Eighteen Lakh
10.	EDC Securities Pvt. Ltd.	10,00,000	3,00,000	5,00,000	18,00,000	Eighteen Lakh
11.	Giriganga Investments Pvt. Ltd	10,00,000	3,00,000	5,00,000	18,00,000	Eighteen Lakh
12.	Global Softech Pvt. Ltd	10,00,000	3,00,000	5,00,000	18,00,000	Eighteen Lakh
13.	Sumandar Property Developers Pvt. Ltd	10,00,000	3,00,000	5,00,000	18,00,000	Eighteen Lakh
14.	Sovotex Textile Pvt. Ltd	10,00,000	3,00,000	5,00,000	18,00,000	Eighteen Lakh
15.	Ginger Clothing Pvt. Ltd	10,00,000	-	5,00,000	15,00,000	Fifteen Lakh
16.	Eskay K 'n' IT (India) Ltd	10,00,000	3,00,000	-	13,00,000	Thirteen Lakh
17.	Jaybharat Textiles and Real Estate Ltd	10,00,000	3,00,000	-	13,00,000	Thirteen Lakh
18.	Krishna Knitwear Technology Ltd	10,00,000	3,00,000	-	13,00,000	Thirteen Lakh
19.	KSL and Industries Ltd	10,00,000	3,00,000	-	13,00,000	Thirteen Lakh
20.	Megna Developers Pvt. Ltd	10,00,000	3,00,000	-	13,00,000	Thirteen Lakh
21.	Praneta Properties Pvt. Ltd	10,00,000	3,00,000	-	13,00,000	Thirteen Lakh
22.	Praneta Realty Pvt. Ltd	10,00,000	3,00,000	-	13,00,000	Thirteen Lakh
23.	Jayshree Petrochemicals	10,00,000	-	-	10,00,000	Ten Lakh

	NAME	U/S 15HA (₹)	U/S 15 A (a) (₹)	U/S 15A(b) (₹)	Total (₹)	Total (in words) (Rupees)
	Pvt.Ltd					
24.	K-Lifestyle and Industries Ltd	10,00,000	-	-	10,00,000	Ten Lakh
25.	Hotline Textile and Infrastructure Pvt. Ltd	10,00,000	-	-	10,00,000	Ten Lakh
26.	Jyotsana Developers Pvt. Ltd	10,00,000	-	-	10,00,000	Ten Lakh
27.	Narayan Ramchandra Ghumatkar	5,00,000	-	-	5,00,000	Five Lakh
28.	Ajay Ramesh Gupta	5,00,000	-	-	5,00,000	Five Lakh
29.	Mahendra Kumar Gopi Krishna Aggarwal	5,00,000	-	-	5,00,000	Five Lakh
30.	Kulwinder Kumar Nayyar	5,00,000	-	-	5,00,000	Five Lakh
31.	Deepak Mathur	5,00,000	-	-	5,00,000	Five Lakh
32.	Sanjay Ankush Sadrekar	5,00,000	-	-	5,00,000	Five Lakh
33.	Shivpratap Sitaram Jolly	5,00,000	-	-	5,00,000	Five Lakh
34.	Jagdish Tamboli	5,00,000	-	-	5,00,000	Five Lakh
35.	Jodharam Dungaram Dhaka	5,00,000	-	-	5,00,000	Five Lakh
36.	Aim Multitrade Company Pvt Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
37.	Akshar Mercantile Pvt Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
38.	Anoop Multitrade Pvt. Ltd.	5,00,000	3,00,000	-	8,00,000	Eight Lakh
39.	Anshul Mercantile Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
40.	Beta Trading Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
41.	Everframe Trading Company Pvt. Ltd.	5,00,000	3,00,000	-	8,00,000	Eight Lakh
42.	Highzone Trading Company Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
43.	Hiren Trading Company Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
44.	Inorbit Trading Company Pvt Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
45.	Laksh Mercantile Pvt.Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
46.	Madan Multitrade Pvt Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
47.	Maginot Trading Company Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
48.	Montreal Trading Company Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
49.	Newtree Mercantile Company Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
50.	Niti Mercantile Company Pvt Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
51.	Palaash Construction Pvt Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
52.	Prajay Trading Company Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
53.	Real Star Trading Company Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
54.	Sarveshwara Trading Company Pvt Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
55.	Sea View Trading Company	5,00,000	3,00,000	-	8,00,000	Eight Lakh

	NAME	U/S 15HA (₹)	U/S 15 A (a) (₹)	U/S 15A(b) (₹)	Total (₹)	Total (in words) (Rupees)
	Pvt. Ltd					
56.	Seaview Multitrade Company Pvt. Ltd.	5,00,000	3,00,000	-	8,00,000	Eight Lakh
57.	Skyview Trading Company Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
58.	Starview Constructions Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
59.	Starview Mercantile Company Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
60.	Sulochana Mercantile Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
61.	Superhouse Trading Company Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
62.	Topcare Constructions Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
63.	Topcare Trading Company Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
64.	Vinay Mercantile Pvt Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
65.	Watergate Mercantile Company Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
66.	Colorshop Trading Company Pvt. Ltd	5,00,000	-	-	5,00,000	Five Lakh
67.	Geonet Trading Company Pvt. Ltd	5,00,000	-	-	5,00,000	Five Lakh
68.	Girish Chand Yadav	5,00,000	-	-	5,00,000	Five Lakh
69.	Infinite Mercantile Company Pvt. Ltd	5,00,000	-	-	5,00,000	Five Lakh
70.	Punit Mercantile Pvt Ltd	5,00,000	-	-	5,00,000	Five Lakh
71.	Sangeeta Jairam Sawant	5,00,000	-	-	5,00,000	Five Lakh
72.	Superfine Trading Company Pvt. Ltd	5,00,000	-	-	5,00,000	Five Lakh
73.	Acrow Constructions Pvt Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
74.	Acrow Realcon Pvt Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
75.	Allcon Estate Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
76.	Alpha (India) Properties Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
77.	Avera Engineering Pvt.Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
78.	Avera Machinery Pvt.Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
79.	Avera Properties Pvt.Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
80.	Avon Realcon Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
81.	Axtel Properties Pvt Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
82.	Badal Realty Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
83.	Bodal Conpro Pvt.Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
84.	Capman Conpr Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
85.	Charms Holding Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
86.	Conart Conpro Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
87.	Cubex Constructions Pvt Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
88.	Elpro Machinery Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
89.	Everlon Estate Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
90.	Everlone Machinery Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
91.	Expro Constructions Pvt.	5,00,000	3,00,000	-	8,00,000	Eight Lakh

	NAME	U/S 15HA (₹)	U/S 15 A (a) (₹)	U/S 15A(b) (₹)	Total (₹)	Total (in words) (Rupees)
	Ltd					
92.	Hanuman Cultivation Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
93.	Hikal Pro-Estate Pvt Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
94.	Jyoti Harvesting Pvt Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
95.	Omkar Cultivators Pvt Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
96.	Siddhi Cultivation Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
97.	Sukh-Suvidha Real Estate Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
98.	Uday Plantation Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
99.	Shreenath Harvesting Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
100.	Bajrang Farming Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
101.	Cranes Real Estate Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
102.	Ennore Procon Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
103.	Karan Conpro Pvt. Ltd.	5,00,000	3,00,000	-	8,00,000	Eight Lakh
104.	Calcom Realty Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
105.	Axon Realpro Pvt. Ltd	5,00,000	3,00,000	-	8,00,000	Eight Lakh
106.	Ador Construction Pvt. Ltd	5,00,000	-	-	5,00,000	Five Lakh
107.	Anil Kumar Dubey	5,00,000	-	-	5,00,000	Five Lakh
108.	Avery Procon Pvt.Ltd	5,00,000	-	-	5,00,000	Five Lakh
109.	Dulron Procon Pvt Ltd	5,00,000	-	-	5,00,000	Five Lakh
110.	Elnet Conpro Pvt. Ltd	5,00,000	-	-	5,00,000	Five Lakh
111.	Envair Realty Pvt. Ltd	5,00,000	-	-	5,00,000	Five Lakh
112.	Kanishka Infrastructure Pvt. Ltd	5,00,000	-	-	5,00,000	Five Lakh
113.	Ennor Engineering Pvt. Ltd	5,00,000	-	-	5,00,000	Five Lakh
114.	Carnet Estates Pvt. Ltd	5,00,000	-	-	5,00,000	Five Lakh
115.	Amex Infrastructure Pvt. Ltd	5,00,000	-	-	5,00,000	Five Lakh
116.	Cupid Estatecon Pvt. Ltd	5,00,000	-	-	5,00,000	Five Lakh
117.	Shankar Commodities Pvt. Ltd	5,00,000	-	-	5,00,000	Five Lakh
118.	Brescon Infra Pvt. Ltd	5,00,000	-	-	5,00,000	Five Lakh

81. Further, for the violation of Regulation 11(2) of SAST, I impose penalty of ₹10,00,000 (Rupees Ten Lakh only) under Section 15H(ii) of SEBI Act on the ten Noticees i.e Anoop Multitrade Pvt. Ltd., Inorbit Trading Company Pvt. Ltd., Starview Mercantile Company Pvt. Ltd., Madan Multitrade Pvt. Ltd., Anshul Mercantile Pvt. Ltd., Palaash Construction Pvt. Ltd., Sarveshwara Trading Company Pvt. Ltd., Punit Mercantile Pvt. Ltd., Beta Trading Pvt. Ltd., and Dulron Procon Pvt. Ltd which will be commensurate with the violations committed by them. The above ten Noticees shall be jointly and severally liable to pay said amount.

82. The Noticees shall pay the said amount of penalty by way of demand draft in favour of “SEBI - Penalties Remittable to Government of India”, payable at Mumbai, within 45 days of receipt of this order. The said demand draft should be forwarded to Shri Sharad Sharma, General Manager, Investigations Department-4, SEBI Bhavan, Plot No. C – 4 A, “G” Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051.
83. In terms of Rule 6 of the Rules, copies of this order are sent to the Noticees and also to the Securities and Exchange Board of India.

Date: **February 14, 2013**

Place: **Mumbai**

BARNALI MUKHERJEE
ADJUDICATING OFFICER