

BEFORE THE ADJUDICATING OFFICER
SECURITIES AND EXCHANGE BOARD OF INDIA
[ADJUDICATION ORDER NO. RA/CB/280-285/2018]

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 –

- 1. Priyanka Agarwal (PAN – AAMPA5141L)** having address at B-619, Shushant Lok – 1, Gurugram – 122002 (Haryana)
- 2. Sarita Agarwal (PAN – ACOPA8343A)** having address at B-31B, Shushant Lok – 1, Gurugram – 122002 (Haryana)
- 3. Radha Agarwal (PAN – ACOPA8351L)** having address at B-619, Shushant Lok – 1, Gurugram – 122002 (Haryana)
- 4. Shivani Agarwal (PAN – AEAPG0277K)** having address at B-619, Shushant Lok – 1, Gurugram – 122002 (Haryana)
- 5. Ishita Agarwal (PAN – AIRPA2742A)** having address at B-31B, Shushant Lok – 1, Gurugram – 122002 (Haryana)
- 6. Kamdhenu Concast Limited (PAN – AADCK1249D)** having address at L-311, Khasra No. 724, Street No. 7, Mahipalpur Extension, New Delhi – 110009

BACKGROUND

1. Securities and Exchange Board of India (hereinafter be referred to as the “**SEBI**”) upon suspicion of violation of the SEBI (Prohibition of Insider Trading) Regulations, 1992 (hereinafter be referred to as, the “**PIT Regulations**”) and SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter be referred to as the “**SAST Regulations**”) had conducted examination in the shares of M/s Kamdhenu Ispat Limited (hereinafter be referred to as the “**Company**”), a company listed on the BSE Limited (hereinafter be referred to as, the “**BSE**”) and National Stock Exchange of India Ltd. (hereinafter be referred to as, the “**NSE**”) for the period from July 01, 2014 to September 30, 2014 (hereinafter be referred to as, the “**Examination Period**”). Examination *prima facie* revealed commission of violation of Regulation 13(4A) read with 13(5) of the PIT Regulations and Regulation 29(2) read with 29(3) of the SAST Regulations by Ms. Priyanka Agarwal, Ms. Sarita Agarwal, Ms. Radha Agarwal, Ms.

Shivani Agarwal, Ms. Ishita Agarwal and M/s Kamdhenu Concast Limited (hereinafter be referred to as the “**Noticee No. 1 - 6**” respectively) for not making disclosures upon change of their shareholding in the Company. The Noticee 1-6 may also be collectively referred to as, the “**Noticees**”).

APPOINTMENT OF ADJUDICATING OFFICER

2. SEBI initiated adjudication proceedings and appointed the undersigned as Adjudicating Officer under Section 15I of the Securities and Exchange Board of India Act, 1992 (hereinafter be referred to as the “**SEBI Act**”) read with Rule 3 of the SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 (hereinafter be referred to as the “**Adjudication Rules**”) vide order dated March 14, 2016 to inquire into and adjudge under Section 15A (b) of the SEBI Act against the Noticees for the alleged violation of aforesaid provisions of PIT Regulations and SAST Regulations. Proceedings of appointment of the undersigned as Adjudicating Officer was communicated vide communique dated November 15, 2017.

SHOW CAUSE NOTICE, REPLY AND HEARING

3. Show Cause Notice No. EAD/EAO/RA/CB/28536/2017 dated November 17, 2017 (hereinafter be referred to as the “**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 violations of Regulation 13(4A) read with 13(5) of the PIT Regulations and Regulation 29(2) read with 29(3) of the SAST Regulations.
4. The core allegations levelled against the Noticees in the SCN are summarized as below:
 - a) The Noticees were promoters of the Company during the investigation period and their shareholding in the Company during the quarters April – June 2014 and July – September 2014 is shown as below:

	September 2014		June 2014		
		Shares as a percentage of total number of shares (%)		Shares as a percentage of total number of shares (%)	
Name of the Promoter	Number of shares		Number of shares		Difference in the number of shares

Kamdhenu Concast Limited	14,13,510	6.04	13,63,510	5.83	50,000
Sarita Agarwal	13,54,450	5.79	11,03,700	4.72	2,50,750
Radha Agarwal	5,41,877	2.32	3,83,100	1.64	1,58,777
Shivani Agarwal	2,55,235	1.09	2,40,235	1.03	15,000
Priyanka Agarwal	2,44,129	1.04	2,31,129	0.99	13,000
Ishita Agarwal	2,10,716	0.9	1,45,716	0.62	65,000
Total		17.18		14.83	
Difference			2.35%		

- b) Examination revealed that the Noticees were the promoters / persons acting in concert (“**PACs**”) holding 14.83% of the total share capital of the Company and during the Investigation Period, their shareholding in the Company increased by 2.35% of the total share capital of the Company. It was alleged that the change in shareholding of the Noticees was more than 2%, therefore, disclosures were needed to be made by the Noticees in terms of Regulation 29(2) read with 29(3) of the SAST Regulations.
- c) Further, the details of total shares acquired by the Noticees during the Investigation Period are as follows:

Date	Name of Promoter	Gross Buy Volume	Gross Buy Value
July 04, 2014	Kamdhenu Concast Limited	50,000	2534674.30
July 04, 2014	Priyanka Agarwal	1000	46900.00
July 04, 2014	Priyanka Agarwal	12000	604835.50
July 03, 2014	Sarita Agarwal	68750	3027521.55
July 04, 2014	Sarita Agarwal	181000	9156050.20
July 04, 2014	Sarita Agarwal	1000	46600.00
July 04, 2014	Radha Agarwal	16000	807650.45

July 04, 2014	Radha Agarwal	1000	46600.00
July 07, 2014	Radha Agarwal	23000	1263505.50
July 07, 2014	Radha Agarwal	120000	6677992.10
July 04, 2014	Shivani Agarwal	1000	46900.00
July 07, 2014	Shivani Agarwal	14000	768805.25
July 03, 2014	Ishita Agarwal	65000	2896968.00

- d) It was alleged that the Noticees were promoters of the Company and that the change in their shareholding during the Examination Period involved change in excess of Rs. 5 lakh in value or 25,000 shares or 1% of the total shareholding or voting rights, whichever is lower. In view of the aforesaid acquisition by the Noticees (PAC) in the Company, allegedly, the Noticees were required to make disclosures under Regulation 13(4A) read with 13(5) of the PIT Regulations.
- e) The BSE, *vide* e-mail dated March 23, 2015 confirmed that no disclosure were made by the Noticees under SAST Regulations in relation to the increase in shareholding of the Noticees during the Investigation Period. Similarly, the BSE, *vide* e-mail dated February 25, 2015 confirmed that no disclosures were made by the Noticees under PIT Regulations in relation to the increase in the shareholding of the Noticees during the Investigation Period. The NSE also, *vide* e-mail dated February 26, 2015 confirmed that the Noticees had not made any disclosures under Regulation 13(4A) read with 13(5) of the PIT Regulations.
- f) It was alleged that the aforesaid non-disclosure regarding increase in their shareholding by the Noticees was in violation of Regulation 13(4A) read with 13(5) of the PIT Regulations and Regulation 29(2) read with 29(3) of the SAST Regulations, text of which is mentioned as below:

SEBI (Prohibition of Insider Trading) Regulations, 1992

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

- (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:

29. Disclosure of acquisition and disposal

- (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 per cent, if there has been change in such holdings from the last disclosure made under sub-regulation (1) or under this subregulation; and such change exceeds two per cent of total shareholding 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.*

5. It was stated in the SCN that the aforesaid alleged violations, if established, would make the Noticees liable for monetary penalty under Section 15A(b) of the SEBI Act, which reads as under:

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,-

- (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.”*

6. In response to the SCN, the Noticees filed their submissions / reply dated December 05, 2017. The core similar submissions of the Noticees are summarized as below:
- i. The Noticees had submitted disclosures under Regulation 13(4A) read with 13(5) of the PIT Regulations to the Company and the Company had forwarded the same to the Stock Exchange(s) directly. Inadvertently, the Noticees did not submit the disclosures under Regulation 13(4A) read with 13(5) of the PIT Regulations to the Stock Exchange(s).
 - ii. The non-filing was neither intentional nor mala fide. The same was already made available in public domain by the Company. The objective of filing of disclosures is to make the information public in order to make the public aware about the acquisition / sale made by the promoters and details of the acquisitions of the Noticees was already made available in public domain by disclosures to Stock Exchange(s) by the Company. The non-filing of disclosures as required to be filed under Regulation 13(4A) read with Regulation 13(5) of the PIT regulations to the Stock Exchange(s) was mainly due to want to knowledge.
 - iii. The Noticees requested the undersigned to have a sympathetic consideration for non-filing of disclosure before deciding upon the condonation fee, if any.
7. For the purpose of inquiry and as requested by the Noticees, an opportunity of personal hearing was provided to the Noticees on January 05, 2018 vide hearing notice dated December 14, 2017.
8. The hearing on January 05, 2018 was attended by the authorized representatives of the Noticees. During the course of hearing, the authorized representatives of the Noticees reiterated its submissions as shown in its reply dated December 05, 2017 and sought extension till January 12, 2018 to submit additional submissions.
9. Thereafter, the Noticees submitted additional submissions dated January 11, 2018 and the core additional submissions made by the Noticees are as follows:
- a) The non-filing was neither intentional nor mala fide and was more out of procedural and clerical error.
 - b) It may be observed that the Noticee 1, 3 and 4, namely, Ms. Priyanka Agarwal, Ms. Radha Agarwal and Ms. Shivani Agarwal, belong to one set of Promoters

/ Persons acting in concert ("**PACs**") with in the promoter group of the Company. Further, the Noticee 2 and 5, i.e. Ms. Sarita Agarwal and Ms. Ishita Agarwal belonged to another set of Promoters / PACs within the overall promoter group of the Company. The Noticee 6, i.e. Kamdhenu Concast Ltd. is a corporate entity forming part of the promoter group of the Company.

- c) For administrative convenience, the acquisition / purchase of shares for each set of promoters / PACs was being carried out by a separate concerned official(s) belonging to the said set of Promoters / PACs. As per the standard practice, the concerned official of each set would intimate regarding the acquisition / purchase made by their respective set of promoters / PACs to the Secretarial Department of the Company headed by the Company Secretary. The Secretarial Department would consolidate and make the necessary compliances for and on behalf of the Company and would also guide the concerned official / set of promoters / PACs for making necessary compliances.
- d) In the instant case, it may be pertinent to note that the acquisition / purchases made by each set of Promoters / PACs are as follows:

SET 1			SET 2			SET 3		
Name	No. of shares	% of shares	Name	No. of shares	% of shares	Name	No. of shares	% of shares
Priyanka Agarwal	13000	0.06%	Sarita Agarwal	250750	1.07%	Kamdhenu Concast Ltd	50000	0.21%
Radha Agarwal	160000	0.68%	Ishita Agarwal	65000	0.28%			
Shivani Agarwal	15000	0.06%						
Total		0.74%			1.35%			0.21%

- e) The acquisition / purchase by each set of promoter / PACs was be well below 2%, though, the aggregate acquisition by the Promoter / PACs breaches the threshold limit of 2% as stipulated under Regulation 29(2) of the SAST Regulations.
- f) During the concerned period of acquisition / purchase, the erstwhile company secretary of the Company had submitted his resignation and was on a month

long leave, thereby, Secretarial Staff of the Company was in a transitional phase with primarily constituting junior staff.

- g) Each of the Noticees had intimated the Company of their acquisition / purchase within time. However, due to lack of understanding and clarity at junior level, instead of aggregating the entire acquisition by the Promoter / PACs as required under Regulation 29(2) of the SAST Regulations, a procedural lapse occurred and necessity of intimation by the Promoter / PACs directly to the exchanges was overlooked. Similarly, due to lack of coordination among the junior staff of the Company, the necessary intimation under Regulation 13(4A) read with 13(5) of the PIT Regulation were also missed.
- h) There has been no malafide intention on our part to conceal any information.

10. Since hearing / inquiry in this matter is concluded, therefore, after taking into account the allegations, submissions of the Noticees and evidences / material available on record, I hereby proceed to decide the case on merit.

CONSIDERATION OF ISSUES AND FINDINGS

11. The issues that arise for consideration in the instant matter are:

- 11.1 Whether the Noticees had failed to make mandated disclosures under the PIT Regulations as alleged in the SCN?
- 11.2 Whether the Noticees had failed to make mandated disclosures under the SAST Regulations as alleged in the SCN?
- 11.3 If yes, whether the failure, on the part of the Noticees would attract monetary penalty under Section 15A (b) of the SEBI Act?
- 11.4 If yes, 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 11.1 Whether the Noticees had failed to make mandated disclosures under the PIT Regulations as alleged in the SCN?

12. The details of allegations levelled against the Noticees and the submissions of the Noticees have already been produced in the pre-paragraphs and the same are not reproduced for the sake of brevity.

13. Regulation 13(4A) of the PIT Regulations requires any person who is a promoter or part of promoter group of a listed company to disclose to the company and the stock exchange where the securities are listed, change in shareholding or voting rights if such change exceeds Rs. 5 lakh in value or 25,000 shares or 1% of the total shareholding or voting rights, whichever is lower.
14. On perusal of the reply of the Noticees, I note that the facts of Noticees being promoters of the Company and their respective acquisition of shares of the Company as detailed in paragraph 4(c) hereinabove, are not in dispute. Since the acquisition by each member of the promoter group during the Investigation Period involved change exceeding Rs. 5 lakh in value, the Noticees ought to have made disclosures under Regulation 13(4A) read with 13(5) of the PIT Regulations. It is also an admitted fact that the Noticee did not make any disclosure to BSE and NSE under Regulation 13(4A) read with 13(5) of the PIT Regulations for the aforesaid transactions.
15. In its reply, the Noticees have submitted that disclosure under Regulation 13(4A) read with 13(5) of the PIT Regulations were made to the Company and the same was forwarded to the Stock Exchange(s) by the Company. However, the Noticees, inadvertently, did not make disclosures to the BSE and NSE. The Noticees also submitted that the aforesaid non-disclosure to the BSE and NSE was neither intentional nor *mala fide*.
16. The aforesaid plea of the Noticee cannot be accepted as Regulation 13(4A) read with 13(5) of the PIT Regulations unequivocally mandates that a person concerned has to make necessary disclosures not only to the Company but to the Stock Exchange(s) also within 2 working days of acquisition or sale of shares or voting rights as the case may be. The objects underlying these regulations is to bring more transparency by dissemination of complete information to stakeholders not only by the concerned company but by the individual acquirer as well.
17. Further, I note that the Hon'ble Securities Appellate Tribunal in the matter of **Ankur Chaturvedi v. Securities and Exchange Board of India** (Appeal No. 434 of 2014 dated August 04, 2015) had dismissed a similar appeal based on the ground that the appellant had made disclosures to the company but failed to make disclosures to the stock exchanges because of an inadvertent error. Dismissing the appeal, the SAT had

held, “*It is not in dispute that the appellant has violated Regulation 13(4) and 13(4A) of the PIT Regulations which are mandatory in nature. Failure to make disclosures within time stipulated under Regulation 13 of PIT Regulations renders the promoter / director liable for penalty under Section 15A (b) of the SEBI Act*”. I also note from the order dated February 21, 2011 of the Hon’ble SAT in the matter of **Premchand Shah & others v. SEBI** (Appeal No. 108 of 2010) that, “... *when law prescribes a manner in which a thing is to be done, it must be done only in that manner or not at all.*”

18. In view of the aforesaid, it is established that the Noticees had failed to make disclosures within the stipulated time under Regulation 13(4A) read with 13(5) of the PIT Regulations to the BSE and NSE in respect of change in their shareholding in the Company during the period July – September 2014.

Issue 11.2 Whether the Noticees had failed to make mandated disclosures under the SAST Regulations as alleged in the SCN?

19. The Noticees, *vide* their submissions dated January 11, 2018 had submitted that the Noticee 1, 3 and 4, i.e. Ms. Priyanka Agarwal, Ms. Radha Agarwal and Ms. Shivani Agarwal belonged to one set of promoters / Persons Acting in Concert (“**PACs**”); the Noticee 2 and 5, i.e. Ms. Sarita Agarwal and Ms. Ishita Agarwal belonged to another set of promoters / PACs and that the Noticee 6, i.e. Kamdhenu Concast Ltd. is a corporate entity forming part of promoter group of the Company and belonged to the third set of PACs. The Noticees further submitted that the acquisition / purchase by each set of promoters / PACs was below 2%.
20. I note that Regulation 2 (1) (q) (1) of the SAST Regulations defines “persons acting in concert” as “*persons who, with a common objective or purpose of acquisition of shares or voting rights in, or exercising control over a target company, pursuant to an agreement or understanding, formal or informal, directly or indirectly co-operate for acquisition of shares or voting rights in, or exercise of control over the target company*”. Moreover, Regulation 2 (1) (q) (2) of the SAST Regulations provides that without prejudice to the generality of the provisions contained in Regulation 2 (1) (q) (1), where the promoters and members of the promoter group of a company acquire shares or voting rights in a target company, then the said promoters or members of the promoter group shall be deemed to be persons acting in concert with other persons within the same category, unless the contrary is established.

21. In the present case, the Noticees, being promoters of the Company acquired shares of the target company, i.e. Kamdhenu Ispat Ltd. in their individual names. In such a case, where the shares of the Company are acquired by its promoters, the Noticees would squarely fall within the category of 'deemed persons acting in concert' as defined under Regulation 2 (1) (q) (2) of the SAST Regulations. I note that nothing has been brought on record to suggest that there was a contrary intention among the Noticees. Since acquisition of the shares of the Company by the 'deemed persons acting in concert', i.e. the Noticees was in excess of the limits prescribed under Regulation 29(2) of the SAST Regulations, i.e. 2% of the total share capital of the Company, therefore, they were liable to make disclosures within the time stipulated under Regulation 29(3) of the SAST Regulations. Therefore, the submission of the Noticees that acquisition of shares of the Company by each set of promoters / PACs was below 2% cannot be accepted.
22. I am also of the view that the obligation to make disclosure under Regulation 29(2) read with 29(3) of the SAST Regulations is a separate and independent obligation placed upon the acquirer of shares / voting rights in a target company. Therefore, the submission of the Noticees regarding unavailability of the Company Secretary of the Company during the concerned period of acquisition cannot be accepted.
23. In view of the aforesaid, it is established that the Noticees did not make disclosures to the Stock Exchange(s) in terms of Regulation 29(2) read with 29(3) of the SAST Regulations and thereby, had violated the aforesaid provisions of the SAST Regulations.

Issue 11.3 If yes, whether the failure, on the part of the Noticees would attract monetary penalty under Section 15A (b) of the SEBI Act?

24. I have taken into account the well-known judgment of the Hon'ble Supreme Court in the matter of ***The Chairman, SEBI v. Shri Ram Mutual Fund*** [2006] 68 SCL 216, wherein it was held that, *"In our considered opinion, penalty is attracted as soon as contravention of the statutory obligation as contemplated by the Act and the Regulations is established and hence the intention of parties committing such violations becomes wholly irrelevant"*.

25. In view of the aforesaid, I am convinced that the failure of Noticees in making disclosures to the Stock Exchange(s) under Regulation 13(4A) read with 13(5) of the PIT Regulations and failure to make disclosures to the target company as well as Stock Exchanges under Regulation 29(2) read with 29(3) of the SAST Regulations attracts imposition of monetary penalty on the Noticees under Section 15A (b) of the SEBI Act, text of which is reproduced as under:

“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 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 11.4 If yes, 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?

26. While determining the quantum of penalty under Section 15A(b) of the SEBI Act, I have considered the factors stipulated in Section 15J of the SEBI Act, 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.

Explanation.--For the removal of doubts, it is clarified that the power of an adjudicating officer to adjudge the quantum of penalty under sections 15A to 15E, clauses (b) and (c) of section 15F, 15G, 15H and 15HA shall be and shall always be deemed to have been exercised under the provisions of this section.”

27. Investigation did not reveal any specific disproportionate gains or unfair advantage made by the Noticees or specific loss suffered by the investors. No past default against the Noticees was revealed in the examination report. However, I note that the Hon'ble Securities Appellate Tribunal in the matter of **Komal Nahata v. Securities and Exchange Board of India** (Appeal No. 5 of 2014 dated January 27, 2014) has held, *"Argument that no investor has suffered on account of non disclosure and that the AO has not considered the mitigating factors set out under Section 15J of SEBI Act, 1992 is without any merit because firstly penalty for non compliance of SAST Regulations, 1997 and PIT Regulations, 1992 is not dependent upon the investors actually suffering on account of such non disclosure."* Further, I note that the prime objective of the SAST Regulations is to afford fair treatment to shareholders who are affected by the change in control. The SAST Regulations 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, *therefore*, are 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.
28. I note that the Noticees have also submitted that there has been no *mala fide* intention on their part to conceal any information. However, I find it pertinent to refer to the judgment of Hon'ble SAT in the matter of **Akriti Global Traders Ltd. v. Securities and Exchange Board of India** (Appeal No. 78 of 2014 dated September 30, 2014) wherein it held, *".... firstly, penal liability arises as soon as provisions under the regulations are violated and that penal liability is neither dependent upon the intention of parties...."* In view of the same, the aforesaid submission of the Noticees cannot be accepted.
29. Taking into account aforesaid mitigating factors, considering the facts and circumstances of the case, judicial precedents relied on and the purpose of the PIT Regulations and the SAST Regulations, I am of the view that a justifiable penalty needs to be imposed upon the Noticees to meet the ends of justice.

ORDER

30. After taking into consideration all the facts and circumstances of the case, in exercise of powers conferred upon me under Section 15I (2) of the SEBI Act read with Rule 5 of the Adjudication Rules, I hereby impose penalty upon the Noticees as shown in the table below :

Name of the Noticee(s)	Amount of Penalty	Penalty Provisions and Violations
Ms. Priyanka Agarwal Ms. Sarita Agarwal Ms. Radha Agarwal Ms. Shivani Agarwal Ms. Ishita Agarwal M/s Kamdhenu Concast Limited	Rs. 3,00,000 (Rupees Three Lakh only). The Noticees shall be liable to pay the penalty <u>jointly and severally</u> .	Under Section 15A(b) of the SEBI Act for violation of Regulation 13(4A) read with 13(5) of the PIT Regulations
	Rs. 3,00,000 (Rupees Three Lakh only). The Noticees shall be liable to pay the penalty <u>jointly and severally</u> .	Under Section 15A(b) of the SEBI Act for violation of Regulation 29(2) read with 29(3) of the SAST Regulations

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

31. 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

32. The Noticees shall forward said Demand Draft or the details / confirmation of penalty so paid to the Enforcement Department – Division of Regulatory Action – I of the SEBI. The format for forwarding details of e-payments shall be made in the following tabulated form as provided in the 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 etc.)	Bank name and Account number from which payment is remitted	UTR No.

33. Copies of this Adjudication Order are being sent to the Noticees and also to the SEBI in terms of Rule 6 of the Adjudication Rules.

Date : January 30, 2018

Place : Mumbai

(Rachna Anand)
Adjudicating Officer