

**BEFORE THE ADJUDICATING OFFICER
SECURITIES AND EXCHANGE BOARD OF INDIA
ADJUDICATION ORDER No.: Order/AN/SM/2025-26/31575**

**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) RULES, 1995.**

In respect of

Dadabhoy Bothe
(PAN: ABXPB9117B)

In the matter of Hypersoft Technologies Limited

A. BRIEF BACKGROUND

1. Securities and Exchange Board of India (hereinafter also referred to as 'SEBI') inter alia examined the Draft Letter of Offer ("DLOF") in the matter of Open Offer made under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 by Mr Nxxxxa Pxxxxa Bxxu and Mr Sxxxxxxxxx Vxxxxa Yxxxxxxxxxu (Acquirers) to the public shareholders of Hypersoft Technologies Limited ('TC' / 'Target Company' / 'Company' in short) submitted by CIL Securities Limited ('Merchant Banker/MB') vide letter dated September 10, 2024.
2. Pursuant to its examination, SEBI had initiated Adjudication Proceedings under Section 15 I of the SEBI Act, 1992 (hereinafter also referred as 'SEBI Act') in respect of Dadabhoy Bothe ('Noticee' / 'Seller') in the subject matter for the alleged violations of Regulation 29(2) read with Regulation 29(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter also referred to as 'SAST Regulations, 2011' / 'SAST Regulations' / 'SEBI SAST Regulations, 2011').

B. APPOINTMENT OF ADJUDICATING OFFICER

3. Whereas, the Competent Authority was prima facie of the view that there were grounds to adjudicate upon the alleged violations by the Noticee, as stated and therefore, in exercise of the powers conferred under Section 15 I of the SEBI Act and Rule 3 of SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 (hereinafter also referred as “SEBI Rules”) read with Section 19 of the SEBI Act, 1992, the Competent Authority appointed the undersigned as Adjudicating Officer (“AO”) vide order dated April 15, 2025 to inquire into and adjudicate under Section 15A(b) of the SEBI Act, 1992, the alleged violations by the Noticee as stated. The said proceeding of appointment was communicated to the undersigned vide Communique dated April 16, 2025.

C. SHOW CAUSE NOTICE, REPLY AND HEARING

4. A Show Cause Notice No. SEBI/EAD3/P/OW/2025/13751/1 dated May 21, 2025 (hereinafter also referred to as ‘SCN’ / ‘SCN dated May 21, 2025’ in short) was served upon the Noticee under Rule 4 of SEBI Adjudication Rules, 1995 to show cause as to why an inquiry should not be held against it and why penalty be not imposed under Section 15A(b) of SEBI Act, 1992 for the alleged violations, as stated. The SCN was duly served upon the Noticee through digitally signed email dated May 23, 2025 and through Speed Post Acknowledgment Due (SPAD).
5. In this regard, following was inter alia observed and alleged in respect of the Noticee:

“ ...

1.1. Delayed disclosure of sale of 90,000 shares (2.12%) by 21 days

1.1.1. In this regard confirmation on abovementioned violation was sought from BSE. Vide emails dated September 26, 2024 (Flag B), October 10, 2024 (Flag C), October 14, 2024 (Flag D), October 30, 2024 (Flag E), November 19, 2024 (Flag F), December 18, 2024 (Flag G), December 23, 2024 (Flag H), January 14, 2025 (Flag I), January 15, 2025 (Flag J)

and January 28, 2025 (Flag K), BSE has inter alia provided the following status of compliance by Promoters of the Company, along with copies of the filings so made:

Name of Promoter – DADABHOY RUSSI BHOTE				
FY	Reg	Due date of compliance	Date of making disclosure to stock exchange	Remarks by BSE, if any
2017-18	29(2)	20/09/2017	01/12/2017	Delay by 72 days

Name of Promoter – FERROZ RUSSI BHOTE				
FY	Reg	Due date of compliance	Date of making disclosure to stock exchange	Remarks by BSE, if any
2017-18	29(2)	20/09/2017	01/12/2017	Delay by 72 days

Name of Promoter – KASHMIRA DADABHOY BHOTE				
FY	Reg	Due date of compliance	Date of making disclosure to stock exchange	Remarks by BSE, if any
2017-18	29(2)	20/09/2017	01/12/2017	Delay by 72 days

Name of Promoter – RUSTAM DADABHOY BHOTE				
FY	Reg	Due date of compliance	Date of making disclosure to stock exchange	Remarks by BSE, if any
2017-18	29(2)	20/09/2017	01/12/2017	Delay by 72 days

Name of Promoter – URMEZ FERROZ BHOTE				
FY	Reg	Due date of compliance	Date of making disclosure to stock exchange	Remarks by BSE, if any
2017-18	29(2)	20/09/2017	01/12/2017	Delay by 72 days

Name of Promoter – SILLOO RUSI BHOTE (till June 30, 2019)				
FY	Reg	Due date of compliance	Date of making disclosure to stock exchange	Remarks by BSE, if any
2017-18	29(2)	20/09/2017	01/12/2017	Delay by 72 days

Name of Promoter – AMY RUSSI BAJINA (till March 31, 2019)				
FY	Reg	Due date of compliance	Date of making disclosure to stock exchange	Remarks by BSE, if any
2017-18	29(2)	20/09/2017	01/12/2017	Delay by 72 days

Name of Promoter – RITA BHOMI BHOTE (till June 30, 2018)				
FY	Reg	Due date of compliance	Date of making disclosure to stock exchange	Remarks by BSE, if any
2017-18	29(2)	20/09/2017	01/12/2017	Delay by 72 days

Name of Promoter – BOMI RUSI BHOTE (till June 30, 2018)				
FY	Reg	Due date of compliance	Date of making disclosure to stock exchange	Remarks by BSE, if any
2017-18	29(2)	20/09/2017	01/12/2017	Delay by 72 days

2. In this regard the transaction entered into in FY 2017-18 i.e., sale by Mr Dadabhoy Russi Bhote, Promoter (along with PACs – Urmez Feroz Bhote, Kashmira Bhote, Rustam Bhote, Rita hote, Amy Bajina, Feroz Bhote, Silloo Bhote and Bomi Bhote), is detailed by BSE as below:

Date	Pre-transaction holding (no. and %)		Shares sold		Post-transaction holding (no. and %)		Due Date of SAST disclosure	Date of SAST disclosure by Promoter	Remarks
29/07/2017	8,03,000	18.89	50,000	1.18	7,53,000	17.71	01/08/2017	21/09/2017	-
22/08/2017	7,53,000	17.71	1,847	0.04	7,51,153	17.67	24/08/2017	21/09/2017	-
24/08/2017	7,51,153	17.67	17,500	0.41	7,33,653	17.26	29/08/2017	21/09/2017	-
28/08/2017	7,33,653	17.26	10,000	0.24	7,23,653	17.02	30/08/2017	21/09/2017	-
29/08/2017	7,23,653	17.02	10,653	0.25	7,13,000	16.77	31/08/2017	21/09/2017	-
30/08/2017	7,13,000	16.77	7,000	0.16	7,06,000	16.61	01/09/2017	21/09/2017	-
31/08/2017	7,06,000	16.61	5,000	0.12	7,01,000	16.49	04/09/2017	21/09/2017	-
01/09/2017	7,01,000	16.49	10,000	0.24	6,91,000	16.25	04/09/2017	21/09/2017	-
04/09/2017	6,91,000	16.25	5,000	0.12	6,86,000	16.13	06/09/2017	21/09/2017	-
05/09/2017	6,86,000	16.13	5,000	0.12	6,81,000	16.02	07/09/2017	21/09/2017	-
06/09/2017	6,81,000	16.02	3,000	0.07	6,78,000	15.95	08/09/2017	21/09/2017	-
07/09/2017	6,78,000	15.95	5,040	0.12	6,72,960	15.83	11/09/2017	21/09/2017	-
08/09/2017	6,72,960	15.83	9,600	0.23	6,63,360	15.60	11/09/2017	21/09/2017	-
11/09/2017	6,63,360	15.60	5,000	0.12	6,58,360	15.48	13/09/2017	21/09/2017	-
12/09/2017	-	-	-	-	-	-	14/09/2017	21/09/2017	No transaction has been conducted by any acquirer/seller during the said 4 dates as per company's response & NSDL Database.
13/09/2017	-	-	-	-	-	-	15/09/2017	21/09/2017	
14/09/2017	-	-	-	-	-	-	18/09/2017	21/09/2017	
15/09/2017	-	-	-	-	-	-	18/09/2017	21/09/2017	
16/09/2017	6,58,360	15.48	10,000	0.24	6,48,360	15.25	19/09/2017	-	Not available
18/09/2017	6,48,360	15.25	85	0.00	6,48,275	15.25	20/09/2017	01/12/2017	
19/09/2017	6,48,275	15.25	1,50,000	3.53	4,98,275	11.72	21/09/2017	21/09/2017	

- 2.1.1. On perusal of BSE's submission w.r.t. the transactions entered into in 2017-18, SEBI observed the transactions wholly for all promoters (PACs for each other) in the following manner, as a single disclosure was made by Mr Dadabhoy Bhote (jointly for all PACs) under Regulation 29(2) of SAST Regulations:

Date	Pre-transaction holding (no. and %)		Shares sold		Post-transaction holding (no. and %)		Due Date of SAST disclosure as per SEC4	Date of SAST disclosure by Promoter	Remarks by SEBI
29/07/2017	8,03,000	18.89	50,000	1.18	7,53,000	17.71	-	21/09/2017	Not required
22/08/2017	7,53,000	17.71	1,847	0.04	7,51,153	17.67	-	21/09/2017	Not required

24/08/2017	7,51,153	17.67	17,500	0.41	7,33,653	17.26	-	21/09/2017	Not required
28/08/2017	7,33,653	17.26	10,000	0.24	7,23,653	17.02	-	21/09/2017	Not required
29/08/2017	7,23,653	17.02	10,653	0.25	7,13,000	16.77	31/08/2017	21/09/2017	21 days' Delay*
30/08/2017	7,13,000	16.77	7,000	0.16	7,06,000	16.61	-	21/09/2017	Not required
31/08/2017	7,06,000	16.61	5,000	0.12	7,01,000	16.49	-	21/09/2017	Not required
01/09/2017	7,01,000	16.49	10,000	0.24	6,91,000	16.25	-	21/09/2017	Not required
04/09/2017	6,91,000	16.25	5,000	0.12	6,86,000	16.13	-	21/09/2017	Not required
05/09/2017	6,86,000	16.13	5,000	0.12	6,81,000	16.02	-	21/09/2017	Not required
06/09/2017	6,81,000	16.02	3,000	0.07	6,78,000	15.95	-	21/09/2017	Not required
07/09/2017	6,78,000	15.95	5,040	0.12	6,72,960	15.83	-	21/09/2017	Not required
08/09/2017	6,72,960	15.83	9,600	0.23	6,63,360	15.60	-	21/09/2017	Not required
11/09/2017	6,63,360	15.60	5,000	0.12	6,58,360	15.48	-	21/09/2017	Not required
13/09/2017	-	-	-	-	-	-	-	21/09/2017	No transaction on these dates, but mentioned in disclosure
14/09/2017	-	-	-	-	-	-	-	21/09/2017	
15/09/2017	-	-	-	-	-	-	-	21/09/2017	
16/09/2017	6,58,360	15.48	10,000	0.24	6,48,360	15.25	-	-	Not required
18/09/2017	6,48,360	15.25	85	0.00	6,48,275	15.25	-	01/12/2017	Filed with 71 days' Delay**
19/09/2017	6,48,275	15.25	1,50,000	3.53	4,98,275	11.72	21/09/2017	21/09/2017	Filed on time - Incorrect and incomplete

* 90,000 shares sold between July 29, 2017 and August 29, 2017, amounting to 2.12%

** ought to have been disclosed as a part of the disclosure dated September 21, 2017, as part of cumulative sale crossing 2%

- 2.1.2. Mr Dadabhoy Bhote ("Seller") has failed to comply with Regulation 29(2) of SAST Regulation in the following manner:
- 2.1.3. The Seller sold 90,000 shares between July 29, 2017 and August 29, 2017, amounting to 2.12% of the total share capital of the Company, in aggregate.
- 2.1.4. Since the total change in shareholding exceeded 2% of the total share capital of the Company from the last disclosure made by the Seller, Regulation 29(2) r/w 29(3) of SAST Regulations was triggered and the disclosure ought to have been made on or before August 31, 2017.
- 2.1.5. As per the information provided by BSE, the disclosure was made by the Seller on September 21, 2017 i.e., with a delay of 21 days. Accordingly, violation of Regulation 29(2) r/w 29(3) of SAST Regulations was observed.

In view thereof, it is alleged that Noticee has violated Regulation 29(2) r/w 29(3) of SAST Regulations, 2011

“ ... ”

6. Vide letter/email dated May 30, 2025, Noticee submitted its reply to the SCN. Key submissions of the Noticee as reply to the SCN are as under:

“ ... ”

With reference to your show cause notice SEBI/EAD3/P/OW/2025/13751/1 Dated May 21, 2025:

- 1) In the year 2017 I was **disposing** shares of the company "Hypersoft Technologies Ltd"
- 2) The relevant SAST regulations of SEBI in 2017 29(2) r/w (3), did not require the **Disposer** of shares to make disclosures (within 2 days) on the dates of any Disposal. (It was amended subsequently at a later date)
- 3) In view of the above, I have not at that time contravened any SAST Regulation of SEBI.

I request your Kind indulgence to withdraw any actions and the Show Cause Notice as referred to above.

Sir, you may see my past record of FULL compliance in all affairs.

If any further clarification is required, I am always at your disposal.

...

7. Having regard to the principles of natural justice, vide Hearing Notice dated June 05, 2025, an opportunity of personal hearing was afforded to the Noticee on June 12, 2025. On the scheduled date of hearing viz., June 12, 2025, the Noticee availed the opportunity of hearing by appearing in person and opting hearing to be held through video conferencing. During the hearing, the Noticee relied upon and reiterated the submissions made by Noticee vide its letter dated May 30, 2025. Further, the Noticee sought time till June 14, 2025 to make further additional submissions as final and complete submissions in the matter, which was allowed. Noticee vide letter dated June 12, 2025, submitted additional submissions in the matter.

8. Noticee's additional submissions dated June 12, 2025:

“...

With reference to your show cause notice SEBI/EAD3/P/OW/2025/13751/1 Dated May 21, 2025:

- 1) In the year 2017 (DR Bhote) was **Disposing** shares of the company "Hypersoft Technologies Ltd".*
- 2) The relevant SAST regulations of SEBI in 2017 29(2) r/w (3), did not require the **Disposer** of shares to make disclosures (within 2 days) of the dates of any Disposal. (It was amended subsequently at a later date vide:"103 amended wef 11-09-2018)*

*Thus, we can conclude that the disposal of shares made by me, Mr. Dadabhoy Russi Bhote was between 29-07-2017 and 19-09-2017 during which there was no period specified for making disclosure for **disposal** of shares exceeding 2% of the share capital. Though the requirement of disclosure was there pursuant to Reg. 29(2), there was no period i.e., disclosure within 2 working days for disposal of shares specified in the regulations.*

Penalty for false or incorrect or incomplete information was made applicable wef 08-03-2019 which is AFTER the period of filings made by Mr. Dadabhoy R Bhote

- 3) In view of the above, I have not at that time contravened any SAST Regulation of SEBI. Nor was I liable for any Penalty under the relevant SAST rules during 2017.*

FURTHER

At that time in 2017 I was not a Director in the Company, only a Promoter. There was no Malafide intention or harm caused to anybody or any organisation as a result of my actions, and no gain due to any (delayed) disclosure

It was purely due to interpretation of REG 29(3) which did not mention any time period in case of Disposal of shares or its disclosure.

I am rather aged and retired and do not have any special resources to help or guide much on Regulations. I just followed and complied based on my understanding of the rules in its true spirit and guidance of the company professionals.

The company financial position was not very great at the time.

In my history of over 30 years of being an entrepreneur and in an organisation which I was associated with, I have never in the long history ever defaulted or delayed in any Disclosures or Filings as required and mandated. I trust that this long history of impeccable Compliance always will stand me in good stead with yourself and your organisation in dealing with any, if at all any, minor infractions, which incidentally occurred several years ago in FY 2017-18. I as a Techno-Entrepreneur have had to always rely upon guidance from professionals and any slip if at all was totally unintentional and harmless in its effect.

In view of my above submissions, I request your Kind indulgence to withdraw any actions and the Show Cause Notice as referred to above, stated in your show cause notice Paras 5.1, 5.2 and 5.3, which had occurred in 2017. Also keeping in view of my clean record on compliance throughout my career. My sincere submission is that there was no malafide intent, or contravention of any applicable regulation at that time

For your information I am not a representative of Hypersoft Technologies Limited.

...”

D. CONSIDERATION OF ISSUES AND FINDINGS

9. The issues that arise for consideration in the instant matter are as following:

Issue No. I: Whether the Noticee had violated the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as alleged?

Issue No. II: If yes, whether the Noticee is liable for imposition of monetary penalty under Section 15A(b) of SEBI Act, 1992?

Issue No. III: If yes, what should be the monetary penalty that can be imposed upon the Noticee?

Issue No. I: Whether the Noticee had violated the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as alleged?

I note that the alleged violation in the instant matter inter alia pertaining to delayed disclosure on two occasions viz., delayed disclosure wrt sale of 90000 shares and delayed disclosure by 21 days and delayed disclosure wrt sale of 85 shares and delayed disclosure by 71 days. Considering that the context of said allegations being common i.e delayed disclosure, the same are being dealt conjointly herein under:

Delayed disclosure of sale of 90,000 shares (2.12%) by 21 days

9.1. In this regard the following was inter alia observed and alleged:

9.2. Vide emails dated September 26, 2024, October 10, 2024, October 14, 2024, October 30, 2024, November 19, 2024, December 18, 2024, December 23, 2024, January 14, 2025, January 15, 2025 and January 28, 2025, BSE has inter alia provided the following status of compliance by Promoters of the Company, along with copies of the filings so made:

Name of Promoter – DADABHOY RUSSI BHOTE				
FY	Reg	Due date of compliance	Date of making disclosure to stock exchange	Remarks by BSE, if any
2017-18	29(2)	20/09/2017	01/12/2017	Delay by 72 days

Name of Promoter – FERAZ RUSSI BHOTE				
FY	Reg	Due date of compliance	Date of making disclosure to stock exchange	Remarks by BSE, if any
2017-18	29(2)	20/09/2017	01/12/2017	Delay by 72 days

Name of Promoter – KASHMIRA DADABHOY BHOTE				
FY	Reg	Due date of compliance	Date of making disclosure to stock exchange	Remarks by BSE, if any
2017-18	29(2)	20/09/2017	01/12/2017	Delay by 72 days

Name of Promoter – RUSTAM DADABHOY BHOTE				
FY	Reg	Due date of compliance	Date of making disclosure to stock exchange	Remarks by BSE, if any
2017-18	29(2)	20/09/2017	01/12/2017	Delay by 72 days

Name of Promoter – URMEZ FEROUZ BHOTE				
FY	Reg	Due date of compliance	Date of making disclosure to stock exchange	Remarks by BSE, if any
2017-18	29(2)	20/09/2017	01/12/2017	Delay by 72 days

Name of Promoter – SILLOO RUSI BHOTE (till June 30, 2019)				
FY	Reg	Due date of compliance	Date of making disclosure to stock exchange	Remarks by BSE, if any
2017-18	29(2)	20/09/2017	01/12/2017	Delay by 72 days

Name of Promoter – AMY RUSSI BAJINA (till March 31, 2019)				
FY	Reg	Due date of compliance	Date of making disclosure to stock exchange	Remarks by BSE, if any
2017-18	29(2)	20/09/2017	01/12/2017	Delay by 72 days

Name of Promoter – RITA BHOMI BHOTE (till June 30, 2018)				
FY	Reg	Due date of compliance	Date of making disclosure to stock exchange	Remarks by BSE, if any
2017-18	29(2)	20/09/2017	01/12/2017	Delay by 72 days

Name of Promoter – BOMI RUSI BHOTE (till June 30, 2018)				
FY	Reg	Due date of compliance	Date of making disclosure to stock exchange	Remarks by BSE, if any
2017-18	29(2)	20/09/2017	01/12/2017	Delay by 72 days

9.3. In this regard the transaction entered into in FY 2017-18 i.e., sale by Mr Dadabhoy Russi Bhote, Promoter (along with PACs – Urmez Feroz Bhote, Kashmira Bhote, Rustam Bhote, Rita hote, Amy Bajina, Feroz Bhote, Silloo Bhote and Bomi Bhote), is detailed by BSE as below:

Date	Pre-transaction holding (no. and %)	Shares sold	Post-transaction holding (no. and %)	Due Date of SAST disclosure	Date of SAST disclosure by Promoter	Remarks
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29/07/2017	8,03,000	18.89	50,000	1.18	7,53,000	17.71	01/08/2017	21/09/2017	-
22/08/2017	7,53,000	17.71	1,847	0.04	7,51,153	17.67	24/08/2017	21/09/2017	-
24/08/2017	7,51,153	17.67	17,500	0.41	7,33,653	17.26	29/08/2017	21/09/2017	-
28/08/2017	7,33,653	17.26	10,000	0.24	7,23,653	17.02	30/08/2017	21/09/2017	-
29/08/2017	7,23,653	17.02	10,653	0.25	7,13,000	16.77	31/08/2017	21/09/2017	-
30/08/2017	7,13,000	16.77	7,000	0.16	7,06,000	16.61	01/09/2017	21/09/2017	-
31/08/2017	7,06,000	16.61	5,000	0.12	7,01,000	16.49	04/09/2017	21/09/2017	-
01/09/2017	7,01,000	16.49	10,000	0.24	6,91,000	16.25	04/09/2017	21/09/2017	-
04/09/2017	6,91,000	16.25	5,000	0.12	6,86,000	16.13	06/09/2017	21/09/2017	-
05/09/2017	6,86,000	16.13	5,000	0.12	6,81,000	16.02	07/09/2017	21/09/2017	-
06/09/2017	6,81,000	16.02	3,000	0.07	6,78,000	15.95	08/09/2017	21/09/2017	-
07/09/2017	6,78,000	15.95	5,040	0.12	6,72,960	15.83	11/09/2017	21/09/2017	-
08/09/2017	6,72,960	15.83	9,600	0.23	6,63,360	15.60	11/09/2017	21/09/2017	-
11/09/2017	6,63,360	15.60	5,000	0.12	6,58,360	15.48	13/09/2017	21/09/2017	-
12/09/2017	-	-	-	-	-	-	14/09/2017	21/09/2017	No transaction has been conducted by any acquirer/seller during the said 4 dates as per company's response & NSDL Database.
13/09/2017	-	-	-	-	-	-	15/09/2017	21/09/2017	
14/09/2017	-	-	-	-	-	-	18/09/2017	21/09/2017	
15/09/2017	-	-	-	-	-	-	18/09/2017	21/09/2017	
16/09/2017	6,58,360	15.48	10,000	0.24	6,48,360	15.25	19/09/2017	-	Not available
18/09/2017	6,48,360	15.25	85	0.00	6,48,275	15.25	20/09/2017	01/12/2017	
19/09/2017	6,48,275	15.25	1,50,000	3.53	4,98,275	11.72	21/09/2017	21/09/2017	

9.4. On perusal of BSE's submission w.r.t. the transactions entered into in 2017-18, SEBI observed the transactions wholly for all promoters (PACs for each other) in the following manner, as a single disclosure was made by Mr Dadabhoy Bhote (jointly for all PACs) under Regulation 29(2) of SAST Regulations:

Date	Pre-transaction holding (no. and %)		Shares sold		Post-transaction holding (no. and %)		Due Date of SAST disclosure as per SEC4	Date of SAST disclosure by Promoter	Remarks by SEBI
29/07/2017	8,03,000	18.89	50,000	1.18	7,53,000	17.71	-	21/09/2017	Not required
22/08/2017	7,53,000	17.71	1,847	0.04	7,51,153	17.67	-	21/09/2017	Not required
24/08/2017	7,51,153	17.67	17,500	0.41	7,33,653	17.26	-	21/09/2017	Not required
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29/08/2017	7,23,653	17.02	10,653	0.25	7,13,000	16.77	31/08/2017	21/09/2017	21 days' Delay*

30/08/2017	7,13,000	16.77	7,000	0.16	7,06,000	16.61	-	21/09/2017	Not required
31/08/2017	7,06,000	16.61	5,000	0.12	7,01,000	16.49	-	21/09/2017	Not required
01/09/2017	7,01,000	16.49	10,000	0.24	6,91,000	16.25	-	21/09/2017	Not required
04/09/2017	6,91,000	16.25	5,000	0.12	6,86,000	16.13	-	21/09/2017	Not required
05/09/2017	6,86,000	16.13	5,000	0.12	6,81,000	16.02	-	21/09/2017	Not required
06/09/2017	6,81,000	16.02	3,000	0.07	6,78,000	15.95	-	21/09/2017	Not required
07/09/2017	6,78,000	15.95	5,040	0.12	6,72,960	15.83	-	21/09/2017	Not required
08/09/2017	6,72,960	15.83	9,600	0.23	6,63,360	15.60	-	21/09/2017	Not required
11/09/2017	6,63,360	15.60	5,000	0.12	6,58,360	15.48	-	21/09/2017	Not required
13/09/2017	-	-	-	-	-	-	-	21/09/2017	No transaction on these dates, but mentioned in disclosure
14/09/2017	-	-	-	-	-	-	-	21/09/2017	
15/09/2017	-	-	-	-	-	-	-	21/09/2017	
16/09/2017	6,58,360	15.48	10,000	0.24	6,48,360	15.25	-	-	Not required
18/09/2017	6,48,360	15.25	85	0.00	6,48,275	15.25	-	01/12/2017	Filed with 71 days' Delay**
19/09/2017	6,48,275	15.25	1,50,000	3.53	4,98,275	11.72	21/09/2017	21/09/2017	Filed on time - Incorrect and incomplete

* 90,000 shares sold between July 29, 2017 and August 29, 2017, amounting to 2.12%

** ought to have been disclosed as a part of the disclosure dated September 21, 2017, as part of cumulative sale crossing 2%

9.5. It was observed that Mr Dadabhoy Bhote ("Seller") had failed to comply with Regulation 29(2) of SAST Regulation in the following manner:

9.6. The Seller sold 90,000 shares between July 29, 2017 and August 29, 2017, amounting to 2.12% of the total share capital of the Company, in aggregate.

9.7. Since the total change in shareholding exceeded 2% of the total share capital of the Company from the last disclosure made by the Seller, Regulation 29(2) r/w 29(3) of SAST Regulations was triggered and the disclosure ought to have been made on or before August 31, 2017.

9.8. As per the information provided by BSE, the disclosure was made by the Seller on September 21, 2017 i.e., with a delay of 21 days. Accordingly, violation of Regulation 29(2) r/w 29(3) of SAST Regulations was observed by SEBI.

Delayed disclosure of sale of 85 shares (0.002%) by 71 days

9.9. Further, it was inter alia observed and alleged that the 85 shares (0.002%) sold by the Seller on September 18, 2017, which ought to have been disclosed as

a part of the disclosure dated September 21, 2017 (due to cumulative sale of shares exceeding 2%), were disclosed by the Seller on December 1, 2017 i.e., with a delay of 71 days. Accordingly, violation of Regulation 29(2) r/w 29(3) of SAST Regulations was observed.

9.10. Here it would be relevant to draw reference to the relevant provisions alleged to have been violated is as under:

Disclosure of acquisition and disposal.

29.(1)

¹⁰⁰[(2) ¹⁰¹[Any person 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 sub-regulation; 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 ¹⁰³[or the disposal] 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.

¹⁰³ Inserted by the SEBI (Substantial Acquisition of Shares and Takeovers) (Second Amendment) Regulations, 2018, w.e.f. 11-09-2018.

9.10.1. I note that the alleged violations in the instant matter are with regard to delayed disclosure of sale of 90,000 shares (2.12%) by 21 days and delayed disclosure of sale of 85 shares (0.002%) by 71 days.

9.10.2. I note that the timeline for making disclosure is stipulated under Regulation 29(3) of SEBI SAST Regulations, 2011. As regard Regulation 29(3), I note that Noticee has inter alia contended that “...In the year 2017 I was disposing shares of the company “Hypersoft” Technologies Ltd. The relevant SAST regulations of SEBI in 2017 29(2) r/w (3), did not require the Disposer of shares to make disclosures (within 2 days) on the dates of any Disposal. (it was amended subsequently at a later date) In view of the above, I have not at that time contrived any SAST Regulation of

SEBI...Thought the requirement of disclosure was there pursuant to Reg. 29(2), there was no period i.e., disclosure within 2 working days for disposal of shares specified in the regulations...”

9.10.3. I note that the word ‘Disposal’ was inserted in Regulation 29(3) vide SEBI (Substantial Acquisition of Shares and Takeovers) (Second Amendment) Regulations, 2018, w.e.f. 11-09-2018.

9.10.4. In view thereof and in particular having regard to the submissions of the Noticee, I am inclined to allowed benefit of doubt to the Noticee in this regard. Accordingly, I hold that the allegation in this regard that the Noticee had violated Regulation 29(2) r/w 29(3) of SAST Regulations, does not stand established.

Incorrect and incomplete information filed in disclosure dated September 21, 2017:

9.10.5. In this regard it was inter alia observed and alleged that the Seller sold 2,14,725 shares between August 30, 2017 and September 19, 2017, amounting to 5.05% of the total share capital of the Company, in aggregate. Since the total change in shareholding exceeded 2% of the total share capital of the Company from the last disclosure required to be made by the Seller, Regulation 29(2) r/w 29(3) of SAST Regulations was triggered and the disclosure ought to have been made on or before September 21, 2017.

9.10.6. As per the information provided by BSE, the disclosure was made by the Seller on September 21, 2017 i.e., within the prescribed timeline. Said disclosure stated that sale of shares was made on July 29, 2017, August 22, 2017, August 24, 2017, August 28, 2017, August 29, 2017, August 30, 2017, August 31, 2017, September 1, 2017, September 4, 2017, September 5, 2017, September 6, 2017, September 7, 2017, September

8, 2017, September 11, 2017, September 12, 2017, September 13, 2017, September 14, 2017, September 15, 2017 and September 19, 2017.

9.10.7. However, multiple inaccuracies were observed in said disclosure by SEBI, as per details here under:

- The disclosure stated that shares were sold *inter alia* on September 12-15, 2017. However, BSE had confirmed that no sale was made during these dates.
- The Promoter sold 10,000 shares (0.24%) on September 16, 2017. While this sale was factored in the disclosure (as part of the total no. of shares sold), the date of this sale i.e., September 16, 2017 was not mentioned.
- The Promoter sold 85 shares (0.002%) on September 18, 2017. However, the same was not disclosed in the instant disclosure.

9.10.8. Accordingly, on account of incorrect information filed vide the instant disclosure, violation of Regulation 29(2) r/w 29(3) of SAST Regulations was observed by SEBI.

9.10.9. In this regard I note the penalty provision invoked in respect of the alleged violation is Section 15A(b) of SEBI Act, 1992.

In this regard, I note that Noticee as part of his submissions as reply to the SCN has inter alia contended that “...*Penalty for false or incorrect or incomplete information was made applicable wef 08-03-2019 which is AFTER the period of filings made by Mr. Dadabhoy R Bhote... In view of the above, I have not at that time contravened any SAST regulation of SEBI. Nor was I liable for any Penalty under the relevant SAST rules during 2017...*”.

9.10.10. In this regard, I note that the phrase ‘⁶⁶[... who furnishes or files false, incorrect or incomplete information, return, report, books or other documents],’ was inserted vide the Finance Act, 2018 w.e.f. 08-03-2019.

9.10.11. In view thereof, having regard to the submissions of the Noticee, I am inclined to allow the benefit of doubt to the Noticee in this regard. Accordingly, I hold that Noticee cannot be held liable for penalty under Section 15A(b) of SEBI Act, 1992.

9.10.12. Since the alleged violations in respect of the Noticee is not established, I find that the Issue No. II and Issue No. III require no further consideration.

E. ORDER

10. In view of the above, the undersigned do not find it to be a fit case for imposition of penalty under section 15A(b) of SEBI Act, 1992. Hence, the SCN dated May 21, 2025 is disposed of, without imposition of penalty.

11. In terms of the provisions of Rule 6 of the Adjudication Rules, a copy of this order is being sent to the Noticee and also to the Securities and Exchange Board of India.

PLACE: MUMBAI

DATE: July 31, 2025

**AMAR NAVLANI
ADJUDICATING OFFICER**