

BEFORE THE ADJUDICATING OFFICER
SECURITIES AND EXCHANGE BOARD OF INDIA
[ADJUDICATION ORDER NO. RA/JP/ 239 - 240 /2017]

UNDER SECTION 15-I (2) OF SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992 AND RULE 5 OF SEBI (PROCEDURE FOR HOLDING INQUIRY AND IMPOSING PENALTIES BY ADJUDICATING OFFICER) RULES, 1995.

In respect of:-

Mr. Annand Sarnaaik (PAN: ALQPS8568J)
Mrs. Divvyani Sarnaaik (PAN: AMWPS3147E)

BACKGROUND

1. Securities and Exchange Board of India (hereinafter referred to as '**SEBI**') upon complaint regarding suspected price manipulation by promoter entities of the Glodyne Technoserve Ltd. (**GTL**) – a listed company, had conducted investigations in the shares for GTL for the period covering from January 2, 2012 to April 20, 2013 (**Investigation Period**) to find out the possible irregularities. Investigation *prima – facie* revealed that (1) Mr. Annand Sarnaaik – Promoter / Managing Director of GTL and (2) Mrs. Divvyani Sarnaaik - Promoter / Whole Time Director of GTL (hereinafter referred to as '**the Noticee No. 1 to 2**' respectively or all may be referred to as '**the Noticees**' collectively) had indulged into violations of regulation 29(2) read with 29(3), regulation 31 (1), 31(2) read with 31(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as "**SAST Regulations**") and regulation 13(3), 13(4) & 13(4A) read with 13 (5) of the SEBI (Prohibition of Insider Trading) Regulations, 1992 (hereinafter referred to as '**PIT Regulations**').

APPOINTMENT OF ADJUDICATING OFFICER

2. SEBI had initiated adjudication proceedings and appointed undersigned as the Adjudicating Officer under section 15 I of the Securities and Exchange Board of India Act, 1992 (hereinafter referred to as '**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**') vide order dated May 25, 2016, to inquire into and adjudge under section 15A(b) of the SEBI Act, the aforesaid violations of SAST Regulations and PIT Regulations. The proceeding of appointment of undersigned as Adjudicating Officer was communicated vide communiqué dated January 18, 2017.

SHOW CAUSE NOTICE, REPLY AND HEARING

3. A Show Cause Notice bearing reference No. E&AO/RA/JP/2957/2017 dated February 07, 2017 (hereinafter referred to as "**SCN**") was served upon the Noticees under rule 4(1) of the Adjudication Rules to show cause as to why an inquiry should not be held and penalty be not imposed against them under section 15A (b) of the SEBI Act, for the alleged violation of failure to make the required disclosures upon "sale', or creation/ release/invocation' of pledge of shares in the scrip of GTL, in contravention of provisions of regulation 29(2) read with 29(3), regulation 31 (1), 31(2) read with 31(3) of the SAST Regulations and regulation 13(3), 13(4) & 13(4A) read with 13 (5) of the PIT Regulations. The allegation levelled under SCN is briefly produced hereunder.

- a) *The Investigation Report (Annexure II of the SCN) inter - alia revealed that the Noticees (being the Promoters / Managing Director and Whole Time Director respectively) on various instances, had failed to make the required disclosures under SAST Regulations and PIT Regulations about the change in their shareholding in the GTL which occurred due to various sell transactions or pledge creation/release/invocation during the investigation period. The details of such change of Noticee's shareholding and the alleged violations providing all details*

relevant to the irregularities/non-disclosure of change in their shareholding, have been shown at the tables referred at page 16 – 21 of the Investigation Report. The details of pledge creation / release by the Noticees during the investigation period has been mentioned in table at page 22 of Investigation Report. Investigation also revealed that the Noticees along with other promoters / its Person Acting in Concert (PAC) had dealt in pledge (invocation of pledge) and market sell/buy of shares, the details of which has been shown in table at page 22-27 of the Investigation report. Copy of SEBI / BSE's e-mail dated March 16 and March 17 of 2015 respectively and copy of Statement of Transactions (Depository) for the period October 01, 2011 to July 20, 2013 showing details of pledge invocation / market trading by the Noticees has been enclosed collectively as Annexure III along with SCN.

- b) *In view of above, it was alleged that the Noticees had failed to make the required disclosures / delayed in making disclosures in terms of regulation 29(2), 29(3) and 31 (1), 31 (2) & 31 (3) of the SAST Regulations and regulation 13(3), 13(4) & 13(4A) read with 13 (5) of the PIT Regulations, upon change in their shareholding due to invocation/creation/release of pledge and upon selling shares on market; and thereby had violated the said provisions of laws. The aforesaid provisions of laws alleged to have been violated are produced as under;*

PIT Regulations

13 (1) Any person who holds more than 5% shares or voting rights in any listed company shall disclose to the company in Form A, the number of shares or voting rights held by such person, on becoming such holder, within 2 working days of : –

(a) the receipt of intimation of allotment of shares; or

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

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

(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.

SAST Regulations

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.

After amendment w.e.f. March 26, 2013 as under:

29 (2) Any person, 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 the number of shares or voting rights held and change in shareholding or voting rights, even if such change results in shareholding falling below five percent, 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 two per cent of total shareholdings or voting rights in the target company, in such form as may be specified.

(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.

Disclosure of encumbered shares.

31 (1) The promoter of every target company shall disclose details of shares in such target company encumbered by him or by persons acting in concert with him in such form as may be specified.

31 (2) The promoter of every target company shall disclose details of any invocation of such encumbrance or release of such encumbrance of shares in such form as may be specifies.

31(3) The disclosures required under sub-regulation (1) and sub-regulation (2) shall be made within seven working days from the creation or invocation or release of encumbrance; as the case may be to,-

(a) every stock exchange where the shares of the target company are listed;

(b) the target company at its registered office.

c) It was stated in the SCN that aforesaid alleged violations, if established, would make the Noticees liable for monetary penalty under section 15 A (b) of the SEBI Act.

4. In respect to the SCN, Noticees vide letter dated February 22, 2017 requested for extention of 3-4 weeks time for filing reply. Thereafter, the Noticees had filed their common reply dated April 04, 2017 along with annexures and requested for personal hearing in the matter.

5. A notice of hearing dated September 06, 2017 was served upon the Noticees providing an opportunity of hearing on September 28, 2017. The Noticees vide letter dated September 15, 2017 requested for adjournment of hearing. Thereafter, last opportunity of hearing was provide to the Noticees on October 26, 2017 vide notice dated October 10, 2017. The hearing was attended by the Authorized Representative (**AR**) of the Noticees on October 26, 2017 and they reiterated as submitted in their aforesaid reply dated April 04, 2017. During the hearing, the AR had stated that they have no other material documents for submissions. Consequent to hearing, the Noticees vide letter dated October 27, 2017 had submitted an order copy of Hon'ble Bombay High Court for winding up of M/s Glodyne Global Pvt. Ltd.

6. The core submissions made by the Noticees in their aforesaid reply dated April 04, 2017 is as under;

i. With regards to the allegation in your notice that we have not made various disclosure under the SEBI (SAST) Regulations,2011 and SEBI (PIT) Regulations, 1992 regarding the change in our shareholding , essentially arising due to invocation of pledge and the sale of the shares by the financial institution, we would like to submit that we made the disclosures under both SEBI (SAST) Regulations,2011 and SEBI (PIT) Regulations, 1992 as soon as we received an intimation regarding the invocation of pledge from these institutions. Unless we receive the intimation, we have no mechanism to find out that the pledge has been invoked by the lender. Wherever we have notice that there is a change in our shareholding, we have voluntarily made statements to our Board of Directors that three is a change and this could be due to invocation of pledge. Such disclaimer have also been included in the shareholding patterns filed with the stock exchanges on a quarterly basis for the respective quarters. Some of the communications given in this regards is enclosed as Annexure 01.

ii. Further, we have provided the yearly disclosure of the position of the shareholding as on March 31, 2013 as required under the SAST Regulations. The said disclosures also gave the necessary holding position and therefore the shareholding, as reduced by the invocation or sale was also available in the disclosures.

iii. We are submitting the details of the disclosures made to the stock exchange from time to time as per the table below. Some of the disclosures as stated by you in the Annexure to your show cause notice is not available currently as they cannot

be traced. We would like to state that we are trying to locate them and will submit the same to you shortly and this may get delayed as the Company is under liquidation. Further kindly note that in some of the cases the invocation has happened initially and thereafter the sale has happened eg L&T Finance invoke 3 Lakhs shares and thereafter shares were sold in different quantities e.g 25000, 15,000 etc. In such case, the invocation disclosure would be only one while the sale disclosures under PIT would be for the respective sale, however there would not be invocation disclosures for the each 25000 or 15000 quantity sold, since it was already covered under original invocation disclosure. Therefore, it is possible that the disclosures shown as not given may have been covered under one single disclosure.

iv. You would appreciate from the above table that we have both made every efforts to make the disclosures to the stock exchange both under the SEBI (SAST) Regulations, 2011 and under, SEBI (PIT) Regulations, 1992 as soon as we have received the intimation from the lenders. Further, in respect of cases where there were no intimations, we have on quarterly basis informed about the difference/change in the shareholding and the said information has gone in the public domain through the shareholding Pattern of the Company.

v. We as first generation entrepreneur, have over period of 10 years, never sold any shares voluntarily in the Company. Rather we have invested in the Company and increased our stake through creeping acquisition or share issuance. We are unfortunate victim of circumstances and share market panic. Our entire net worth has been eroded to the same However, you would appreciate that even as per the investigation report o SEBI, as attached to your notice, we have not done any unfair or wrong trading.

7. Since, the hearing / inquiry is concluded, therefore, the matter needs to be proceeded further on the basis of material available on records. After taking into account the allegations, reply of the Noticees and evidences / material available on records, I hereby, proceed to decide the case on merit.

CONSIDERATION OF ISSUES AND FINDINGS

8. The issues that arise for consideration in the present case SCN are :
- a) Whether the Noticees had failed to make the required disclosures under the PIT Regulations and SAST Regulations as alleged in the SCN.
 - b) Whether the failure, if any, on the part of the Noticees, would attract monetary penalty under section 15 A (b) of the SEBI Act.

c) If yes, then, what would be the monetary penalty that can be imposed upon the Noticees taking into consideration the factors stipulated in section 15J of the SEBI Act read with rule 5 (2) of the Adjudication Rules?

ISSUE NO. 1

Whether the Noticees had failed to make the required disclosures under the PIT Regulations and SAST Regulations as alleged in the SCNs.

9. The transactions details (sell / invocation of pledge) on specific dates and the failure on the part of the Noticees to make disclosures as required under PIT Regulations and SAST Regulations are specifically shown at page 16-21 of the Investigation Report. The same is reproduced as under;

Disclosures requirement of Annand Sarnaik in PIT Regulations and SAST Regulations-

| Date | No of shares held - pre Acquisition/ | % of shareholding held - pre Acquisition | No of shares purchased/d/ disposed (invoked) | (%) of shareholding disposed | Value of transaction (Rs.) | No of shares held - post disposal | % of shareholding held - post disposal | Mode(*) | Trigger for disclosures under Regulation 13(3), 13(4) & 13(4A) read with 13(5) of SEBI (PIT), 1992 & Date of disclosure to stock exchange | Trigger for disclosures under Regulation 29(2) read with 29(3) & Reg. 31 of SEBI (SAST) Regulations 2011 & Date of disclosure to stock exchange | Remarks |
|-------------|--------------------------------------|--|--|------------------------------|----------------------------|-----------------------------------|--|------------|---|---|---------------------|
| 05-Jan-2012 | 15,235,210 | 33.86 | 100,000 | 0.22 | 23,030,210.20 | 15,135,210 | 33.64 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 31 of SEBI(SAST) | No disclosures made |
| 16-Jan-2012 | 15,135,210 | 33.64 | 75,000 | 0.17 | 18,136,109.64 | 15,060,210 | 33.47 | Invocation | --do-- | --do-- | --do-- |
| 16-Jan-2012 | 15,060,210 | 33.47 | 28,000 | 0.06 | 6,770,814.27 | 15,032,210 | 33.41 | Invocation | --do-- | --do-- | --do-- |
| 16-Jan-2012 | 15,032,210 | 33.41 | 96,666 | 0.21 | 23,375,268.99 | 14,935,544 | 33.20 | Invocation | --do-- | --do-- | --do-- |
| 02-Mar-2012 | 14,935,544 | 33.20 | 140,000 | 0.31 | 30,944,019.23 | 14,795,544 | 32.88 | Invocation | --do-- | --do-- | --do-- |
| 03-Mar-12 | 14,795,544 | 32.88 | 290,050 | 0.64 | 66,180,708.50 | 15,085,594 | 33.53 | Purchase | --do-- | NA | --do-- |
| 16-Apr-2012 | 15,085,594 | 33.53 | 2,000 | 0.00 | 749,840.41 | 15,083,594 | 33.52 | Invocation | --do-- | Reg. 31 of SEBI(SAST) | --do-- |
| 08-May-2012 | 15,083,594 | 33.52 | 238,500 | 0.53 | 99,367,285.83 | 14,845,094 | 32.99 | Invocation | --do-- | --do-- | --do-- |
| 08-May-2012 | 14,845,094 | 32.99 | 60,500 | 0.13 | 25,206,376.49 | 14,784,594 | 32.86 | Invocation | --do-- | --do-- | --do-- |
| 15-May-12 | 14,784,594 | 32.86 | 150,060 | 0.33 | 62,791,106.40 | 14,934,654 | 32.53 | Purchase | --do-- | NA | --do-- |
| 26-Jul-2012 | 14,934,654 | 33.15 | 90,000 | 0.20 | 25,933,158.12 | 14,844,654 | 32.95 | Invocation | --do-- | Reg. 31 of SEBI(SAST) | --do-- |
| 26-Jul-2012 | 14,844,654 | 32.95 | 55,000 | 0.12 | 15,848,041.07 | 14,789,654 | 32.83 | Invocation | --do-- | --do-- | --do-- |
| 26-Jul-2012 | 14,789,654 | 32.83 | 83,333 | 0.18 | 24,012,087.39 | 14,706,321 | 32.64 | Invocation | Reg. 13(3), 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 29(2)& 31 of SEBI(SAST) | --do-- |
| 26-Jul-2012 | 14,706,321 | 32.64 | 500,916 | 1.11 | 144,337,042.58 | 14,205,405 | 31.53 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 31 of SEBI(SAST) | --do-- |
| 26-Jul-2012 | 14,205,405 | 31.53 | 60,000 | 0.13 | 17,288,772.08 | 14,145,405 | 31.40 | Invocation | --do-- | --do-- | --do-- |
| 26-Jul-2012 | 14,145,405 | 31.40 | 100,000 | 0.22 | 28,814,620.13 | 14,045,405 | 31.18 | Invocation | --do-- | --do-- | --do-- |
| 26-Jul-2012 | 14,045,405 | 31.18 | 67,000 | 0.15 | 19,305,795.49 | 13,978,405 | 31.03 | Invocation | --do-- | --do-- | --do-- |
| 26-Jul-2012 | 13,978,405 | 31.03 | 33,000 | 0.07 | 9,508,824.64 | 13,945,405 | 30.95 | Invocation | --do-- | --do-- | --do-- |
| 26-Jul-2012 | 13,945,405 | 30.95 | 330,000 | 0.73 | 95,088,246.44 | 13,615,405 | 30.22 | Invocation | Reg. 13(3), 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 29(2)& 31 of SEBI(SAST) | --do-- |

| | | | | | | | | | | | |
|-------------|------------|-------|-----------|------|---------------|------------|-------|------------|--|--|-------------------------------|
| 02-Aug-2012 | 13,615,405 | 30.22 | 115,000 | 0.26 | 20,521,743.41 | 13,500,405 | 29.97 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 31 of SEBI(SAST) | --do-- |
| 06-Aug-12 | 13,500,405 | 29.97 | 16,918 | 0.04 | 2,730,565.20 | 13,483,487 | 29.93 | Sell | --do-- | NA | --do-- |
| 07-Aug-12 | 13,483,487 | 29.93 | 7,997 | 0.02 | 1,226,339.95 | 13,475,490 | 29.91 | Sell | --do-- | NA | --do-- |
| 08-Aug-12 | 13,475,490 | 29.91 | 18,476 | 0.04 | 2,691,953.20 | 13,457,014 | 29.87 | Sell | --do-- | NA | --do-- |
| 09-Aug-2012 | 13,457,014 | 29.87 | 175,000 | 0.39 | 24,201,789.69 | 13,282,014 | 29.48 | Invocation | --do-- (24/08/2012) | Reg. 31 of SEBI(SAST)- (24/08/2012) | Delayed disclosures |
| 09-Aug-2012 | 13,282,014 | 29.48 | 15,000 | 0.03 | 2,074,439.12 | 13,267,014 | 29.45 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 31 of SEBI(SAST) | No disclosures made |
| 09-Aug-2012 | 13,267,014 | 29.45 | 6,700 | 0.01 | 926,582.81 | 13,260,314 | 29.43 | Invocation | --do-- (24/08/2012) | --do-- (24/08/2012) | Delayed disclosures |
| 09-Aug-2012 | 13,260,314 | 29.43 | 12,000 | 0.03 | 1,659,551.29 | 13,248,314 | 29.41 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 31 of SEBI(SAST) | No disclosures made |
| 16-Aug-2012 | 13,248,314 | 29.41 | 3,679 | 0.01 | 414,255.29 | 13,244,635 | 29.40 | Invocation | --do-- (24/08/2012) | --do-- (24/08/2012) | Delayed disclosures |
| 16-Aug-2012 | 13,244,635 | 29.40 | 2,560 | 0.01 | 288,896.00 | 13,242,075 | 29.39 | Sell | NA | NA | NA |
| 17-Aug-12 | 13,242,075 | 29.39 | 4,535 | 0.01 | 486,378.75 | 13,237,540 | 29.38 | Sell | NA | NA | NA |
| 21-Aug-12 | 13,237,540 | 29.38 | 929,830 | 2.06 | 9,599,564.92 | 12,307,710 | 27.32 | Sell | Reg. 13(3), 13(4) & 13(4A) of SEBI (PIT), 1992 (27/08/2012) | Reg. 29 of SEBI(SAST) (27/08/2012) | Delayed disclosures |
| 23-Aug-12 | 12,307,710 | 27.32 | 1,587 | 0.00 | 129,895.95 | 12,306,123 | 27.32 | Sell | NA | NA | NA |
| 23-Aug-2012 | 12,306,123 | 27.32 | 26,400 | 0.06 | 2,424,837.63 | 12,279,723 | 27.26 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 31 of SEBI(SAST) | --do-- |
| 24-Aug-12 | 12,279,723 | 27.26 | 11,445 | 0.03 | 999,149.00 | 12,268,278 | 27.23 | Sell | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | NA | --do-- |
| 10-Oct-2012 | 12,268,278 | 27.21 | 66,000 | 0.15 | 4,862,488.49 | 12,202,278 | 27.07 | Invocation | --do-- | --do-- | --do-- |
| 15-Oct-2012 | 12,202,278 | 27.07 | 18,000 | 0.04 | 1,249,029.13 | 12,184,278 | 27.03 | Invocation | --do-- (09/11/2012) | --do-- (09/11/2012) | Delayed disclosures |
| 18-Oct-2012 | 12,184,278 | 27.03 | 10,000 | 0.02 | 643,260.33 | 12,174,278 | 27.00 | Invocation | --do-- | --do-- | -- |
| 19-Oct-2012 | 12,174,278 | 27.00 | 10,000 | 0.02 | 640,253.40 | 12,164,278 | 26.98 | Invocation | --do-- | --do-- | -- |
| 23-Oct-2012 | 12,164,278 | 26.98 | 7,300 | 0.02 | 420,183.74 | 12,156,978 | 26.97 | Invocation | NA | Reg. 31 of SEBI(SAST) | No disclosures made |
| 23-Oct-2012 | 12,156,978 | 26.97 | 16,000 | 0.04 | 920,950.66 | 12,140,978 | 26.93 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 (09/11/2012) | --do-- (09/11/2012) | Delayed disclosures |
| 25-Oct-2012 | 12,140,978 | 26.93 | 9,999 | 0.02 | 546,712.28 | 12,130,979 | 26.91 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 31 of SEBI(SAST) | No disclosures made |
| 25-Oct-2012 | 12,130,979 | 26.91 | 8,300 | 0.02 | 453,816.58 | 12,122,679 | 26.89 | Invocation | --do-- (09/11/2012) | --do-- (09/11/2012) | Delayed disclosures |
| 25-Oct-2012 | 12,122,679 | 26.89 | 1,625,000 | 3.60 | 88,849,630.80 | 10,497,679 | 23.29 | Invocation | Reg. 13(3), 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 29(2)& 31 of SEBI(SAST) | No disclosures made |
| 29-Oct-2012 | 10,497,679 | 23.29 | 66 | 0.00 | 3,879.64 | 10,497,613 | 23.29 | Invocation | NA | Reg. 31 of SEBI(SAST) | --do-- |
| 29-Oct-2012 | 10,497,613 | 23.29 | 40 | 0.00 | 2,351.30 | 10,497,573 | 23.29 | Invocation | NA | Reg. 31 of SEBI(SAST) | --do-- |
| 29-Oct-2012 | 10,497,573 | 23.29 | 66 | 0.00 | 3,879.64 | 10,497,507 | 23.29 | Invocation | NA | Reg. 31 of SEBI(SAST) | --do-- |
| 02-Nov-2012 | 10,497,507 | 23.29 | 32,000 | 0.07 | 1,674,388.07 | 10,465,507 | 23.21 | Invocation | --do-- (09/11/2012) | --do-- (09/11/2012) | Delayed disclosures |
| 05-Nov-2012 | 10,465,507 | 23.21 | 14,600 | 0.03 | 732,107.90 | 10,450,907 | 23.18 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 31 of SEBI(SAST) | No disclosures made |
| 20-Nov-2012 | 10,450,907 | 23.18 | 22,000 | 0.05 | 881,099.91 | 10,428,907 | 23.13 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 31 of SEBI(SAST) | --do-- |
| 26-Nov-2012 | 10,428,907 | 23.13 | 50,000 | 0.11 | 1,632,499.97 | 10,378,907 | 23.02 | Invocation | --do-- | --do-- | --do-- |
| 03-Dec-2012 | 10,378,907 | 23.02 | 100,000 | 0.22 | 2,812,942.94 | 10,278,907 | 22.80 | Invocation | --do-- | --do-- | --do-- |
| 04-Dec-2012 | 10,278,907 | 22.80 | 200,000 | 0.44 | 6,149,211.09 | 10,078,907 | 22.36 | Invocation | --do-- | Reg. 31 of SEBI(SAST)(1 8/12/2012) | No disclosure under SEBI(PIT) |
| 04-Dec-2012 | 10,078,907 | 22.36 | 100,000 | 0.22 | 3,074,605.55 | 9,978,907 | 22.14 | Invocation | --do-- | | |
| 04-Dec-2012 | 9,978,907 | 22.14 | 100,000 | 0.22 | 3,074,605.55 | 9,878,907 | 21.91 | Invocation | --do-- | Reg. 31 of SEBI(SAST) | No disclosures made |
| 11-Dec-2012 | 9,878,907 | 21.91 | 292,545 | 0.65 | 8,610,203.29 | 9,586,362 | 21.26 | Invocation | Reg. 13(3), 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 29(2)& 31 of SEBI(SAST) | No disclosures made |

| | | | | | | | | | | | |
|-------------|-----------|-------|-----------|------|---------------|-----------|-------|------------|--|-------------------------------|-------------------------------|
| 11-Dec-2012 | 9,586,362 | 21.26 | 210,000 | 0.47 | 6,180,733.53 | 9,376,362 | 20.80 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 31 of SEBI(SAST) | --do-- |
| 11-Dec-2012 | 9,376,362 | 20.80 | 30,000 | 0.07 | 882,961.93 | 9,346,362 | 20.73 | Invocation | --do-- | --do-- | --do-- |
| 17-Dec-2012 | 9,346,362 | 20.73 | 100,000 | 0.22 | 2,625,006.49 | 9,246,362 | 20.51 | Invocation | --do-- (18/12/2012) | --do-- (18/12/2012) | -- |
| 19-Jan-2013 | 9,246,362 | 20.48 | 11,666 | 0.03 | 264,126.42 | 9,234,696 | 20.45 | Invocation | NA | Reg. 31 of SEBI(SAST) | No disclosures made |
| 19-Jan-2013 | 9,234,696 | 20.45 | 13,000 | 0.03 | 294,329.12 | 9,221,696 | 20.42 | Invocation | NA | --do-- | --do-- |
| 19-Jan-2013 | 9,221,696 | 20.42 | 62,000 | 0.14 | 1,403,723.50 | 9,159,696 | 20.29 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | --do-- | --do-- |
| 19-Jan-2013 | 9,159,696 | 20.29 | 5,000 | 0.01 | 113,203.51 | 9,154,696 | 20.28 | Invocation | NA | --do-- | --do-- |
| 19-Jan-2013 | 9,154,696 | 20.28 | 10,000 | 0.02 | 226,407.02 | 9,144,696 | 20.25 | Invocation | NA | --do-- | --do-- |
| 19-Jan-2013 | 9,144,696 | 20.25 | 42,000 | 0.09 | 950,909.47 | 9,102,696 | 20.16 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | --do-- | --do-- |
| 19-Jan-2013 | 9,102,696 | 20.16 | 5,400 | 0.01 | 122,259.79 | 9,097,296 | 20.15 | Invocation | NA | --do-- | --do-- |
| 23-Jan-2013 | 9,097,296 | 20.15 | 13,000 | 0.03 | 265,535.32 | 9,084,296 | 20.12 | Invocation | NA | --do-- | --do-- |
| 29-Jan-2013 | 9,084,296 | 20.12 | 250,000 | 0.55 | 4,349,870.16 | 8,834,296 | 19.57 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | --do-- (06/02/2013) | No disclosure under SEBI(PIT) |
| 04-Feb-2013 | 8,834,296 | 19.57 | 50,000 | 0.11 | 869,296.68 | 8,784,296 | 19.46 | Invocation | --do-- | Reg. 31 of SEBI(SAST) | No disclosures made |
| 06-Feb-2013 | 8,784,296 | 19.46 | 370,000 | 0.82 | 6,202,008.35 | 8,414,296 | 18.64 | Invocation | Reg. 13(3), 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 29(2) & 31 of SEBI(SAST) | --do-- |
| 12-Feb-2013 | 8,414,296 | 18.64 | 78,779 | 0.17 | 1,285,400.41 | 8,335,517 | 18.46 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 31 of SEBI(SAST) | --do-- |
| 13-Feb-2013 | 8,335,517 | 18.46 | 43,274 | 0.10 | 673,860.05 | 8,292,243 | 18.37 | Invocation | --do-- | --do-- | --do-- |
| 14-Feb-2013 | 8,292,243 | 18.37 | 433 | 0.00 | 6,400.83 | 8,291,810 | 18.36 | Invocation | NA | --do-- | --do-- |
| 15-Feb-2013 | 8,291,810 | 18.36 | 60,000 | 0.13 | 835,469.08 | 8,231,810 | 18.23 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | --do-- | --do-- |
| 18-Feb-2013 | 8,231,810 | 18.23 | 45,471 | 0.10 | 606,956.03 | 8,186,339 | 18.13 | Invocation | --do-- | --do-- | --do-- |
| 19-Feb-2013 | 8,186,339 | 18.13 | 150,000 | 0.33 | 2,085,384.62 | 8,036,339 | 17.80 | Invocation | --do-- | --do-- (25/02/2013) | No disclosure under SEBI(PIT) |
| 20-Feb-2013 | 8,036,339 | 17.80 | 40,000 | 0.09 | 586,041.35 | 7,996,339 | 17.71 | Invocation | --do-- | Reg. 31 of SEBI(SAST) | No disclosures made |
| 21-Feb-2013 | 7,996,339 | 17.71 | 21,221 | 0.05 | 327,627.12 | 7,975,118 | 17.66 | Invocation | NA | --do-- | --do-- |
| 21-Feb-2013 | 7,975,118 | 17.66 | 6,293 | 0.01 | 97,156.47 | 7,968,825 | 17.65 | Invocation | NA | --do-- | --do-- |
| 21-Feb-2013 | 7,968,825 | 17.65 | 214,529 | 0.48 | 3,312,073.80 | 7,754,296 | 17.17 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | --do-- | --do-- |
| 28-Feb-2013 | 7,754,296 | 17.17 | 1,616,700 | 3.58 | 30,042,581.31 | 6,137,596 | 13.59 | Invocation | Reg. 13(3), 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 29(2) & 31 of SEBI(SAST) | --do-- |
| 09-May-2013 | 6,137,596 | 13.59 | 25,326 | 0.06 | 333,823.50 | 6,112,270 | 13.54 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 31 of SEBI(SAST) | --do-- |
| 09-May-2013 | 6,112,270 | 13.54 | 70,000 | 0.16 | 922,674.14 | 6,042,270 | 13.38 | Invocation | --do-- | --do-- | --do-- |
| 10-May-2013 | 6,042,270 | 13.38 | 65,350 | 0.14 | 821,680.54 | 5,976,920 | 13.24 | Invocation | --do-- | --do-- | --do-- |
| 13-May-2013 | 5,976,920 | 13.24 | 33,005 | 0.07 | 415,243.41 | 5,943,915 | 13.16 | Invocation | --do-- | --do-- | --do-- |
| 14-May-2013 | 5,943,915 | 13.16 | 30,253 | 0.07 | 385,336.89 | 5,913,662 | 13.10 | Invocation | --do-- | --do-- | --do-- |
| 15-May-2013 | 5,913,662 | 13.10 | 6,178 | 0.01 | 75,659.89 | 5,907,484 | 13.08 | Invocation | NA | --do-- | --do-- |
| 16-May-2013 | 5,907,484 | 13.08 | 400 | 0.00 | 5,062.76 | 5,907,084 | 13.08 | Invocation | NA | --do-- | --do-- |
| 16-May-2013 | 5,907,084 | 13.08 | 84,251 | 0.19 | 1,066,356.56 | 5,822,833 | 12.90 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | --do-- | --do-- |
| 17-May-2013 | 5,822,833 | 12.90 | 11,650 | 0.03 | 145,702.24 | 5,811,183 | 12.87 | Invocation | NA | --do-- | --do-- |
| 20-May-2013 | 5,811,183 | 12.87 | 19,554 | 0.04 | 243,714.61 | 5,791,629 | 12.83 | Invocation | NA | --do-- | --do-- |
| 19-Jul-2013 | 5,791,629 | 12.83 | 333,333 | 0.74 | 3,089,541.49 | 5,458,296 | 12.09 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | --do-- | --do-- |

Disclosures requirement for Divvyani Sarnaik under PIT Regulations AND SAST Regulations:-

| Date | No of shares held - pre Acquisition / | % of share holding held - pre Acquisition | No of shares disposed (invoked) | (%) of share holding disposed | Value of transaction (Rs.) | No of shares held - post disposal | % of share holding held - post disposal | Mode(*) | Trigger for disclosures under Regulation 13(3), 13(4) & 13(4A) read with 13(5) of SEBI (PIT), 1992 & Date of disclosure to stock exchange | Trigger for disclosures under Regulation 29(2) read with 29(3) & Reg. 31 of SEBI (SAST) Regulations 2011 & Date of disclosure to stock exchange | Remarks |
|-------------|---------------------------------------|---|---------------------------------|-------------------------------|----------------------------|-----------------------------------|---|------------|---|---|--|
| 10-Jan-2012 | 9,164,543 | 20.37 | 40,000 | 0.09 | 9,663,767.46 | 9,124,543 | 20.28 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 31 of SEBI(SAST) | No disclosures made |
| 10-Jan-2012 | 9,124,543 | 20.28 | 25,000 | 0.06 | 6,039,854.67 | 9,099,543 | 20.22 | Invocation | --do-- | --do-- | No disclosures made |
| 10-Jan-2012 | 9,099,543 | 20.22 | 2,000 | 0.00 | 483,188.37 | 9,097,543 | 20.22 | Invocation | NA | --do-- | No disclosures made |
| 25-Jul-2012 | 9,097,543 | 20.19 | 83,333 | 0.18 | 28,600,051.57 | 9,014,210 | 20.01 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | --do-- | No disclosures made |
| 25-Jul-2012 | 9,014,210 | 20.01 | 46,667 | 0.10 | 16,016,207.35 | 8,967,543 | 19.91 | Invocation | --do-- | --do-- | No disclosures made |
| 26-Jul-2012 | 8,967,543 | 19.91 | 271,750 | 0.60 | 78,303,730.21 | 8,695,793 | 19.30 | Invocation | --do-- | --do-- | No disclosures made |
| 26-Jul-2012 | 8,695,793 | 19.30 | 200,000 | 0.44 | 57,629,240.26 | 8,495,793 | 18.86 | Invocation | --do-- | --do-- | No disclosures made |
| 26-Jul-2012 | 8,495,793 | 18.86 | 300,000 | 0.67 | 86,443,860.40 | 8,195,793 | 18.19 | Invocation | Reg. 13(3), 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 29(2)& 31 of SEBI(SAST) | No disclosures made |
| 09-Aug-2012 | 8,195,793 | 18.19 | 37,000 | 0.08 | 5,116,949.82 | 8,158,793 | 18.11 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 31 of SEBI(SAST) | No disclosures made |
| 03-Sep-12 | 8,158,793 | 18.11 | 150,000 | 0.33 | 10,264,500.00 | 8,008,793 | 17.78 | Sell | Reg. 13(3), 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 29(2) of SEBI(SAST) | No disclosures made |
| 22-Oct-2012 | 8,008,793 | 17.77 | 7,000 | 0.02 | 432,103.61 | 8,001,793 | 17.75 | Invocation | NA | --do-- (09/11/2012) | Delayed disclosures |
| 23-Oct-2012 | 8,001,793 | 17.75 | 28,362 | 0.06 | 1,632,500.17 | 7,973,431 | 17.69 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 31 of SEBI(SAST) | No disclosures made |
| 25-Oct-2012 | 7,973,431 | 17.69 | 8,138 | 0.02 | 444,958.95 | 7,965,293 | 17.67 | Invocation | NA | --do-- | No disclosures made |
| 25-Oct-2012 | 7,965,293 | 17.67 | 4,900 | 0.01 | 267,915.81 | 7,960,393 | 17.66 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | --do-- | No disclosures made |
| 02-Nov-2012 | 7,960,393 | 17.66 | 73,000 | 0.16 | 3,819,697.79 | 7,887,393 | 17.50 | Invocation | --do-- (09/11/2012) | --do-- (09/11/2012) | Delayed disclosures |
| 03-Nov-2012 | 7,887,393 | 17.50 | 10,000 | 0.02 | 501,443.77 | 7,877,393 | 17.47 | Invocation | --do-- | --do-- | No disclosures made |
| 15-Nov-2012 | 7,877,393 | 17.47 | 22,371 | 0.05 | 1,043,605.91 | 7,855,022 | 17.42 | Invocation | --do-- | --do-- | No disclosures made |
| 16-Nov-2012 | 7,855,022 | 17.42 | 56,979 | 0.13 | 2,527,018.32 | 7,798,043 | 17.30 | Invocation | --do-- | --do-- | No disclosures made |
| 19-Nov-2012 | 7,798,043 | 17.30 | 11,368 | 0.03 | 479,160.04 | 7,786,675 | 17.27 | Invocation | NA | --do-- | No disclosures made |
| 20-Nov-2012 | 7,786,675 | 17.27 | 245,484 | 0.54 | 9,831,633.19 | 7,541,191 | 16.73 | Invocation | --do-- (28/11/2012) | Reg. 31 of SEBI(SAST) | No disclosure under Reg. 31 SEBI(SAST) |
| 23-Nov-2012 | 7,541,191 | 16.73 | 41,923 | 0.09 | 1,440,054.95 | 7,499,268 | 16.63 | Invocation | --do-- (28/11/2012) | --do-- | --do-- |
| 26-Nov-2012 | 7,499,268 | 16.63 | 383,692 | 0.85 | 12,527,543.57 | 7,115,576 | 15.78 | Invocation | Reg. 13(3), 13(4) & 13(4A) of SEBI (PIT), 1992 (28/11/2012) | Reg. 29(2) & 31 of SEBI(SAST) (28/11/2012) | No disclosures under Reg. 29(2) SEBI(SAST) |
| 27-Nov-2012 | 7,115,576 | 15.78 | 178,862 | 0.40 | 5,553,664.62 | 6,936,714 | 15.39 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 31 of SEBI(SAST) | No disclosures made |

| | | | | | | | | | | | |
|-------------|-----------|-------|---------|------|---------------|-----------|-------|------------|---|---|--|
| 29-Nov-2012 | 6,936,714 | 15.39 | 100,000 | 0.22 | 2,950,000.00 | 6,836,714 | 15.17 | Invocation | --do-- | --do-- | No disclosures made |
| 30-Nov-2012 | 6,836,714 | 15.17 | 50,000 | 0.11 | 1,402,498.22 | 6,786,714 | 15.05 | Invocation | --do-- | --do-- (30/11/2012) | No disclosure under SEBI(PIT) |
| 30-Nov-2012 | 6,786,714 | 15.05 | 50,000 | 0.11 | 1,402,498.22 | 6,736,714 | 14.94 | Invocation | --do-- | --do-- (30/11/2012) | --do-- |
| 03-Dec-2012 | 6,736,714 | 14.94 | 25,000 | 0.06 | 703,235.74 | 6,711,714 | 14.89 | Invocation | --do-- | Reg. 31 of SEBI(SAST) | No disclosures made |
| 03-Dec-2012 | 6,711,714 | 14.89 | 30,000 | 0.07 | 843,882.88 | 6,681,714 | 14.82 | Invocation | --do-- | --do-- | --do-- |
| 03-Dec-2012 | 6,681,714 | 14.82 | 30,000 | 0.07 | 843,882.88 | 6,651,714 | 14.75 | Invocation | --do-- | --do-- | --do-- |
| 03-Dec-2012 | 6,651,714 | 14.75 | 15,000 | 0.03 | 421,941.44 | 6,636,714 | 14.72 | Invocation | NA | --do-- | --do-- |
| 03-Dec-2012 | 6,636,714 | 14.72 | 260,000 | 0.58 | 7,313,651.66 | 6,376,714 | 14.14 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 (18/12/2012) | --do-- | Delayed disclosures & No disclosures under Reg.31 SEBI(SAST) |
| 04-Dec-2012 | 6,376,714 | 14.14 | 19,000 | 0.04 | 584,175.05 | 6,357,714 | 14.10 | Invocation | --do-- (18/12/2012) | --do-- | --do-- |
| 04-Dec-2012 | 6,357,714 | 14.10 | 15,000 | 0.03 | 461,190.83 | 6,342,714 | 14.07 | Invocation | --do-- (18/12/2012) | --do-- | --do-- |
| 04-Dec-2012 | 6,342,714 | 14.07 | 6,000 | 0.01 | 184,476.33 | 6,336,714 | 14.06 | Invocation | --do-- (18/12/2012) | --do-- | --do-- |
| 04-Dec-2012 | 6,336,714 | 14.06 | 6,000 | 0.01 | 184,476.33 | 6,330,714 | 14.04 | Invocation | --do-- (18/12/2012) | --do-- | --do-- |
| 04-Dec-2012 | 6,330,714 | 14.04 | 10,000 | 0.02 | 307,460.55 | 6,320,714 | 14.02 | Invocation | --do-- (18/12/2012) | --do-- | --do-- |
| 04-Dec-2012 | 6,320,714 | 14.02 | 18,000 | 0.04 | 553,429.00 | 6,302,714 | 13.98 | Invocation | --do-- (18/12/2012) | --do-- | --do-- |
| 04-Dec-2012 | 6,302,714 | 13.98 | 15,000 | 0.03 | 461,190.83 | 6,287,714 | 13.95 | Invocation | --do-- (18/12/2012) | --do-- | --do-- |
| 04-Dec-2012 | 6,287,714 | 13.95 | 33,000 | 0.07 | 1,014,619.83 | 6,254,714 | 13.87 | Invocation | --do-- (18/12/2012) | --do-- | --do-- |
| 04-Dec-2012 | 6,254,714 | 13.87 | 2,666 | 0.01 | 81,968.98 | 6,252,048 | 13.87 | Invocation | --do-- (18/12/2012) | --do-- | --do-- |
| 04-Dec-2012 | 6,252,048 | 13.87 | 400,000 | 0.89 | 12,298,422.18 | 5,852,048 | 12.98 | Invocation | Reg. 13(3), 13(4) & 13(4A) of SEBI (PIT), 1992 (18/12/2012) | Reg. 29(2)& 31 of SEBI(SAST) | No disclosures under 29(2) and Reg.31 SEBI(SAST) |
| 04-Dec-2012 | 5,852,048 | 12.98 | 7,700 | 0.02 | 236,744.63 | 5,844,348 | 12.96 | Invocation | NA | Reg. 31 of SEBI(SAST) | No disclosures under Reg.31 SEBI(SAST) |
| 06-Dec-2012 | 5,844,348 | 12.96 | 352,184 | 0.78 | 11,527,663.69 | 5,492,164 | 12.18 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 (18/12/2012) | --do-- (18/12/2012) | Delayed disclosures |
| 12-Dec-2012 | 5,492,164 | 12.18 | 53,304 | 0.12 | 1,517,587.40 | 5,438,860 | 12.06 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | --do-- (10/01/2013) | Delayed disclosures. No disclosures under SEBI(PIT) |
| 14-Dec-2012 | 5,438,860 | 12.06 | 17,396 | 0.04 | 437,829.29 | 5,421,464 | 12.03 | Invocation | --do-- | --do-- (10/01/2013) | Delayed disclosures. No disclosures under SEBI(PIT) |
| 17-Dec-2012 | 5,421,464 | 12.03 | 424,000 | 0.94 | 11,130,027.52 | 4,997,464 | 11.09 | Invocation | --do-- | --do-- (10/01/2013) | Delayed disclosures. No disclosures under SEBI(PIT) |
| 18-Dec-2012 | 4,997,464 | 11.09 | 100,000 | 0.22 | 2,757,399.47 | 4,897,464 | 10.86 | Invocation | Reg. 13(3), 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 29(2)& 31 of SEBI(SAST) (10/01/2013) | No disclosures under SEBI(PIT), and Reg. 29(2) SEBI(SAST) |
| 19-Dec-2012 | 4,897,464 | 10.86 | 100,000 | 0.22 | 2,894,998.62 | 4,797,464 | 10.64 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 31 of SEBI(SAST) (10/01/2013) | No disclosures under SEBI(PIT) |
| 20-Dec-2012 | 4,797,464 | 10.64 | 50,000 | 0.11 | 1,446,281.41 | 4,747,464 | 10.53 | Invocation | --do-- | --do-- | --do-- |
| 21-Dec-2012 | 4,747,464 | 10.53 | 76,781 | 0.17 | 2,077,120.62 | 4,670,683 | 10.36 | Invocation | --do-- | --do-- | --do-- |

| | | | | | | | | | | | |
|-------------|-----------|-------|---------|------|--------------|-----------|-------|------------|---|------------------------------------|--|
| 27-Dec-2012 | 4,670,683 | 10.36 | 35,146 | 0.08 | 919,492.86 | 4,635,537 | 10.28 | Invocation | --do-- | --do-- | --do-- |
| 28-Dec-2012 | 4,635,537 | 10.28 | 30,000 | 0.07 | 759,457.52 | 4,605,537 | 10.22 | Invocation | --do-- | --do-- | --do-- |
| 31-Dec-2012 | 4,605,537 | 10.22 | 30,000 | 0.07 | 754,133.33 | 4,575,537 | 10.15 | Invocation | --do-- | --do-- | --do-- |
| 01-Jan-2013 | 4,575,537 | 10.13 | 100,000 | 0.22 | 2,603,041.91 | 4,475,537 | 9.91 | Invocation | --do-- | Reg. 31 of SEBI(SAST) | No disclosures made |
| 02-Jan-2013 | 4,475,537 | 9.91 | 100,000 | 0.22 | 2,751,633.64 | 4,375,537 | 9.69 | Invocation | --do-- | Reg. 31 of SEBI(SAST) (28/02/2013) | No disclosures under SEBI(PIT)& delayed disclosures for Reg.31 of SAST |
| 03-Jan-2013 | 4,375,537 | 9.69 | 19,006 | 0.04 | 525,168.80 | 4,356,531 | 9.65 | Invocation | --do-- | Reg. 31 of SEBI(SAST) | No disclosures made |
| 04-Jan-2013 | 4,356,531 | 9.65 | 20,000 | 0.04 | 544,375.70 | 4,336,531 | 9.60 | Invocation | --do-- | Reg. 31 of SEBI(SAST) (28/02/2013) | Delayed disclosures |
| 07-Jan-2013 | 4,336,531 | 9.60 | 30,000 | 0.07 | 832,096.58 | 4,306,531 | 9.54 | Invocation | --do-- | --do-- | --do-- |
| 08-Jan-2013 | 4,306,531 | 9.54 | 19,039 | 0.04 | 525,000.06 | 4,287,492 | 9.50 | Invocation | --do-- | Reg. 31 of SEBI(SAST) (31/01/2013) | --do-- |
| 10-Jan-2013 | 4,287,492 | 9.50 | 25,000 | 0.06 | 670,204.66 | 4,262,492 | 9.44 | Invocation | --do-- | Reg. 31 of SEBI(SAST) (31/01/2013) | --do-- |
| 10-Jan-2013 | 4,262,492 | 9.44 | 5,000 | 0.01 | 134,040.93 | 4,257,492 | 9.43 | Invocation | --do-- | Reg. 31 of SEBI(SAST) (31/01/2013) | --do-- |
| 14-Jan-2013 | 4,257,492 | 9.43 | 30,000 | 0.07 | 765,679.34 | 4,227,492 | 9.36 | Invocation | --do-- | Reg. 31 of SEBI(SAST) (28/02/2013) | --do-- |
| 15-Jan-2013 | 4,227,492 | 9.36 | 10,036 | 0.02 | 259,676.23 | 4,217,456 | 9.34 | Invocation | NA | --do-- | --do-- |
| 16-Jan-2013 | 4,217,456 | 9.34 | 4,522 | 0.01 | 112,654.58 | 4,212,934 | 9.33 | Invocation | NA | --do-- | --do-- |
| 17-Jan-2013 | 4,212,934 | 9.33 | 10,000 | 0.02 | 239,395.85 | 4,202,934 | 9.31 | Invocation | NA | --do-- | --do-- |
| 18-Jan-2013 | 4,202,934 | 9.31 | 10,000 | 0.02 | 235,794.57 | 4,192,934 | 9.29 | Invocation | NA | --do-- | --do-- |
| 21-Jan-2013 | 4,192,934 | 9.29 | 20,000 | 0.04 | 452,814.03 | 4,172,934 | 9.24 | Invocation | NA | --do-- | --do-- |
| 23-Jan-2013 | 4,172,934 | 9.24 | 10,000 | 0.02 | 204,257.94 | 4,162,934 | 9.22 | Invocation | NA | --do-- | --do-- |
| 23-Jan-2013 | 4,162,934 | 9.22 | 26,994 | 0.06 | 551,373.89 | 4,135,940 | 9.16 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 31 of SEBI(SAST) | No disclosures made |
| 24-Jan-2013 | 4,135,940 | 9.16 | 15,000 | 0.03 | 293,608.09 | 4,120,940 | 9.13 | Invocation | NA | Reg. 31 of SEBI(SAST) (28/02/2013) | Delayed disclosures |
| 24-Jan-2013 | 4,120,940 | 9.13 | 5,378 | 0.01 | 105,268.29 | 4,115,562 | 9.12 | Invocation | NA | Reg. 31 of SEBI(SAST) | No disclosures made |
| 28-Jan-2013 | 4,115,562 | 9.12 | 10,000 | 0.02 | 180,509.20 | 4,105,562 | 9.09 | Invocation | NA | Reg. 31 of SEBI(SAST) (28/02/2013) | Delayed disclosures |
| 29-Jan-2013 | 4,105,562 | 9.09 | 46,583 | 0.10 | 810,520.01 | 4,058,979 | 8.99 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 31 of SEBI(SAST) | No disclosures made |
| 29-Jan-2013 | 4,058,979 | 8.99 | 10,000 | 0.02 | 173,994.81 | 4,048,979 | 8.97 | Invocation | NA | Reg. 31 of SEBI(SAST) (28/02/2013) | Delayed disclosures |
| 30-Jan-2013 | 4,048,979 | 8.97 | 20,000 | 0.04 | 341,305.14 | 4,028,979 | 8.92 | Invocation | NA | Reg. 31 of SEBI(SAST) | No disclosures made |
| 30-Jan-2013 | 4,028,979 | 8.92 | 3,744 | 0.01 | 63,892.32 | 4,025,235 | 8.92 | Invocation | NA | Reg. 31 of SEBI(SAST) (28/02/2013) | Delayed disclosures |
| 30-Jan-2013 | 4,025,235 | 8.92 | 7,495 | 0.02 | 127,904.10 | 4,017,740 | 8.90 | Invocation | NA | --do-- | Delayed disclosures |
| 31-Jan-2013 | 4,017,740 | 8.90 | 10,000 | 0.02 | 163,301.39 | 4,007,740 | 8.88 | Invocation | NA | Reg. 31 of SEBI(SAST) | No disclosures made |
| 31-Jan-2013 | 4,007,740 | 8.88 | 30,757 | 0.07 | 502,266.09 | 3,976,983 | 8.81 | Invocation | Reg.13(3), 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 29(2)& 31 of SEBI(SAST) | --do-- |
| 01-Feb-2013 | 3,976,983 | 8.81 | 16,686 | 0.04 | 276,151.16 | 3,960,297 | 8.77 | Invocation | NA | Reg. 31 of SEBI(SAST) | --do-- |
| 04-Feb-2013 | 3,960,297 | 8.77 | 40,000 | 0.09 | 695,437.34 | 3,920,297 | 8.68 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | Reg. 31 of SEBI(SAST) (28/02/2013) | No disclosures under SEBI(PIT)& delayed disclosures |

| | | | | | | | | | | | |
|-------------|-----------|------|--------|------|--------------|-----------|------|------------|---|------------------------------------|--------------------------------|
| | | | | | | | | | | | for Reg.31 of SAST |
| 05-Feb-2013 | 3,920,297 | 8.68 | 28,000 | 0.06 | 485,677.04 | 3,892,297 | 8.62 | Invocation | --do-- | Reg. 31 of SEBI(SAST) (28/02/2013) | --do-- |
| 05-Feb-2013 | 3,892,297 | 8.62 | 60,000 | 0.13 | 1,040,736.52 | 3,832,297 | 8.49 | Invocation | --do-- | --do-- | --do-- |
| 05-Feb-2013 | 3,832,297 | 8.49 | 29,000 | 0.06 | 503,022.65 | 3,803,297 | 8.42 | Invocation | --do-- | --do-- | --do-- |
| 06-Feb-2013 | 3,803,297 | 8.42 | 88,064 | 0.20 | 1,476,145.04 | 3,715,233 | 8.23 | Invocation | --do-- | Reg. 31 of SEBI(SAST) | No disclosures made |
| 06-Feb-2013 | 3,715,233 | 8.23 | 20,000 | 0.04 | 335,243.69 | 3,695,233 | 8.18 | Invocation | NA | Reg. 31 of SEBI(SAST) (28/02/2013) | Delayed disclosures |
| 07-Feb-2013 | 3,695,233 | 8.18 | 10,070 | 0.02 | 158,855.70 | 3,685,163 | 8.16 | Invocation | NA | Reg. 31 of SEBI(SAST) | No disclosures made |
| 07-Feb-2013 | 3,685,163 | 8.16 | 15,000 | 0.03 | 236,627.16 | 3,670,163 | 8.13 | Invocation | NA | Reg. 31 of SEBI(SAST) (28/02/2013) | Delayed disclosures |
| 08-Feb-2013 | 3,670,163 | 8.13 | 24,247 | 0.05 | 370,761.64 | 3,645,916 | 8.07 | Invocation | NA | Reg. 31 of SEBI(SAST) | No disclosures made |
| 08-Feb-2013 | 3,645,916 | 8.07 | 15,000 | 0.03 | 229,365.47 | 3,630,916 | 8.04 | Invocation | NA | --do-- | No disclosures made |
| 11-Feb-2013 | 3,630,916 | 8.04 | 40,000 | 0.09 | 628,614.89 | 3,590,916 | 7.95 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | --do-- | No disclosures made |
| 11-Feb-2013 | 3,590,916 | 7.95 | 5,000 | 0.01 | 78,576.86 | 3,585,916 | 7.94 | Invocation | NA | --do-- | No disclosures made |
| 12-Feb-2013 | 3,585,916 | 7.94 | 41,221 | 0.09 | 672,583.94 | 3,544,695 | 7.85 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | --do-- | No disclosures made |
| 12-Feb-2013 | 3,544,695 | 7.85 | 10,000 | 0.02 | 163,165.36 | 3,534,695 | 7.83 | Invocation | NA | Reg. 31 of SEBI(SAST) (28/02/2013) | Delayed disclosures |
| 13-Feb-2013 | 3,534,695 | 7.83 | 9,500 | 0.02 | 147,933.41 | 3,525,195 | 7.81 | Invocation | NA | --do-- | Delayed disclosures |
| 14-Feb-2013 | 3,525,195 | 7.81 | 51,000 | 0.11 | 753,908.16 | 3,474,195 | 7.69 | Invocation | Reg. 13(4) & 13(4A) of SEBI (PIT), 1992 | --do-- | No disclosures under SEBI(PIT) |
| 15-Feb-2013 | 3,474,195 | 7.69 | 10,000 | 0.02 | 139,244.85 | 3,464,195 | 7.67 | Invocation | NA | --do-- | -- |
| 19-Feb-2013 | 3,464,195 | 7.67 | 15,000 | 0.03 | 208,538.46 | 3,449,195 | 7.64 | Invocation | NA | --do-- | -- |
| 21-Feb-2013 | 3,449,195 | 7.64 | 15,000 | 0.03 | 231,582.24 | 3,434,195 | 7.61 | Invocation | NA | --do-- | -- |
| 21-Feb-2013 | 3,434,195 | 7.61 | 15,000 | 0.03 | 231,582.24 | 3,419,195 | 7.57 | Invocation | NA | Reg. 31 of SEBI(SAST) | No disclosures made |
| 22-Feb-2013 | 3,419,195 | 7.57 | 15,000 | 0.03 | 242,006.05 | 3,404,195 | 7.54 | Invocation | NA | Reg. 31 of SEBI(SAST) (28/02/2013) | -- |
| 25-Feb-2013 | 3,404,195 | 7.54 | 15,000 | 0.03 | 255,749.87 | 3,389,195 | 7.51 | Invocation | NA | Reg. 31 of SEBI(SAST) | No disclosures made |
| 26-Feb-2013 | 3,389,195 | 7.51 | 15,000 | 0.03 | 268,157.63 | 3,374,195 | 7.47 | Invocation | NA | --do-- | --do-- |
| 27-Feb-2013 | 3,374,195 | 7.47 | 15,000 | 0.03 | 281,249.90 | 3,359,195 | 7.44 | Invocation | NA | --do-- | --do-- |
| 28-Feb-2013 | 3,359,195 | 7.44 | 15,000 | 0.03 | 278,739.85 | 3,344,195 | 7.41 | Invocation | NA | --do-- | --do-- |
| 01-Mar-2013 | 3,344,195 | 7.41 | 6,249 | 0.01 | 106,909.46 | 3,337,946 | 7.39 | Invocation | NA | --do-- | --do-- |
| 05-Mar-2013 | 3,337,946 | 7.39 | 15,000 | 0.03 | 230,998.25 | 3,322,946 | 7.36 | Invocation | NA | --do-- | --do-- |
| 06-Mar-2013 | 3,322,946 | 7.36 | 15,000 | 0.03 | 236,495.68 | 3,307,946 | 7.33 | Invocation | NA | --do-- | --do-- |
| 07-Mar-2013 | 3,307,946 | 7.33 | 15,000 | 0.03 | 239,057.63 | 3,292,946 | 7.29 | Invocation | NA | --do-- | --do-- |
| 08-Mar-2013 | 3,292,946 | 7.29 | 10,000 | 0.02 | 156,406.34 | 3,282,946 | 7.27 | Invocation | NA | --do-- | --do-- |
| 15-Mar-2013 | 3,282,946 | 7.27 | 15,000 | 0.03 | 233,163.08 | 3,267,946 | 7.24 | Invocation | NA | --do-- | --do-- |

10. Further, the details of creation / release of pledge by the Noticees and their disclosure requirements has been mentioned in table at page 22 of Investigation Report which is produced hereunder;

Annand Sarnaalik

| Date | Pledge created | Pledge release | Date | Pledge created | Pledge release |
|-------------|----------------|----------------|-------------|----------------|----------------|
| 05-Oct-2011 | 110,000 | - | 30-Mar-2012 | 0 | 69,000 |
| 05-Oct-2011 | 70,000 | - | 30-Mar-2012 | 0 | 500,000 |
| 05-Oct-2011 | 60,000 | - | 31-Mar-2012 | 0 | 18,000 |
| 08-Oct-2011 | 450,000 | - | 16-Apr-2012 | 0 | |
| 10-Oct-2011 | - | 833 | 20-Apr-2012 | 115,000 | 0 |
| 28-Oct-2011 | 120,000 | - | 08-May-2012 | 0 | |
| 08-Nov-2011 | 20,000 | - | 08-May-2012 | 0 | |
| 09-Nov-2011 | 77,000 | - | 17-May-2012 | 0 | 500,000 |
| 11-Nov-2011 | 6,700 | - | 22-May-2012 | 0 | 350,000 |
| 11-Nov-2011 | 5,400 | - | 22-May-2012 | 0 | 100,000 |
| 12-Nov-2011 | 3,800 | - | 23-May-2012 | 240,000 | 0 |
| 15-Nov-2011 | 12,000 | - | 31-May-2012 | 167,000 | 0 |
| 15-Nov-2011 | 9,000 | - | 01-Jun-2012 | 33,000 | 0 |
| 16-Nov-2011 | 13,000 | - | 09-Jun-2012 | 66,000 | 0 |
| 22-Nov-2011 | 250,000 | - | 12-Jun-2012 | 100,000 | 0 |
| 23-Nov-2011 | 30,000 | - | 12-Jun-2012 | 0 | 220,000 |
| 23-Nov-2011 | 42,000 | - | 26-Jun-2012 | 0 | 42,000 |
| 24-Nov-2011 | 42,000 | - | 27-Jun-2012 | 100,000 | 0 |
| 30-Nov-2011 | 33,000 | - | 28-Jun-2012 | 0 | 500 |
| 30-Nov-2011 | 150,000 | - | 28-Jun-2012 | 0 | 106,676 |
| 30-Nov-2011 | 33,000 | - | 28-Jun-2012 | 0 | 86,667 |
| 02-Dec-2011 | 60,000 | - | 28-Jun-2012 | 0 | 110,000 |
| 07-Dec-2011 | 150,000 | - | 28-Jun-2012 | 0 | 120,000 |
| 07-Dec-2011 | 100,000 | - | 28-Jun-2012 | 0 | 125,000 |
| 07-Dec-2011 | 100,000 | - | 28-Jun-2012 | 0 | 66,666 |
| 07-Dec-2011 | 100,000 | - | 28-Jun-2012 | 0 | 165,000 |
| 09-Dec-2011 | 200,000 | - | 28-Jun-2012 | 0 | 150,000 |
| 22-Dec-2011 | 28,000 | - | 28-Jun-2012 | 0 | 50,000 |
| 28-Dec-2011 | 18,000 | - | 29-Jun-2012 | 330,000 | 0 |
| 05-Jan-2012 | 50,000 | 0 | 03-Jul-2012 | 370,000 | 0 |
| 05-Jan-2012 | 0 | | 11-Jul-2012 | 600,000 | 0 |
| 06-Jan-2012 | 50,000 | 0 | 18-Jul-2012 | 50,000 | 0 |
| 07-Jan-2012 | 50,000 | 0 | 18-Jul-2012 | 360,000 | 0 |
| 16-Jan-2012 | 0 | | 26-Jul-2012 | 0 | |
| 16-Jan-2012 | 0 | | 26-Jul-2012 | 0 | |
| 16-Jan-2012 | 0 | | 26-Jul-2012 | 0 | |
| 02-Mar-2012 | 0 | | 26-Jul-2012 | 0 | |
| 05-Mar-2012 | 50,000 | 0 | 26-Jul-2012 | 0 | |
| 19-Mar-2012 | 0 | 250,000 | 26-Jul-2012 | 0 | |
| 23-Mar-2012 | 145,000 | 0 | 26-Jul-2012 | 0 | |
| 23-Mar-2012 | 0 | 145,000 | 26-Jul-2012 | 0 | |
| 29-Mar-2012 | 0 | 44,000 | 26-Jul-2012 | 0 | |
| | | | 22-Aug-2012 | 1,625,000 | |

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| Date | Pledge created | Pledge release |
|-------------|----------------|----------------|
| 08-Oct-2011 | 402,000 | |
| 21-Oct-2011 | 6,000 | |
| 21-Oct-2011 | 30,000 | |
| 28-Oct-2011 | 30,000 | |
| 28-Oct-2011 | 60,000 | |
| 28-Oct-2011 | 60,000 | |
| 02-Nov-2011 | 45,000 | |
| 11-Nov-2011 | 6,000 | |
| 15-Nov-2011 | 15,000 | |
| 15-Nov-2011 | 150,000 | |
| 15-Nov-2011 | 300,000 | |
| 16-Nov-2011 | 96,000 | |
| 17-Nov-2011 | 5,000 | |
| 17-Nov-2011 | 15,000 | |
| 22-Nov-2011 | 200,000 | |
| 23-Nov-2011 | 150,000 | |
| 23-Nov-2011 | 400,000 | |
| 23-Nov-2011 | 75,000 | |
| 29-Nov-2011 | 100,000 | |
| 12-Dec-2011 | 33,000 | |
| 05-Jan-2012 | 50,000 | |
| 17-Jan-2012 | 100,000 | |
| 18-Jan-2012 | 33,000 | |
| 22-Feb-2012 | | 33,000 |
| 03-Mar-2012 | 50,000 | |
| 30-Mar-2012 | | 78,000 |
| 04-Jun-2012 | | 5,000 |
| 04-Jun-2012 | | 150,000 |
| 04-Jun-2012 | | 50,000 |
| 04-Jun-2012 | | 45,000 |
| 28-Jun-2012 | | 58,334 |
| 28-Jun-2012 | | 383,333 |
| 28-Jun-2012 | | 50,000 |
| 28-Jun-2012 | | 75,000 |
| 28-Jun-2012 | | 60,000 |
| 06-Jul-2012 | 200,000 | |
| 06-Jul-2012 | 37,000 | |
| 23-Jul-2012 | 10,000 | |
| 25-Jul-2012 | | 150,000 |

11. Also, the Noticees along with other promoters / its Person Acting in Concert (PAC) had dealt in pledge (invocation of pledge) and market sell/buy of shares, the details of which are given in table at page 22-27 of the Investigation report.

12. In respect to the allegations, I have taken into account reply of the Noticees dated April 04, 2017. Annexure 1 attached by the Noticees along with said reply is related to certain quarterly / yearly disclosures made by GTL under clause 35 of Listing Agreement to Stock Exchanges etc. The Noticees had provided copies of certain disclosures in their support and relied upon Annexure 2 (a) & 2 (b).
13. Here, it is relevant to mention that the material documents/Annexure which is corresponding to the allegations are the Annexure 2 (a) and 2(b) of their reply. Since, the Annexure 1 as relied upon by the Noticees is relating to the quarterly/yearly statement of securities with another subject under clause 35 of Listing Agreement which is totally different from the alleged disclosure requirement under PIT Regulations and SAST Regulations (i.e. change in 2% or more shareholding and invocation/release/creation of pledged shares), therefore, said annexure I would not be helpful to the Noticees.

Findings in respect of Noticee No. 1

14. In respect of allegations, the Noticee No. 1 had relied upon Annexure 2 (a) containing certain copies of disclosures. After going through the said Annexure 2 (a), it is noticed that the so called disclosures, are not entirely corresponding the details / violations as shown in table at para 16-21 & 22 of Investigation Report.
15. In said reply, the Noticee No. 1 produced a table showing the details of disclosures made by him. Upon perusal of said table, it is noticed that for the transaction dated (i.e. 05/01/2012, 16/01/2012, 16/04/2012, 10/10/2012, 15/10/2012, 18/10/2012, 19/10/2012, 23/10/2012, 25/10/2012, 29/10/2012, 05/11/2012, 20/11/2012 and 26/11/2012), the Noticee No. 1 had stated that some of the disclosures as per annexure of SCN is not available currently with him or cannot be traced. He had also stated that he is trying to locate the same and would submit shortly after some delay as Company is under liquidation. However, no such evidence regarding

disclosures if any, in respect of these transactions (sell/invocation / creation of pledge) is received from the Noticee No. 1.

16. Moreover, during the course of hearing on October 26, 2017, the Noticee(s) had stated that they don't have any other material documents for submission in this regard. Therefore, due to absence of any evidence / proof of making disclosures regarding the 'invocation / creation / release of pledge' or 'sale' of shares in respect of above stated transactions dates (para 15 above), it is established that the Noticee No. 1 being the promoter / managing director of the GTL, had failed to make the required disclosures upon change of more than 2% shareholding and upon creation/release/invocation of pledge of shares, under regulation 29 (2) and 31 (1) & 31 (2) of the SAST Regulations and regulations 13 (3), 13 (4), 13 (4A) of the PIT Regulations.

17. As regards to the other transactions as alleged for 'sell or invocation / release / creation of pledge', annexure 2 (a) as well as the table produced by Noticee No. 1 in said reply, is perused and following observations are being made;

(i) For 'invocation' transaction on 02/03/2012, the Noticee No. 1 had stated in column of 'Remarks' in table of his reply as (*"Disclosed vide Note No. 3, in Disclosure dated 12th November 2012"*). Apparently, the alleged transactions date was 2nd March 2012 while as per his own submission the disclosure was made on 12th November 2012 which makes clear that such disclosures was made after a considerable delay and accordingly, the same was not in terms of timelines specified (i.e. within 2 working days / 7 working days under the PIT Regulations / SAST Regulations). Similarly, for 'invocation' transaction on 08/05/2012, the Noticee No. 1 had stated as (*"Disclosed vide Note No. 3, in Disclosure dated 9th November 2012"*) which again makes clear that the same were made much belatedly.

(ii) The Noticee No. 1 stated to have disclosed vide letter dated August 24, 2012 (for 'sell / pledge invocation' transactions done during 10th to 21st August 2012) through consolidated disclosures which was received by stock Exchange(s) on 28th August 2012 - delivered through FAX on 25th August 2012). However, from such consolidated disclosures itself, it is clear that the same were made / received by Stock exchange belatedly (especially for transaction of 16th August 2012) as against the times lines specified PIT Regulations / SAST Regulations.

(iii) The Noticee No. 1 stated to have disclosed vide letter dated 9th and 12th November 2012 (for 'sell / pledge invocation' transaction done on 25th & 27th October 2012, and 5th November 2012), which was received by Stock Exchange(s) on 19th November 2012 - delivered through FAX on 15th November 2012 for letter dated November 12, 2012). However, firstly, it is clear that said relied upon disclosures were made belatedly for the said transactions against the times lines specified and secondly, it is noticed that for 'invocation' transaction of 16,25,000 shares on 25th October 2012, no disclosures is shown / proved to have been made.

(iv) The Noticee No. 1 stated to have disclosed vide letter dated 18th December 2012 (for pledge 'invocation' transactions done on 4th, 7th & 13th December 2012), which was received by Stock Exchange(s) on 27th December 2012 - delivered through FAX on 19th December 2012). However, it is noticed that out of three instance of 'invocation' on 4th December 2012 (i.e. 2 Lakh shares, 1 Lakh shares and 1 Lakh shares, disclosures were made belatedly only in respect of 2 transactions and no disclosure was made in respect of third transaction of 1,00,000 shares.

(v) As regards to pledge 'invocation' transaction on 29th January 2013, the documents / disclosure provided by the Noticee No. 1 reveals that same was disclosed only under SAST Regulations to Stock Exchange on 11th February 2013 (vide letter dated 06/02/2013), but, no disclosures were made under PIT Regulations.

(v) As regards to 'invocation' transaction on 6th February 2013, the disclosure provided by the Noticee No. 1 vide letter dated 6/2/2013 (received by stock exchange on 11/02/2013) only shows that the same is for "sell" transaction of 75,000 shares and not for the 'invocation' of 3,70,000 shares.

(vi) Further, the disclosure provided by the Noticee No. 1 vide letter dated 6/2/2013 (received by stock exchange on 11/02/2013) shows only disclosures of "sell" transaction on 4th and 5th February 2013 and not the disclosure for 'invocation' of 50,000 shares on 4th February 2013.

(vii) The disclosure provided by the Noticee No. 1 vide letter dated 14/2/2013 (received by stock exchange on 4th March 2013 - delivered through FAX on 1st March 2013) for "sell" transaction on 11th February 2013 is not the allegation part under SCN.

(vi) The disclosure provided by the Noticee No. 1 vide letter dated 25/2/2013 (received by stock exchange on 4th March 2013- delivered through FAX on 1st March 2013) for "sell" transaction on 20th February 2013 (though in PIT Form shows transaction dated 22/02/2013, but, covering letter dated 25/02/2013 shows as transaction dated 20/02/2013) is only the disclosures related to 'sell' transaction and not the disclosures for the 'invocation' transaction as alleged under SCN.

(vi) The disclosure provided by the Noticee No. 1 vide letter dated 28/2/2013 (received by stock exchange on 4th March 2013- delivered through FAX on 1st March 2013) for "invocation" transaction on 22nd February 2013 is not the allegation part under SCN.

18. From the aforesaid, it is noted that except the disclosures as referred above, which too were made belatedly, no other material / evidence has been placed on record by the Noticee No. 1 to prove that the other alleged disclosures requirement were

made by him on several triggered dates regarding creation / invocation / release of pledge or sell of shares etc. as shown in table at page 16-18 and 22 of Investigation Report.

19. It is not out of place to mention that in his reply / table, the Noticee No. 1 had very conveniently not referred to the 'sell / invocation' transactions on several days viz. 24/08/2012, 2/11/2012, 3/11/2012, 17/12/2012, 19/01/2013, 23/01/2013 and transaction took place during February 28, 2013 to July 19, 2013. Such non reference of these transactions clearly suggests that the Noticee No. 1 has not made any disclosures as required under PIT Regulations and SAST Regulations. No disclosures has been proved to have been made by the Noticee No. 1 in respect of transactions viz. 'creation/release' of pledge as shown in table at page 22 of the Investigation Report.

20. In view of the above, it is established that the Noticee No. 1 being the Promoter / Managing Director of the GTL had failed to make required disclosures about change of 2% or more of his shareholding or change exceeding ` 5 lakh in value or 25,000 shares or 1% of total shareholding or voting rights, in GTL at so many instances / triggered dates and also failed to disclose the creation/invocation/release of pledge as shown in SCN / page No. 16 to 18 and 22 of the Investigation Report (read with pages 23-26 of investigation report); and thereby had violated regulation 29 (2), 29 (3) and regulation 31 (1) & 31 (2) of the SAST Regulations and regulations 13 (3), 13 (4), 13 (4A) of the PIT Regulations.

Findings in respect to Noticee No. 2.

21. From the said reply, the Noticee No. 2 produce a table showing the details of disclosures made by her. However, upon perusal of said table, it is noticed that Noticee No. 2 had explained her trade details / disclosures in respect of invocation/creation/ release of pledge or sell of shares that took place only from November 05, 2012 to February 22, 2013; and no details / proof of disclosures in

respect of her transactions for the period January 10, 2012 to November 03, 2012 (except one detail of 23rd October 2012 transaction) and during the February 25, 2013 to March 15, 2013, has been made/produced.

22. As regards to the other 'sell or invocation / creation / release' of pledge transactions, annexure 2 (b) as relied upon / table produced by Noticee No. 2, is perused and following observations are made;

(i) The disclosure provided by the Noticee No. 2 vide letter dated 09/11/2012 (received by stock exchange on 19th November 2012) are the only disclosures for "sell" transaction of 29th October 2012 and 5th November of 2012 which is not the allegation part under SCN.

(ii) The disclosure provided by the Noticee No. 2 vide letter dated 28/11/2012 (received by stock exchange on 29th November 2012 - delivered through FAX on 28th November 2012) are the disclosures for "invocation" transaction done on 20th & 27th November of 2012 for 2,86,161 shares and 3,83,692 shares respectively; AND for 'sell' transactions on 27th November 2012 for 2,86,167 and 383692 shares. It appears that said shares 2,86,161 are for transaction shown under SCN on 20th & 23rd November 2012 and 3,83,692 shares are for transaction done on 26th November, 2012, but, no disclosure proof regarding 'invocation' of 1,78,862 shares as alleged, has been produced under said relied upon disclosure.

It is noted that disclosure of such 'invocation' of 1,78,862 shares has been made by the Noticee belatedly vide her letter dated 18/12/2012 which is being discussed in next point hereunder.

(iii) The disclosure provided by the Noticee No. 2 vide letter dated 18/12/2012 (received by stock exchange on 27th December 2012 - delivered through FAX on 19th December 2012) are the disclosures for "invocation / sale" transaction on 27th & 30th November 2012; and 3rd, 4th & 6th December, 2012. However, it is very

clear that such disclosures were made belatedly and hence were not in the timelines as specified under PIT Regulations and SAST Regulations.

(iv) The disclosure provided by the Noticee No. 2 vide letter dated 10/01/2013 (received by stock exchange on 11th January 2013 - delivered through FAX on 10th January 2013), it is noticed that the consolidated disclosures for “invocation / sale’ for the transaction dated 11th, 14th, 17th, 18th, 19th, 20th, 21st, 26th, 28th & 31st of December 2012 were made, but, the same were apparently made much belatedly and hence were not in the timelines as specified under PIT Regulations and SAST Regulations.

(v) The disclosure provided by the Noticee No. 2 vide letter dated 28/02/2013 (received by stock exchange on 4th March 2013 - delivered through FAX on 2nd March 2013), it is noticed that consolidated disclosures for “invocation / sale’ for the transaction dated 1st to 4th, 7th, 14th to 18th, 21st, 23rd, 24th, 28th to 31st January 2013 and 4th – 8th, 11th to 15th, 19th to 22nd February of 2013 were made, but, the same were apparently made much belatedly and hence were not in the timelines as specified under PIT Regulations and SAST Regulations.

23. From the above, it is established that except the aforesaid disclosures which were made belatedly, no other disclosures were made by the Noticee No. 2 as alleged in the SCN. No disclosures has been proved to have been made by the Noticee No. 2 in respect of transactions viz. ‘creation/release’ of pledge as shown in table at page 22 of the Investigation Report.

24. In view of the above, it is established that the Noticee No. 2 being the promoter / whole time director of the GTL had failed to make required disclosures about change of 2% or more of his shareholding or change exceeding ` 5 lakh in value or 25,000 shares or 1% of total shareholding or voting rights, in GTL at so many instances / triggered dates and also failed to disclose the creation/invocation/release of pledge as shown in SCN/ page No. 19 - 22 of the

Investigation Report (read with pages 23-26 of investigation report) and thereby had violated regulation 29 (2), 29 (3) and regulation 31 (1) & 31 (2) of the SAST Regulations and regulations 13 (3), 13 (4), 13 (4A) of the PIT Regulations.

25. The plea of Noticees that since the Company is in liquidation, hence, records could not be traced is not acceptable as for many other transactions, the details / disclosures are given by them and if the problem of tracing records was involved, then, same would have been applicable to all the details for which they had provided certain disclosures. Moreover, the transactions 'sell / invocation / creation / release' of shares are independent records of the Noticees and tracing of Company's records has nothing to do for their own trading records.

26. Here, I also find it appropriate to mention that Noticees had also taken plea that the knowledge/intimation of invocation of pledge was received by them belatedly and upon coming into such knowledge, they had disclosed the same. I do not agree with said plea as it is established that except the transactions as examined in aforesaid paras, no other disclosures for 'invocation' of pledge are proved to have been made. Further, such plea of invocation intimation would not arise at all in case of 'creation / release of pledge' as by virtue of nature of these transactions itself, the Noticees are very much aware as to the numbers of shares and date of such creation / release of pledge.

27. Also, no proof has been provided by the Noticees as to how and on which date they came to know about such invocation of pledge and therefore, merely stating in disclosure forms, does not mean that they actually came to know of invocation of that day only.

28. Further, requirement of disclosure of 'invocation of pledge' has been shown under regulation 31 (3) of SAST Regulations as under-

31(3) The disclosures required under sub-regulation (1) and sub-regulation (2) shall be made within seven working days from the creation or invocation or release of encumbrance; as the case may be to,-

29. From the above, definition, it is clear that “intimation or knowledge’ of invocation of pledge is not a condition precedent before making disclosure and ‘from the ‘invocation’ itself the liability of making disclosures come into play. Also, it is relevant here to mention regulation 58 (8) & (9) of the SEBI (Depositories and Participants) Regulations, 1996 (**DP Regulations**) which states-

(8) Subject to the provisions of the pledge document, the pledgee may invoke the pledge and on such invocation, the depository shall register the pledgee as beneficial owner of such securities and amend its records accordingly.

*(9) After amending its records under sub-regulation (8) **the depository shall immediately inform the participants** of the pledger and pledgee of the change who in turn shall make the necessary changes in their records and inform the pledger and pledgee respectively.*

30. By virtues of the aforesaid provisions of DP Regulations, it is very much clear that the pledger and pledgee would come to know about such invocation of pledge immediately.

ISSUE NO. 2 & 3- Whether the failure, if any, on the part of the Noticees, would attract monetary penalty under section 15 A (b) of the SEBI Act AND If yes, then, what would be the monetary penalty that can be imposed upon the Noticees taking into consideration the factors stipulated in section 15J of the SEBI Act read with rule 5 (2) of the Adjudication Rules?

31. Since, the violation of regulation 29 (2), 29 (3) and regulation 31 (1) & 31 (2) of the SAST Regulations and regulations 13 (3), 13 (4), 13 (4A) of the PIT Regulations have been established, therefore, I am of the view the penalty upon the Noticees needs to be imposed under section 15 A (b) of the SEBI Act.

32. It is relevant here to mention the judgment of the Hon’ble SAT in case of Millan Mahendra Securities Pvt. Ltd. vs. SEBI (Appeal No. 66/2003 decided on November 15, 2006) wherein it was observed that *the purpose of the SAST Regulation is to bring about transparency in the transactions and assist the*

regulator to effectively monitor the transactions in the market, and therefore, it cannot be subscribed to the view that the violations are technical in nature.

33. Thus, the aforesaid violations committed by the Noticees makes them liable for penalty under Section 15A (b) of the SEBI Act which read as follows:

Penalty for failure to furnish information, return, etc.

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

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

34. While determining the quantum of penalty under sections 15A (b), it is important to consider the factors stipulated in section 15J of SEBI Act read with rule 5 (2) of the Adjudication Rules, 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.”*

35. Before arriving to the quantum of penalty in matter, it is necessary to refer the importance of such disclosures. The main objective of the SAST Regulations or PIT Regulations is to afford fair treatment for shareholders who are affected by the change in control. The Regulation seeks to achieve fair treatment by *inter alia* mandating disclosure of timely and adequate information to enable shareholders to make an informed decision and ensuring that there is a fair and informed market in the shares of companies affected by such change in control. Correct and timely disclosures are also an essential part of the proper functioning of the securities market and failure to do so results in preventing investors from taking well informed decision.

- 36.No specify disproportionate gains or unfair advantage made by the Noticees or the specific loss suffered by the investors due to such non disclosures is on records. However, past actions against the Noticees has been revealed under the Investigation Report at page 30.
- 37.At this juncture, it is also pertinent to refer a recent judgment of the Hon'ble SAT in case of *United Breweries (Holding) Ltd. vs. SEBI (decided on September 25, 2017 under Appeal No. 20/2016)* and in case of *Smt. Veena Rajesh Shah vs. SEBI (decided on November 23, 2017 under Appeal No. 300/2017)* whereby for the similar requirement of disclosures, the Hon'ble SAT upheld the monetary penalty of ` 15 Lakh upon the appellants.
- 38.Considering the facts and circumstance of the case (especially the various triggered dates mandating the disclosures under PIT Regulations and SAST Regulations), the purpose of the SAST and PIT Regulation and the aforesaid Hon'ble SAT judgments, I am of the view that a justifiable penalty needs to be imposed upon the Noticees to meet the ends of justice.

ORDER

- 39.After taking into consideration all the aforesaid facts / circumstances of the case and taking into account that the corollary requirement of disclosures under PIT Regulations and SAST Regulations in respect of 2% change in shareholding, therefore, in exercise of the powers conferred upon me under section 15 I (2) of the SEBI Act and rule 5 of the Adjudication Rules, I hereby impose penalty upon the Noticees under section 15 A (b) of the SEBI Act, as shown in table below;

| Name of the Noticee | Amount of Penalty / Provisions of Laws Violated |
|---------------------------------------|--|
| Mr. Annand Sarnaik (Noticee No. 1) | ` 5,00,000/- (Rupees Five Lakh only) For violation of regulation 13 (3) read with 13 (5) |

| | |
|--|--|
| | <p>of the PIT Regulations and regulation 29 (2) read with 29 (3) of the SAST Regulations.</p> <p>` 5,00,000/- (Rupees Five Lakh only) For violation of regulation 13 (4), 13 (4A) read with 13 (5) of the PIT Regulations.</p> <p>` 10,00,000/- (Rupees Ten Lakh only) For violation of regulation 31 (1) and 31 (2) read with 31 (3) of the SAST Regulations.</p> |
| Mrs. Divvyani Sarnaik (Noticee No. 2) | <p>` 5,00,000/- (Rupees Five Lakh only) For violation of regulation 13 (3) read with 13 (5) of the PIT Regulations and regulation 29 (2) read with 29 (3) of the SAST Regulations.</p> <p>` 5,00,000/- (Rupees Five Lakh only) For violation of regulation 13 (4), 13 (4A) read with 13 (5) of the PIT Regulations.</p> <p>` 10,00,000/- (Rupees Ten Lakh only) For violation of regulation 31 (1) and 31 (2) read with 31 (3) of the SAST Regulations.</p> |

40. I am of the view that the said penalty would commensurate with the violations committed by the Noticees.

41. The Noticees shall remit / pay the said amount of penalty within 45 days of receipt of this order either by way of Demand Draft in favour of "SEBI - Penalties Remittable to Government of India", payable at Mumbai, OR through e-payment facility into Bank Account the details of which are given below;

| Account No. for remittance of penalties levied by Adjudication Officer | |
|--|----------------------|
| Bank Name | State Bank of India |
| Branch | Bandra-Kurla Complex |

| | |
|---------------------|--|
| RTGS Code | SBIN0004380 |
| Beneficiary Name | SEBI – Penalties Remittable To Government of India |
| Beneficiary A/c No. | 31465271959 |

42. The Noticees shall forward said Demand Draft or the details / confirmation of penalty so paid through e-payment to the Enforcement Department – Division of Regulatory Action –I of SEBI. The Format for forwarding details / confirmations of e-payments shall be made in the following tabulated form as provided in SEBI Circular No. SEBI/HO/GSD/T&A/CIR/P/2017/42 dated May 16, 2017 and details of such payment shall be intimated at e-mail ID- tad@sebi.gov.in

| Date | Department of SEBI | Name of Intermediary/ Other Entities | Type of Intermediary | SEBI Registration Number (if any) | PAN | Amount (in Rs.) | Purpose of Payment (including the period for which payment was made e.g. quarterly, annually) | Bank name and Account number from which payment is remitted | UTR No |
|------|--------------------|--------------------------------------|----------------------|-----------------------------------|-----|-----------------|---|---|--------|
| | | | | | | | | | |

43. In terms of rule 6 of the Adjudication Rules, copies of this order are sent to the Noticees and also to the SEBI.

Date: November 30, 2017

Place: Mumbai

(RACHNA ANAND)
GENERAL MANAGER &
ADJUDICATING OFFICER