

BEFORE THE ADJUDICATING OFFICER
SECURITIES AND EXCHANGE BOARD OF INDIA
[ADJUDICATION ORDER NO. AO/SG-VS/EAD/70/2017]

**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
Padma Impex Private Limited
Room No. 2, Ayub Khan Chawl,
Opp. BMC School, Haji Bapu Road,
Malad(E), Mumbai – 400097
PAN: AAACL4269P

In the matter of Kailash Auto Finance Limited

FACTS OF THE CASE

1. An open offer was made by Panchshul Marketing Limited and Careful Projects Advisory Limited to the shareholders of Kailash Auto Finance Limited (hereinafter referred to as 'KAFL'), the target company listed on BSE Limited (hereinafter referred to as 'BSE'), through a public announcement dated May 02, 2012 for acquisition of 9,89,534 fully paid-up equity shares of ₹ 10 each, representing in aggregate 26% of the equity and voting share capital of KAFL, at a price of ₹ 8 per equity share, payable in cash.
2. Upon perusal of open offer and documents available on record, it was observed by a department (hereinafter referred to as 'CFD') of Securities and Exchange Board of India (hereinafter referred to as 'SEBI') that the shareholding of Padma Impex Private Limited (hereinafter referred to as 'Noticee') in KAFL had increased from nil to 26,23,317 shares (i.e. 68.93% of total shareholding of KAFL). It was also observed by CFD that the Noticee who was also a promoter of KAFL had made the disclosures required as per regulation 29(1) read with regulation 29(3) and

regulations 30(1) & 30(2) read with regulation 30(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as 'SAST Regulations, 2011') as against the due date of compliance with a delay, the details of which are as under:

S.No.	Regulation	Due date of compliance	Actual date of compliance	Delay in no. of days
1	29(1) r /w 29 (3)	24.02.2012	21.06.2012	79
2	30 (1) & 30 (2) r/w 30 (3)	14.04.2012	17.04.2012	3

- Thus, it was alleged that the Noticee had failed to comply with the provisions of regulation 29(1) read with regulation 29(3) and regulations 30(1) & 30(2) read with regulation 30(3) of SAST Regulations, 2011 in the year 2012.

APPOINTMENT OF ADJUDICATING OFFICER

- Shri Piyoosh Gupta was appointed as Adjudicating Officer (hereinafter referred to as 'AO') vide order dated June 27, 2013 under section 15-I of SEBI Act to inquire into and adjudge under section 15A (b), the alleged violation of provisions of regulation 29(1) read with regulation 29(3) and regulations 30(1) & 30(2) read with regulation 30 (3) of SAST Regulations, 2011 by the Noticee. Further, upon transfer of Shri Piyoosh Gupta, Shri Jayanta Jash was appointed as AO vide order dated November 08, 2013. Consequent upon the transfer of Shri Jayanta Jash, the undersigned has been appointed as the AO vide Order dated June 22, 2015.

SHOW CAUSE NOTICE, REPLY AND PERSONAL HEARING

- A Show Cause Notice dated June 19, 2014 (hereinafter referred to as 'SCN') was issued to the Noticee by previous AO, under Rule 4 of the SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 (hereinafter referred to as 'AO Rules') calling upon it to show cause as to why an inquiry should not be held and penalty be not imposed on it under section 15A(b) of SEBI Act for the alleged violations of regulation 29(1) read with regulation

29(3) and regulations 30(1) & 30(2) read with regulation 30(3) of SAST Regulations, 2011 as specified in the said SCN.

6. From the documents available on records, it is noted that the SCN issued to the Noticee was sent at *"34-A, Metcafe ST, 4th Floor, Room No. 4F, Kolkata - 700013"* through speed post and the same was returned undelivered.
7. Pursuant to the appointment of the undersigned, in the interest of natural justice and in order to conduct an inquiry in terms of Rule 4(3) of the AO Rules, the Noticee was granted an opportunity of hearing on September 29, 2015 vide notice of hearing dated September 08, 2015 at SEBI Bhavan, Mumbai. The said notice of hearing dated September 08, 2015, along with a copy of SCN dated June 19, 2014 was sent to the Noticee at another address *"C/O Deepak Jaiswal, 6/7, Kings Road, Howrah, West Bengal – 711101, India"* through speed post AD. However, the same returned undelivered with remark *'unclaimed'*.
8. Thereafter, based on a confirmation of address from CFD, another notice of hearing dated February 01, 2016 granting an opportunity of hearing on February 26, 2016 along with a copy of the SCN and notice of hearing dated September 08, 2015 was sent through Eastern Regional Office, SEBI (hereinafter referred to as 'ERO') for effecting delivery by hand delivery or affixture in terms of Rules 7(a) and 7(d) of AO Rules at the address mentioned at para 6 above. After follow-ups, ERO intimated on May 10, 2016 that the delivery of the same could not be effected.
9. Further, the Noticee was granted opportunities of hearing on July 01, 2016 and December 14, 2016, vide notices of hearing dated May 30, 2016 and October 14, 2016 respectively. The said Notices of hearing were sent through speed post AD and a copies of the same through ERO for effecting delivery by hand delivery/affixture at the address mentioned at para 6 above. The said Notices of hearing sent through speed post AD returned with a remark *'unclaimed'*. As regards

copies of the aforesaid notices sent through ERO, after follow-ups, ERO intimated on December 05, 2016 that the delivery of the same could not be effected.

10. In view of the above, since notices could not be delivered at the last known address of the Noticee, a copy of the SCN dated June 19, 2014 was made available on the SEBI website under the heading “unserved Summons / Notices” and a substituted service of SCN on the Noticee was initiated on January 18, 2017 by way of Public Notice in terms of rule 7(d) of AO Rules. Accordingly, the SCN was served by way of Public Notice on February 22, 2017 in terms of rule 7(d) of AO Rules. However, no reply from the Noticee with respect to the said SCN was received.

11. Further, in the interest of natural justice and in order to conduct an inquiry in terms of Rule 4(3) of the AO Rules, the Noticee was granted an opportunity of hearing on June 23, 2017 vide notice of hearing dated May 09, 2017 at SEBI Bhavan, Mumbai. The said notice of hearing dated May 09, 2017 was made available on the SEBI website under the heading “unserved Summons / Notices” and a substituted service of the same on the Noticee was initiated on May 09, 2017 by way of Public Notice in terms of rule 7(d) of AO Rules and the same was published. In response to the same, the Noticee vide its letter dated May 26, 2017 confirmed coming across the same on SEBI website and stated as under:

“This is with reference to the cited subject matter wherein M/s Padma Impex Private limited (hereinafter referred to as “we”/“us”) has been issued a Show Cause Notice dated 19th June, 2014 in the matter of M/s. Kailash Auto Finance Limited, however, the same is not yet received by us.

We came across the captioned Notice on the website of SEBI under the head “Unserved Summons/Notices”. The aforesaid letter states that we need to file our reply on or before 16th June, 2017. However, we would like to bring to your kind notice that we have so far not received the Show Cause Notice dated 19th June, 2014 in the instant matter.

Thus, we request you to kindly resend the same at the below mentioned correspondence/ mailing address: ROOM NO 2, AYUB KHAN CHAWL, OPP BMC SCHOOL, HAJI BAPU ROAD, MALAD (E), MUMBAI – 400 097
....”

12. In view of the aforesaid submission by the Noticee, a Notice dated June 06, 2017 was issued to the Noticee enclosing a copy of the SCN dated June 19, 2014 and a copy of the Notice of hearing dated May 09, 2017 and advising the Noticee to submit a reply to the SCN by June 22, 2017 as well as informing it again about the opportunity of hearing granted on June 23, 2017. The said Notice was sent at the correspondence address and the email address provided by the Noticee vide its aforesaid letter dated May 26, 2017. In response to the same, the Noticee vide its letter dated June 19, 2017 confirmed its attendance through its Authorized Representative for the hearing dated June 23, 2017.

13. Mr. Balveer Singh Chaudhary, Chartered Accountant, Authorized Representative (AR) appeared for hearing on behalf of the Noticee on June 23, 2017. At the time of the hearing, the undersigned explained the charges /offences leveled against the Noticee to the AR. Thereafter, during the course of hearing, the ARs stated as under:

"We have filed our submissions vide letter dated 21 June , 2017 which has been filed with SEBI on June 22, 2017. I further request time till June 27, 2017 to submit additional written submissions with respect to the alleged violation of Regulation 29(1) read with 29(3) of SAST Regulations, 2011 in the SCN along with the copy of disclosures. The same will be submitted through email and a physical copy through post/in person."

14. The undersigned allowed time till June 27, 2017 as requested and the hearing proceedings were concluded therewith.

15. Vide its letter dated June 21, 2017, the Noticee stated as under:

"...

- 1. At the outset and without prejudice to anything stated hereinafter, we deny all the allegations and findings made against us in the said notice except to the extent specifically admitted by us. Nothing contained in the said notice may be deemed to be admitted by us by reason of non-traverse or otherwise, save and except what is expressly admitted herein. We deny all the statements, submissions, contentions, allegations and averments contained in the said notice that are contrary to and/or inconsistent with what is stated herein below.*

2. It has been alleged that while examining the draft letter of offer filed by Panchshul Marketing Limited and Careful Projects Advisory Limited (hereinafter collectively referred to as 'Acquirers') wherein open offer was made by the Acquirers to the shareholders of KAFL through a public announcement dated May 02, 2012, it was observed that we have made the disclosures required as per Regulation 29 (1) read with Regulation 29 (3) and Regulation 30 (1) & (2) read with Regulation 30 (3) of Takeover Regulations as against the due date of compliance with a delay. The details of delay in this regard are as follows:-

S.No.	Regulation	Due date of compliance	Actual date of compliance	Delay, if any (in no. of days)
1	29(1) r/w 29 (3)	24.02.2012	21.06.2012	79
2	30 (1) & 30 (2) r/w 30 (3)	14.04.2012	17.04.2012	3

3. We submit and say that the Acquirers acquired KAFL vide open offer through public announcement dated May 02, 2012 for acquisition of 9,89,534 fully paid up equity shares of Rs 10/- each at a price of Rs 8/- per equity share, payable in cash in compliance with Takeover Regulations. The above disclosures regarding non compliance of Takeover Regulations by us were disclosed voluntarily by us to the acquirer and further disclosed by the acquirer vide the draft letter of offer filed.
6. We submit and reiterate that the above violations were brought to the notice of SEBI by present acquirer only at the time of takeover so that a company is taken over on clean slate and with full disclosures from our end.

ALLEGED VIOLATION OF REGULATION 29(1)r/w 29 (3) OF TAKEOVER REGULATIONS

7. As regards alleged violation of Regulation 29 (1) r/w 29 (3) of Takeover Regulations, we submit that we entered into Share Purchase Agreement (SPA) dated 12th May, 2010 to acquire 26, 16,517 fully paid equity shares/ voting rights and management control of KAFL representing 68.74% of the issued and paid up equity share capital from the existing promoters. Further, the requisite public announcement was made on 18th May, 2010 and the letter of offer was also filed with SEBI. Hence, all the shareholders were aware of our acquisition and the same was in public domain.
8. We submit that letter of offer contains complete details about the acquisition, date of agreement, percentage of paid up share capital/ voting rights acquired, public announcement, background of the target company etc. and same is filed with SEBI and is also displayed on the website. Hence, the information that we are acquiring a certain

percentage of shares in KAFL was in public domain and there was no intention to conceal the said information.

9. *We submit that pursuant to the completion of the open offer, a 45 day report is also filed by the Manager to the Offer which contains details about the proposed acquisition, actual acquisition, number and percentage of shares/ voting rights etc. of the paid up capital and open offer to acquire acquired etc. The said report is filed with SEBI, is displayed on the website and is available in public domain.*

ALLEGED VIOLATION OF REGULATION 30 (1) & 30 (2) R/ W 30 (3) OF TAKEOVER REGULATIONS

10. *We submit and say that the new Takeover Regulations, 2011 were notified somewhere in September 2011 and as we were not part of the day to day functioning of the company, we were not aware about the change in period of reporting and structure of reporting. We submit and say that the Takeover Regulations 1997 stipulated that we have to disclose our holding to the company only within 21 days of the end of financial year. In compliance of provisions contained in Takeover Regulations, 1997 we disclosed our holding to KAFL, however, could not disclose to the stock exchanges. Later on, when we became aware of the same, we immediately disclosed our holding to the stock exchanges, however, that got delayed by only 3 days. We submit that same was without any malafide intention.*
11. *We submit and reiterate that the required information that Padma had acquired shares of KAFL was in the public domain. We, therefore, submit and reiterate that we did not have any intention to conceal or hide our shareholding in KAFL from anyone.*
12. *We submit that the main purpose of disclosure stipulated as per Takeover Regulations is that the small investor is immediately aware of any significant happening in a listed company so that he is able to take an informed decision. We submit and reiterate that, in our case, the information that Padma would hold a certain percentage of share capital of KAFL was in the public domain even prior to we acquired the shares. Hence, there is no question of non disclosure on part of Padma.*
13. *We submit and reiterate that we have not filed the disclosures under the respective regulations in respective format but there has been no non disclosure on our part. We further submit that due to not filing of relevant disclosures no gain or advantage has occurred to Padma no loss or harm has been caused to any investors.*
14. *We submit and reiterate that as detailed above, Padma did not have any intention to hide and conceal the information and the acquirer only brought this non compliance to the notice of SEBI when he filed the offer document for taking over Padma . Hence, we submit that Padma did not have any intention to hide nor did Padma hide any*

information from general investors.

15. *We submit and say that Padma has always followed all the procedures, as stipulated by any regulatory authority, follow all rules/ regulations/ instructions etc. issued by any government agency, and our intention has always been to comply with rules/ regulations/ filings etc. and not to conceal any information. We further submit that present management of Padma has never been penalized by any regulatory authority and have got clean track record till date.*

In view of the above circumstances and as we did not have any intention to conceal information, no unfair gain or advantage has occurred to Padma and also no harm or loss has been caused to retail investors, your honor is kindly requested to take a lenient view in the matter and penalty stipulated under Section 15 A (b) of SEBI Act, 1992 may not be imposed. It is further requested that the present proceedings under Show Cause Notice dated June 19, 2014 may be dropped and Padma may be discharged from the same and an order may be passed accordingly.

Padma craves to leave, add or modify our submissions and to refer to and rely upon case law as and when required.

..."

16. Further the Noticee submitted its reply dated June 26, 2017 enclosing a 'copy of the disclosures filed with BSE as taken out from BSE website' (with respect to disclosures filed on June 21, 2012) and stated as under:

"...

1. *The information that we are acquiring certain percentage of the paid up capital of KAFL was available in public domain and post acquisition, a statutory report would have been filed with SEBI which contains complete details. We submit that all the necessary formalities would have been completed by the Merchant Banker, however, we filed the disclosures under Regulation 29 (1) r/w 29 (3) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (hereinafter referred to as 'Takeover Regulations') with delay of around 79 days. We submit that same was without any malafide intention.*
2. *We submit and reiterate that the required information that Padma had acquired shares of KAFL was in the public domain. We, therefore, submit and reiterate that we did not have any intention to conceal or hide our shareholding in KAFL from anyone.*

3. *A printout of the copy of the disclosures filed with BSE as taken out from BSE website is annexed hereto at Annexure A.*
4. *We submit and reiterate that we have not filed the disclosures under the respective regulations in respective format but there has been no non disclosure on our part. We further submit that due to not filing of relevant disclosures no gain or advantage has occurred to Padma no loss or harm has been caused to any investors.*

In view of the above circumstances and as we did not have any intention to conceal information, no unfair gain or advantage has occurred to Padma and also no harm or loss has been caused to retail investors, your honor is kindly requested to take a lenient view in the matter and penalty stipulated under Section 15 A (b) of SEBI Act, 1992 may not be imposed. It is further requested that the present proceedings under Show Cause Notice dated June 19, 2014 may be dropped and Padma may be discharged from the same and an order may be passed accordingly.

Padma craves to leave, add or modify our submissions and to refer to and rely upon case law as and when required.

...”

CONSIDERATION OF ISSUES AND FINDINGS

17. After perusal of the material available on record, I have the following issues for consideration viz.

- I. Whether the Noticee has violated the provisions of regulation 29(1) read with regulation 29(3) of SAST Regulations, 2011?
- II. Whether the Noticee has violated the provisions of regulations 30(1) and 30(2) read with 30(3) of SAST Regulations, 2011?
- III. Whether the Noticee is liable for monetary penalty under Section 15A (b) of the SEBI Act?
- IV. If so, what quantum of monetary penalty should be imposed on the Noticee?

FINDINGS

18. I note that Noticee vide its replies dated June 21, 2017 and June 26, 2017 mentioned Mumbai address as its correspondence address. I also note that the address viz "6/7, Kings Road, Howrah, Kolkata – 711 101", the address from where the SCN and the previous hearing notices were returned undelivered has been mentioned as the Registered address of the Noticee.

19. On perusal of the material available on record and giving regard to the facts and circumstances of the case and submissions of the Noticee, I record my findings hereunder.

ISSUE I: Whether the Noticee has violated the provisions of regulation 29(1) read with regulation 29(3) of SAST Regulations, 2011?

20. I note the provisions of regulation 29(1) read with regulation 29(3) of SAST Regulations, 2011, which are reproduced hereunder:-

Disclosure of acquisition and disposal

(1) *Any acquirer who acquires shares or voting rights in a target company which taken together with shares or voting rights, if any, held by him and by persons acting in concert with him in such target company, aggregating to five per cent or more of the shares of such target company, shall disclose their aggregate shareholding and voting rights in such target company in such form as may be specified.*

(2) ...

(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.

...

21. I note that the allegation against the Noticee is that it made delayed disclosures with respect to regulation 29(1) read with regulation 29(3) of SAST Regulations, 2011 as detailed in para 2 above.

22. In this regard the submissions of the Noticee are duly noted. From the same, I note that the Noticee vide its submission dated June 26, 2017 has admitted that it filed the disclosures under Regulation 29(1) r/w 29(3) of SAST Regulations, 2011 with a delay of around 79 days. However, it has further submitted that the required information that Noticee had acquired shares of KAFL was already in the public domain and it did not have any intention to conceal or hide its shareholding from anyone. In this regard, I note the following observations made by the Hon'ble Securities Appellate Tribunal (hereinafter referred to as 'SAT') in the matter Akriti Global Traders Limited. Vs SEBI (Appeal No. 78 of 2014 decided on September 30, 2014):

"11. Obligation to make disclosures under the provisions contained in SAST Regulations, 2011 as also under PIT Regulations, 1992 would arise as soon as there is acquisition of shares by a person in excess of the limits prescribed under the respective regulations and it is immaterial as to how the shares are acquired.

....

13. Argument of appellant that the delay was unintentional and that the appellant has not gained from such delay and therefore penalty ought not to have been imposed is without any merit, because, firstly, penal liability arises as soon as provisions under the regulations are violated and that penal liability is neither dependent upon intention of parties nor gains accrued from such delay.."

23. It has been further submitted by the Noticee that due to not filing of relevant disclosures by the Noticee, no unfair gain or advantage had occurred to the Noticee and also no harm or loss had been caused to any investors. In this regard, I note the following observation made by Hon'ble SAT in the matter of Ashok Jain V. SEBI (Appeal no. 79 of 2014 decided on June 09, 2014):

“.... disclosures have to be made irrespective of whether investors have suffered any loss or not on account of non disclosure within the time stipulated under those regulations...”

24. Therefore, in view of the admission made by the Noticee and also keeping in view my notings recorded at para 22 and 23 above, I conclude that the Noticee has violated the provisions of regulation 29(1) read with regulation 29(3) of SAST Regulations, 2011.

ISSUE II: Whether the Noticee has violated the provisions of regulations 30(1) and 30(2) read with 30(3) of SAST Regulations, 2011?

25. I note the provisions of regulations 30 of SAST Regulations, 2011 which read as following:

Regulation 30: - Continual Disclosure

30 (1) Every person, who together with persons acting in concert with him, holds shares or voting rights entitling him to exercise twenty-five percent or more of the voting rights in a target company, shall disclose their aggregate shareholding and voting rights as of the thirty-first day of March, in such target company in such form as may be specified.

(2) The promoter of every target company shall together with persons acting in concert with him, disclose their aggregate shareholding and voting rights as of the thirty-first day of March, in such 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 seven working days from the end of each financial year to,—

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

(b) the target company at its registered office.

26. I note that the allegation against the Noticee is that it made delayed disclosures with respect to regulations 30(1) and 30(2) read with 30(3) of SAST Regulations, 2011 as detailed in para 2 above. In this regard I also note that the due date of

compliance as per the allegation is April 14, 2012 and the actual date of compliance is April 17, 2012. However, it is pertinent to note that April 14, 2012 was Saturday and April 15, 2012 was Sunday and hence are not working days.

27. In this regard the submissions of the Noticee are duly noted. From the same, I note that the Noticee vide its submission dated June 21, 2017 has admitted the delayed disclosure to BSE in terms of the regulation 30(1) and 30(2) read with 30(3) of the SAST Regulations, 2011. As regards, disclosure to the Company, I note that there is no material available on record with respect to the disclosure/non-disclosure under the aforesaid regulations by the Noticee to the Company.
28. Further, with respect to the aforesaid delayed disclosure, the Noticee has inter alia submitted that the same was without any malafide intention and that due to not filing of relevant disclosures, no gain or advantage had occurred to the Noticee and no loss or harm had been caused to any investors. In view of the said submissions, I refer to the observations of Hon'ble SAT mentioned at paras 22 and 23 above.
29. Therefore, in view of the admission made by the Noticee and also keeping in view my notings recorded in the foregoing paragraphs, I conclude that the Noticee, with respect to the disclosure requirement to BSE, has violated the provisions of regulations 30(1) and 30(2) read with 30(3) of SAST Regulations, 2011. However, in view of my findings about working days as brought out at para 26 above, the compliance by the Noticee was due on Monday i.e. April 16, 2012 and not on Saturday i.e. April 14, 2012 and thus the delay was of 1 day.

ISSUE III. Whether the Noticee is liable for monetary penalty under Section 15A (b) of the SEBI Act?

30. From the conclusions arrived at para 24 and 29 above, I further conclude that the Noticee is liable for monetary penalty under section 15A (b) of the SEBI Act. The text of the said provision is as follows:

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

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

(a)...

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

ISSUE IV: If so, what quantum of monetary penalty should be imposed on the Noticee?

31. While determining the quantum of monetary penalty, it is important to consider the factors stipulated in Section 15 J of the SEBI Act, which reads as under :

SEBI Act

Factors to be taken into account by the adjudicating officer

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

- a) the amount of disproportionate gain or unfair advantage, wherever quantifiable, made as a result of the default;*
- b) the amount of loss caused to an investor or a group of investors as a result of the default ;*
- c) the repetitive nature of the default*

32. The material available on record has not quantified the amount of disproportionate gain or unfair advantage, if any, made by the Noticee and the

loss, if any, suffered by the investors as a result of the Noticee's failures. From the documents available on record, it is noted that no prior default is on record.

33. In view of the abovementioned conclusion and after considering the factors under Section 15J of the SEBI Act, I hereby impose a consolidated penalty of ₹ 1,01,000/- (Rupees One Lakh One Thousand only) on the Noticee under Section 15A (b) of the Securities and Exchange Board of India Act, 1992 for the violation of Regulations 29(1) read with 29(3) and 30(1) and 30(2) read with 30(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 which is appropriate in the facts and circumstances of the case.

ORDER

34. In exercise of the powers conferred under Section 15 I of the Securities and Exchange Board of India Act, 1992, and Rule 5 of Securities and Exchange Board of India (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995, I hereby impose a consolidated penalty of ₹ 1,01,000/- (Rupees One Lakh One Thousand only) on Padma Impex Private Limited in terms of the provisions of Section 15A(b) of the Securities and Exchange Board of India Act, 1992 for the violation of regulation 29(1) read with 29(3) and 30(1) and 30(2) read with 30(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 by it.

35. Padma Impex Private Limited shall remit / pay the said amount of penalty within 45 days of receipt of this order either through e-payment facility into the Bank Account, the details of which are given below:

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

or by way of Demand Draft in favour of "SEBI - Penalties Remittable to Government of India", payable at Mumbai.

36. Padma Impex Private Limited shall forward the following details / confirmation of penalty so paid to the Chief General Manager, Enforcement Department, SEBI Mumbai :

1. Case Name :	
2. Name of Payee:	
3. Date of payment:	
4. Amount Paid:	
5. Transaction No:	
6. Bank Details in which payment is made:	
7.Payment is made for:	Penalty

37. In terms of the provisions of Rule 6 of the Securities and Exchange Board of India (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules 1995, a copy each of this order is being sent to Padma Impex Private Limited at Room No. 2, Ayub Khan Chawl, Opp. BMC School, Haji Bapu Road, Malad(E), Mumbai - 400097 and also to the Securities and Exchange Board of India, Mumbai.

Place: MUMBAI
Date: SEPTEMBER 25, 2017

SURESH GUPTA
ADJUDICATING OFFICER