

**BEFORE THE ADJUDICATING OFFICER**  
**SECURITIES AND EXCHANGE BOARD OF INDIA**

[ADJUDICATION ORDER NO. EAD/KS/AA/AO/81-90/2017-18]

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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 respect of

1. Shri Vithal Kamat (PAN: AACPK9087H)
2. Ms. Vidya Kamat (PAN: AGPPK1444D)
3. Shri Ramesh Shanbhag (PAN: ABDPS8592H)
4. Vithal V Kamat HUF (PAN: AABHV8882Q)
5. Shri Vishal Kamat (PAN: AMEPK5162D)
6. Shri Vikram Kamat (PAN: AOIPK2324K)
7. M/s Kamat Holdings Pvt. Ltd. (PAN: AAACK1604P)
8. M/s Indira Investments Pvt. Ltd. (PAN: AAACI3228F)
9. M/s Vishal Amusement Ltd. (PAN: AAACV2143G)
10. M/s Kamat Holiday Resorts (Silvassa) Pvt. Ltd. (PAN: AAACK6491L)

In the matter of Shreenath Industrial Investment Company Limited

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**FACTS OF THE CASE**

1. A Letter of Offer was filed by M/s Winsome Retail and Marketing Private Limited to acquire 26% equity shares of Shreenath Industrial Investment Company Limited (hereinafter referred to as '**SIICL/Target Company**'). The public announcement for the same was made on March 13, 2014. The shares of the Target Company were listed on the Ahmedabad Stock Exchange (hereinafter referred to as '**ASE**') and

subsequently were listed on the Bombay Stock Exchange with effect from July 16, 2015.

2. While examining the letter of offer, Securities and Exchange Board of India (hereinafter referred to as '**SEBI**') observed that:
  - (a) Shri Vithal Kamat ('**Noticee 1**'), Ms. Vidya Kamat ('**Noticee 2**'), Shri Ramesh Shanbhag ('**Noticee 3**'), and Vithal V Kamat HUF ('**Noticee 4**') in the past had violated the provisions of Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as '**SAST, 2011**'), Regulations 13(3) and 13(4A) of the SEBI (Prohibition of Insider Trading) Regulations, 1992 (hereinafter referred to as '**PIT, 1992**'); and
  - (b) Shri Vishal Kamat ('**Noticee 5**'), Shri Vikram Kamat ('**Noticee 6**'), Kamat Holdings Pvt. Ltd. ('**Noticee 7**'), Indira Investments Pvt. Ltd. ('**Noticee 8**'), Vishal Amusement Ltd. ('**Noticee 9**') and Kamat Holiday Resorts (Silvassa) Pvt. Ltd. ('**Noticee 10**') in the past had violated the provisions of Regulation 29(2) of the SAST, 2011 and Regulation 13(4A) of the PIT, 1992.
3. The aforesaid entities are hereinafter collectively referred to as the '**Noticees**'.

#### **APPOINTMENT OF ADJUDICATING OFFICER**

4. Shri Prasad Jagadale was appointed as the Adjudicating Officer vide communique dated February 22, 2016 under Section 15-I of the Securities and Exchange Board of India Act, 1992 (hereinafter referred to as the '**SEBI Act**') read with Rule 3 of the SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 (hereinafter referred to as '**Adjudication Rules**') to inquire into and adjudge under Section 15A(b) of the SEBI Act, the violation of Regulation 29(2) of the SAST, 2011, Regulations 13(3) and 13(4A) of the PIT, 1992 alleged to have been committed by the Noticees.

5. Pursuant to the transfer of Shri Prasad Jagadale, Shri Suresh Gupta was appointed as Adjudicating Officer. Thereafter, vide appointment order dated May 18, 2017, the adjudication proceedings were transferred to the undersigned which was intimated vide communique dated July 24, 2017.

#### **SHOW CAUSE NOTICE, REPLY AND PERSONAL HEARING**

6. A Show Cause Notice (hereinafter referred to as '**SCN**') dated October 06, 2017 was issued to the Noticees under Rule 4 of the Adjudication Rules communicating the alleged violations of the SAST, 2011 and PIT, 1992. The Noticees were also called upon to show cause as to why an inquiry should not be initiated against them in terms of Rule 4 of the Adjudication Rules and penalty be not imposed under Section 15A(b) of the SEBI Act for the alleged contravention of SAST, 2011 and PIT, 1992.
7. The details in respect of violations allegedly committed by the Noticees are as given below:
  - a) It was observed that the Noticees were the persons in control of SIICL and were collectively holding 2,00,000 shares representing 100% of the share capital of SIICL. Subsequently, the Noticees collectively sold a total of 2,00,000 shares representing 100% of the share capital of SIICL on March 30, 2013.
  - b) In terms of Regulation 29(2) [read with Regulation 29(3)] of the SAST, 2011, the Noticees were required to make disclosures regarding the above mentioned change in their shareholding in the specified form to the stock exchange where shares of SIICL were listed (i.e., ASE at the relevant time) within 2 working days of the aforesaid sale of shares. It was alleged that there was a delay of 3 days in making the required disclosure under Regulation 29(2) of SAST, 2011 by the Noticees to ASE.

- c) It was also alleged that Shri Vithal Kamat, Ms. Vidya Kamat, Shri Ramesh Shanbhag and Vithal V Kamat HUF did not comply with the provisions of Regulation 13(3) [read with Regulation 13(5)] of PIT, 1992 in respect of disclosure in Form C within two working days of the aforesaid sale of shares regarding the number of shares or voting rights held and change in shareholding or voting rights.
  - d) Further, it was also alleged that the Noticees did not make disclosures in Form D to the stock exchange where shares of SIICL were listed (i.e., ASE at the relevant time) disclosing the information specified in Regulation 13(4A) of the PIT, 1992 within 2 working days of the aforesaid sale of shares of SIICL.
8. Shri Vithal Kamat, vide his reply letter dated October 13, 2017, acknowledged the receipt of the SCN by the Noticees and requested that the letter may be treated as a reply on behalf of all of the Noticees. Shri Vithal Kamat requested an additional time of 15 days for all of the Noticees for filing a detailed reply to the SCN. In view of the said request for additional time for filing reply to the SCN, vide hearing notice dated October 16, 2017, the Noticees were granted final opportunity to submit their reply to the SCN on or before October 31, 2017. Further, the Noticees were also granted an opportunity of hearing on November 07, 2017.
9. Thereafter, vide letters dated October 17, 2017, Shri Vikram Kamat and M/s Kamat Holiday Resorts (Silvassa) Pvt. Ltd. submitted their respective replies to the SCN. In the said letters dated October 17, 2017, Shri Vikram Kamat and M/s Kamat Holiday Resorts (Silvassa) Pvt. Ltd. *inter alia* submitted that:
- (a) *They were neither in control of SIICL nor were promoters or part of promoter group. They had no interest, financially or otherwise, or control over the management or policy decision of SIICL including right to appoint any director on the Board of SIICL.*

- (b) *The disclosure for disposal of shares of shares on March 30, 2013 was given to ASE by email on March 30, 2013, i.e., on the date of disposal of the said shares followed by dispatch of physical copies of the disclosures by post on the same day. Disclosures in terms of Regulation 13(3) and 13(5) of PIT 1992 was also given in Form C under Schedule III of PIT, 1992.*
- (c) *Since the disclosure regarding change in the shareholding in the specified form were given on the date of disposal of the said shares by email followed by physical copy by post to ASE on the same day, where shares of SIICL were listed, there was no delay in filing the disclosures and the allegation of delay of 3 days in making the required disclosures to ASE is not correct and there was no violation of Regulation 29(2) of SAST Regulations. The disclosures under Regulation 13(3) in respect of disposal of the said shares was also given in Form C on March 30, 2013 by email followed by dispatch of physical copy to ASE on the same day and hence there was no violation of Regulation 13(3) of PIT, 1992.*
- (d) *They were never a promoter or part of promoter group of SIICL at any time. They were never named as a Promoter in any of the filing with ASE on which shares of SIICL were listed or in any offer document nor did we had any control over the management or affairs of SIICL. They were not mentioned as Promoter or Promoter group in any of the filing with Ministry of Corporate Affairs. Under these circumstances they had made all the disclosures as per SAST Regulations and PIT 1992, although not mandatory and there was no violation of any of these Regulations on their part.*

10. Shri Vikram Kamat and M/s Kamat Holiday Resorts (Silvassa) Pvt. Ltd. in their aforesaid letters dated October 17, 2017 also requested for an opportunity of personal hearing. In view of the same, vide hearing notice dated October 30, 2017, Shri Vikram Kamat and M/s Kamat Holiday Resorts (Silvassa) Pvt. Ltd. were also granted an opportunity of hearing on November 07, 2017. However, vide letters dated October 31, 2017, Shri Vikram Kamat and M/s Kamat Holiday Resorts

(Silvassa) Pvt. Ltd. requested for rescheduling the said hearing. In view of the said request, vide hearing notice dated November 01, 2017, Shri Vikram Kamat and M/s Kamat Holiday Resorts (Silvassa) Pvt. Ltd. were granted a final opportunity of hearing on November 09, 2017.

11. Thereafter, the remaining Noticees viz. Shri Vithal Kamat, Ms. Vidya Kamat, Shri Ramesh Shanbhag, Vithal V Kamat HUF, Shri Vishal Kamat, M/s Kamat Holdings Pvt. Ltd., M/s Indira Investments Pvt. Ltd. and M/s Vishal Amusement Ltd., vide their respective letters dated November 01, 2017 and November 02, 2017, submitted their respective replies to the SCN. In the aforesaid letters, Shri Vithal Kamat, Ms. Vidya Kamat, Vithal V Kamat HUF, Shri Vishal Kamat, M/s Kamat Holdings Pvt. Ltd., M/s Indira Investments Pvt. Ltd. and M/s Vishal Amusement Ltd. *inter alia* submitted that:
  - (a) *They were not the promoter or part of promoter group as mentioned in their disclosure under Regulation 29(2) of SAST, 2011.*
  - (b) *The disclosure required under Regulations 29(2) and 29(3) of the SAST Regulations were sent by email and speed post on April 02, 2013, which was within the 2 working days timeline provided under the Regulations. There was no delay in filing the disclosures and the allegation of delay of 3 days in making the required disclosures to ASE is not correct. Hence there was no violation of Regulation 29(2) of the SAST Regulations.*
  - (c) *Further, necessary disclosure pertaining to the sale of shares on March 30, 2013 to ASE was made on April 02, 2013 in form C under Regulation 13(3) of the PIT Regulations, 1992 through email and post. Copies of the email sent on April 02, 2013 in respect of the disclosures to ASE and the speed post receipt are also enclosed with the reply to SCN.*
  - (d) *Further, in respect of the allegation of non-disclosure under Regulation 13(4A) of PIT, 1992, it was submitted that they were not the promoters of the Company and hence disclosure was not required to be made under the said Regulation.*

12. Shri Ramesh Shanbhag in his reply to the SCN dated November 02, 2017 *inter alia* submitted that:

- (a) *He was a promoter of the Company and was holding 5% of the total share capital/ voting rights as mentioned in the disclosure made under Regulation 29(2) of SAST, 2011.*
- (b) *The disclosure required under Regulations 29(2) of the SAST Regulations were sent by email and speed post on April 02, 2013, which was within the 2 working days timeline provided under the Regulations. The allegation is based on the statement of change in shareholding received by you from ASE vide email dated November 08, 2014. ASE has however neglected to send you disclosures made by us by email on the day of disposal of said 10,000 shares. There was no delay in filing the disclosures and the allegation of delay of 3 days in making the required disclosures to ASE is not correct. Hence there was no violation of Regulation 29(2) of the SAST Regulations.*
- (c) *Further, necessary disclosure pertaining to the sale of shares on March 30, 2013 to ASE was made on April 02, 2013 in form D under Regulation 13(4A) of the PIT Regulations, 1992 through email and post. Copies of the email sent on April 02, 2013 in respect of the disclosures to ASE and the speed post receipt are also enclosed with the reply to SCN.*

13. The said Noticees viz. Shri Vithal Kamat, Ms. Vidya Kamat, Shri Ramesh Shanbhag, Vithal V Kamat HUF, Shri Vishal Kamat, M/s Kamat Holdings Pvt. Ltd., M/s Indira Investment Pvt. Ltd. and M/s Vishal Amusement Ltd. also requested for an opportunity of personal hearing in their respective replies to the SCN. A hearing had already been scheduled for November 07, 2017 vide hearing notice dated October 16, 2017. However, the said Noticees viz. Shri Vithal Kamat, Ms. Vidya Kamat, Shri Ramesh Shanbhag, Vithal V Kamat HUF, Shri Vishal Kamat, M/s Kamat Holdings Pvt. Ltd., M/s Indira Investments Pvt. Ltd. and M/s Vishal

Amusement Ltd. failed to attend the hearing scheduled on November 07, 2017. In view of the same, vide hearing notices dated November 07, 2017, the said Noticees viz. Shri Vithal Kamat, Ms. Vidya Kamat, Shri Ramesh Shanbhag, Vithal V Kamat HUF, Shri Vishal Kamat, M/s Kamat Holdings Pvt. Ltd., M/s Indira Investments Pvt. Ltd. and M/s Vishal Amusement Ltd. were granted a final opportunity of hearing on November 23, 2017.

14. In the meantime, Shri Vikram Kamat and M/s Kamat Holiday Resorts (Silvassa) Pvt. Ltd. vide their letters dated November 08, 2017 made additional submissions in respect of their replies to SCN and *inter alia* stated that:
  - (a) *It was erroneously mentioned in their replies dated October 17, 2017 that the date of disclosures through email to ASE was March 30, 2013. The actual date of disclosures made through email was April 02, 2013. Copies of the email sent on April 02, 2013 in respect of the disclosures to ASE and the speed post receipt are also enclosed.*
  - (b) *They were never a promoter or part of promoter group of SIICL and hence they were not required to make any disclosure in Form D under Regulation 13(4A) of PIT, 1992 to ASE.*
15. As noted in the preceding paragraphs, Shri Vikram Kamat and M/s Kamat Holiday Resorts (Silvassa) Pvt. Ltd. had been granted a final opportunity of hearing on November 09, 2017. On the date of hearing, Shri Mahesh Kandoi and Ms. Pooja Sawarkar, Practising Company Secretaries attended the hearing as the Authorized Representatives (hereinafter referred to as '**AR**') on behalf of Shri Vikram Kamat and M/s Kamat Holiday Resorts (Silvassa) Pvt. Ltd. The ARs reiterated the contents of the replies dated October 17, 2017 and November 08, 2017 of Shri Vikram Kamat and M/s Kamat Holiday Resorts (Silvassa) Pvt. Ltd. Further, the ARs submitted that in the email dated April 02, 2013, it was erroneously mentioned that the disclosure was being made under Regulations 13(4A) and 13(5) of the SEBI (Prohibition of



Insider Trading) Regulations, 1992. Actually, the disclosure was made in Form C under Regulation 13(3) of the SEBI (Prohibition of Insider Trading) Regulations, 1992.

16. As noted earlier, the remaining Noticees viz. Shri Vithal Kamat, Ms. Vidya Kamat, Shri Ramesh Shanbhag, Vithal V Kamat HUF, Shri Vishal Kamat, M/s Kamat Holdings Pvt. Ltd., M/s Indira Investments Pvt. Ltd. and M/s Vishal Amusement Ltd. had been granted a final opportunity of hearing on November 23, 2017. On the date of hearing, Shri Amit Vyas, Company Secretary attended the hearing as the AR for Shri Vithal Kamat, Ms. Vidya Kamat, Shri Ramesh Shanbhag, Vithal V Kamat HUF, Shri Vishal Kamat, M/s Kamat Holdings Pvt. Ltd., M/s Indira Investments Pvt. Ltd. and M/s Vishal Amusement Ltd. The AR reiterated the contents of the respective replies dated November 01, 2017 and November 02, 2017 submitted by the said Noticees.

### **CONSIDERATION OF ISSUES**

17. I have carefully perused the written submissions of the Noticees and the documents available on record. The issues that arise for consideration in the present case are :
- a) Whether the Noticees had violated the provisions of Regulation 29(2) of the SAST, 2011, Regulation 13(3) and Regulation 13(4A) of PIT, 1992 as alleged in the SCN dated October 06, 2017?
  - b) Does the violations, if any, attract monetary penalty under Section 15A(b) of the SEBI Act?
  - c) If yes, what should be the quantum of penalty?
18. Before moving forward, it is pertinent to refer to the relevant provisions of the SAST, 2011 and PIT, 1992 which read as under:-

**SAST, 2011****Disclosure of acquisition and disposal.**

.....

29(2) Any acquirer, who together with persons acting in concert with him, holds shares or voting rights entitling them to five per cent or more of the shares or voting rights in a target company, shall disclose every acquisition or disposal of shares of such target company representing two per cent or more of the shares or voting rights in such target company in such form as may be specified.

29(3) The disclosures required under sub-regulation (1) and sub-regulation (2) shall be made within two working days of the receipt of intimation of allotment of shares, or the acquisition of shares or voting rights in the target company to,— (a) every stock exchange where the shares of the target company are listed; and (b) the target company at its registered office.”

**PIT, 1992****Continual disclosures.**

.....

13(3) Any person who holds more than 5% shares for voting rights in any listed company shall disclose to the company in Form C the number of shares or voting rights held and change in shareholding or voting rights, even if such change results in shareholding falling below 5%, if there has been change in such holdings from the last disclosure made under sub-regulation (1) or under this sub-regulation; and such change exceeds 2% of total shareholding or voting rights in the company.

.....

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

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

*(a) the receipts of intimation of allotment of shares, or*

*(b) the acquisition or sale of shares or voting rights, as the case may be.*

## **FINDINGS**

19. Upon perusal of submissions of the Noticees and documents available on record, I find that the Noticees have collectively sold a total of 2,00,000 shares representing 100% of the share capital of SIICL on March 30, 2013. It was alleged in the SCN that there was a delay of 3 days in making the required disclosure in respect of the aforesaid change in shareholding in SIICL under Regulation 29(2) of SAST, 2011 by the Noticees to ASE. It was also alleged that some of the Noticees viz. Shri Vithal Kamat, Ms. Vidya Kamat, Shri Ramesh Shanbhag and Vithal V. Kamat HUF did not comply with the provisions of Regulation 13(3) [read with Regulation 13(5)] of PIT, 1992 in respect of disclosure in Form C within two working days of the aforesaid sale of shares. Further, it was also alleged that the Noticees (all 10 Noticees) did not make disclosures in Form D under Regulation 13(4A) of the PIT, 1992 to ASE within 2 working days of the aforesaid sale of shares of SIICL.
20. The first issue for consideration is to examine whether the Noticees did not make the requisite disclosures within the mandated timeline under the provisions of Regulation 29(2) of the SAST, 2011, Regulation 13(3) and Regulation 13(4A) of PIT, 1992. In this respect, I note that the Noticees in their submissions have stated that they have made the disclosures in respect of SAST, 2011 and PIT, 1992 by email and by speed post on April 02, 2013, i.e., within two working days of the sale of shares. The Noticees have enclosed copies of the emails sent by them on April 02, 2013 to the email address of ASE ([info@aseindia.com](mailto:info@aseindia.com)). I note that the emails were sent by the Noticees to ASE as below:

<b>Sr. No.</b>	<b>Name of the Noticee</b>	<b>Date of email</b>	<b>Time of email</b>
1	Shri Vithal Kamat	April 02, 2013	04:10 PM
2	Ms. Vidya Kamat	April 02, 2013	04:08 PM

3	Shri Ramesh Shanbhag	April 02, 2013	04:11 PM
4	Vithal V Kamat HUF	April 02, 2013	04:07 PM
5	Shri Vishal Kamat	April 02, 2013	04:07 PM
6	Shri Vikram Kamat	April 02, 2013	04:07 PM
7	M/s Kamat Holdings Pvt. Ltd.	April 02, 2013	04:06 PM
8	M/s Indira Investments Pvt. Ltd.	April 02, 2013	04:06 PM
9	M/s Vishal Amusement Ltd.	April 02, 2013	04:10 PM
10	M/s Kamat Holiday Resorts (Silvassa) Pvt. Ltd.	April 02, 2013	04:05 PM

21. In order to independently verify the submissions made by the Noticees in respect of email disclosures, vide email dated November 10, 2017, ASE was advised to confirm whether it had received the said emails along with the disclosures from the Noticees. ASE was also advised to provide the copies of the said emails and the disclosures made by the Noticees vide the said emails. ASE vide its email dated November 23, 2017 informed that ASE had changed its website address from [aseindia.org](http://aseindia.org) to [aselindia.co.in](http://aselindia.co.in) in the year 2015, and ASE lost all the previous files. Hence, they don't have the Information sought in respect of the said emails. In view of the same, I am inclined to give the benefit of the doubt to the Noticees and I accept the submission of the Noticees that they had made disclosures to ASE on April 02, 2013 through email within the stipulated timeline of two working days from the date of sale of shares.
22. In view of the above, I find that the Noticees had made email disclosures to ASE on Tuesday April 02, 2013. As the sale of shares had taken place on March 30, 2013 which was a Saturday, I find that the email disclosure to ASE was made within two working days from the sale of shares in terms of Regulation 29(2) of the SAST, 2011 on April 02, 2013. As such, the allegation of violation of Regulation 29(2) of the SAST, 2011 w.r.t. non disclosure to ASE is not established against the Noticees.
23. The SCN also alleged that the Noticees did not make disclosures in Form D under Regulation 13(4A) of PIT, 1992 in respect of the sale of shares of SIICL. In this

respect, nine Noticees viz. Shri Vithal Kamat, Ms. Vidya Kamat, Vithal V. Kamat HUF, Shri Vishal Kamat, Shri Vikram Kamat, M/s Kamat Holdings Pvt. Ltd., M/s Indira Investments Pvt. Ltd., M/s Vishal Amusement Ltd. and M/s Kamat Holiday Resorts (Silvassa) Pvt. Ltd. have submitted that they were neither promoter nor part of the promoter group of SIICL. As such, they were not required to make disclosures in Form D under Regulation 13(4A) of PIT, 1992, which is applicable only for persons who are promoter or part of promoter group of a listed company. I also observe that the Noticee 3 viz. Shri Ramesh Shanbhag in his submissions has stated that he was a promoter of SIICL.

24. I note from the copies of the disclosures made under Regulation 29(2) of SAST, 2011 that only Shri Ramesh Shanbhag among the Noticees was declared to be a person who was a promoter or belonging to the promoter group. However, I also note from the copy of statement of change in shareholdings of promoters of SIICL dated April May 02, 2014 (Annexure D to the SCN) that all the Noticees including Shri Ramesh Shanbhag were shown as the persons in control of SIICL and were not classified as promoters of SIICL. Thus, I observe that there is a discrepancy between the disclosures made under Regulation 29(2) of SAST, 2011 and the statement of change in shareholding of SIICL in respect of Shri Ramesh Shanbhag being classified as promoter. The other nine Noticees (viz. Shri Vithal Kamat, Ms. Vidya Kamat, Vithal V. Kamat HUF, Shri Vishal Kamat, Shri Vikram Kamat, M/s Kamat Holdings Pvt. Ltd., M/s Indira Investments Pvt. Ltd., M/s Vishal Amusement Ltd. and M/s Kamat Holiday Resorts (Silvassa) Pvt. Ltd.) were not shown as promoters in both the disclosures made under Regulation 29(2) of SAST, 2011 and the statement of change in shareholding of SIICL. In view of the same, I conclude that the said nine Noticees were not required to make disclosures in Form D under Regulation 13(4A) of the PIT, 1992, which is only applicable on persons who are promoters or part of the promoter group. Further, in case of Shri Ramesh Shanbhag, though there is a discrepancy between the above referred documents

in respect of him being classified as a promoter, I find that SIICL vide its letter dated March 30, 2013 had forwarded the disclosure received in Form D under Regulation 13(4A) of PIT, 1992 received from Shri Ramesh Shanbhag to ASE. As the sale of shares had also taken place on March 30, 2013, I conclude the disclosure to SIICL by Shri Ramesh Shanbhag under Regulation 13(4A) of PIT, 1992 had been made on March 30, 2013 itself. Shri Ramesh Shanbhag had also made disclosure in Form D under Regulation 13(4A) of PIT, 1992 to ASE within two working days through the email dated April 02, 2013. As Shri Ramesh Shanbhag had made disclosure to SIICL and ASE under Regulation 13(4A) of PIT, 1992 within two working days from the date of sale of shares, the question whether he was a promoter or not is immaterial. In view of the above, I find the allegation of violation of Regulation 13(4A) of PIT, 1992 is not established against the Noticees.

25. It was also alleged in the SCN that four Noticees viz. Shri Vithal Kamat, Ms. Vidya Kamat, Shri Ramesh Shanbhag and Vithal V. Kamat HUF did not make required disclosures in Form C under Regulation 13(3) of PIT, 1992. In this respect, I note that SIICL vide its letters dated March 30, 2013 had forwarded the disclosures in Form C under Regulation 13(3) of PIT, 1992 received from Shri Vithal Kamat, Ms. Vidya Kamat and Vithal V. Kamat HUF to ASE. As the sale of shares had also taken place on March 30, 2013, I conclude the disclosure to SIICL by Shri Vithal Kamat, Ms. Vidya Kamat and Vithal V. Kamat HUF under Regulation 13(3) of PIT, 1992 had been made on March 30, 2013 itself. Further, the said Noticees viz. Shri Vithal Kamat, Ms. Vidya Kamat and Vithal V. Kamat HUF had made disclosures to ASE in Form C through their email dated April 02, 2013. In view of the same, I find the allegation of violation Regulation 13(3) of PIT, 1992 is not established against the said Noticees viz. Shri Vithal Kamat, Ms. Vidya Kamat and Vithal V. Kamat HUF.

26. Shri Ramesh Shanbhag, as noted earlier, had made timely disclosure to SIICL and ASE in Form D under Regulation 13(4A) of PIT, 1992. I note that Form C and Form D provide for disclosure of similar vital information. Since Shri Ramesh Shanbhag had already made disclosure in Form D under Regulation 13(4A) of PIT, 1992 in respect of the said sale of shares, I conclude that the necessary information in respect of sale of shares by Shri Ramesh Shanbhag under PIT, 1992 had been conveyed to SIICL and ASE. Further, I observe that Shri Ramesh Shanbhag was holding 5% of share capital of SIICL before the sale of shares and that the requirement of disclosure under Regulation 13(3) is applicable only to persons holding more than 5% of the share capital of a listed company. Therefore, technically Shri Ramesh Shanbhag has not triggered the disclosure requirement under Regulation 13(3) of PIT, 1992. In view of the above, I conclude that the allegation of violation of Regulation 13(3) of PIT, 1992 is not established against the Shri Ramesh Shanbhag.
27. In view of the foregoing, I observe that none of the alleged violations stand established against the Noticees and therefore, do not attract any monetary penalty under Section 15A(b) of the SEBI Act.

## **ORDER**

28. In view of my findings noted in the preceding paragraphs and in exercise of the powers conferred upon me under Section 15-I of the SEBI Act read with Rule 5 of the Adjudication Rules, I hereby dispose of the Adjudication Proceedings initiated against the Noticees viz. Shri Vithal Kamat, Ms. Vidya Kamat, Shri Ramesh Shanbhag, Vithal V Kamat HUF, Shri Vishal Kamat, Shri Vikram Kamat, Kamat Holdings Pvt. Ltd., Indira Investments Pvt. Ltd., Vishal Amusement Ltd. and Kamat Holiday Resorts (Silvassa) Pvt. Ltd. vide SCN dated October 06, 2017.

29. In terms of the provisions of Rule 6 of the Adjudication Rules, a copy of this order is being sent to the Noticees viz. Shri Vithal Kamat, Ms. Vidya Kamat, Shri Ramesh Shanbhag, Vithal V Kamat HUF, Shri Vishal Kamat, Shri Vikram Kamat, Kamat Holdings Pvt. Ltd., Indira Investments Pvt. Ltd., Vishal Amusement Ltd. and Kamat Holiday Resorts (Silvassa) Pvt. Ltd. and also to the Securities and Exchange Board of India.

**Date: January 31, 2018**

**Place: Mumbai**

**K SARAVANAN  
GENERAL MANAGER &  
ADJUDICATING OFFICER**